



(Please scan this QR code to view the DRHP)

Dated: September 28, 2024  
Draft Red Herring Prospectus  
Please read Section 26 and 32 of the Companies Act, 2013  
(This Draft Red Herring Prospectus will be updated upon filing with ROC)  
100% Book Built Issue



## B D SECURITY LIMITED

Corporate Identity Numbers: U74920JK2006PLC002638

REGISTERED OFFICE	CORPORATE OFFICE	CONTACT PERSON	TELEPHONE AND EMAIL	WEBSITE
BD House, 3rd Building, Lane No 1st, Greater Kailash, Jammu-180011, Jammu & Kashmir, India	-	Ms. Deepali	Tel No: +91-9858001030, 9541904791 Email Id: <a href="mailto:cs@bdsecurity.co.in">cs@bdsecurity.co.in</a>	<a href="http://www.bdsecurity.co.in">www.bdsecurity.co.in</a>

PROMOTERS OF OUR COMPANY: MR. SAHIL GUPTA, MRS. SUMAN GUPTA AND MRS. PALVI GUPTA

### DETAILS OF THE ISSUE

TYPE	FRESH ISSUE SIZE (IN ₹ LAKHS)	OFS SIZE (BY NO. OF SHARES OR BY AMOUNT IN ₹)	TOTAL ISSUE SIZE	ELIGIBILITY
Fresh Issue	Upto 44,56,000 Equity Shares aggregating to ₹ [●] Lakhs	Nil	Upto 44,56,000 Equity Shares aggregating to ₹ [●] Lakhs	THIS ISSUE IS BEING MADE IN TERMS OF CHAPTER IX OF THE SEBI (ICDR) REGULATIONS, 2018 AS AMENDED.

DETAILS OF OFFER FOR SALE, SELLING SHAREHOLDERS AND THEIR AVERAGE COST OF ACQUISITION – NOT APPLICABLE AS THE ENTIRE ISSUE CONSTITUTES FRESH ISSUE OF EQUITY SHARES

### RISK IN RELATION TO THE FIRST ISSUE

This being the first public issue of Equity Shares of our Company, there has been no formal market for the Equity Shares. The face value of the Equity Shares is ₹ 10/- each. The Floor Price, the Cap Price and the Issue Price to be determined by our Company in consultation with the Book Running Lead Manager, in accordance with the SEBI (ICDR) Regulations, 2018 and on the basis of the assessment of market demand for our Equity Shares by way of the Book Building Process, as disclosed in “Basis for Issue Price” on page 83 or in case where, Price Band is not disclosed otherwise, will be advertised in two national daily newspapers (one each in English and in Hindi) with wide circulation and one daily Urdu regional newspaper with wide circulation at least two working days prior to the Bid / Issue Opening Date, should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the Equity Shares or regarding the price at which the Equity Shares will be traded after listing.

### GENERAL RISKS

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in this Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue, including the risks involved. The Equity Shares in the Issue have not been recommended or approved by the Securities and Exchange Board of India (“SEBI”), nor does SEBI guarantee the accuracy or adequacy of the contents of this Draft Red Herring Prospectus. Specific attention of the investors is invited to section titled “Risk Factors” appearing on page 26 of this Draft Red Herring Prospectus.

### ISSUER’S ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Red Herring Prospectus contains all information with regard to our Company and the Issue, which is material in the context of the Issue, that the information contained in this Draft Red Herring Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Draft Red Herring Prospectus as a whole or any of such information or the expression of any such opinions or intentions, misleading in any material respect.

### LISTING

The Equity Shares issued through Draft Red Herring Prospectus are proposed to be listed on the Emerge Platform of National Stock Exchange of India Limited (NSE Emerge) in terms of the Chapter IX of the SEBI (ICDR) Regulations, 2018 as amended from time to time. For this Issue, the Designated Stock Exchange will be the National Stock Exchange of India Limited (“NSE”).

### BOOK RUNNING LEAD MANAGER TO THE ISSUE

NAME AND LOGO	CONTACT PERSON	EMAIL & TELEPHONE
 Beeline Capital Advisors Private Limited	Mr. Nikhil Shah	Email: <a href="mailto:mb@beelinemb.com">mb@beelinemb.com</a> Tel. No: 079 4918 5784

### REGISTRAR TO THE ISSUE

NAME AND LOGO	CONTACT PERSON	EMAIL & TELEPHONE
 Skyline Financial Services Private Limited	Mr. Anuj Rana	Email Id: <a href="mailto:ipo@skylinerta.com">ipo@skylinerta.com</a> Tel. Number: 011-40450193-197, 011-26812683

### BID/ISSUE PERIOD

ANCHOR INVESTOR BIDDING DATE: [●]*	BID/ISSUE OPENS ON: [●]	BID/ISSUE CLOSES ON: [●]**^
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\* Our Company, in consultation with the BRLM, may consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bid/ Issue Period shall be one Working Day prior to the Bid/ Issue Opening Date.

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

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

**B D SECURITY LIMITED**

Corporate Identity Numbers: U74920JK2006PLC002638

Our Company was originally formed under the name and style of M/s "B D Security Private Limited" under the provisions of the Companies Act, 1956 pursuant to Certificate of Incorporation dated March 14, 2006 issued by the Registrar of Companies Jammu and Kashmir. Subsequently, our Company was converted from a private limited company to a public limited company, pursuant to a special resolution passed by our Shareholders at an Extra-ordinary General Meeting held on October 30, 2023 and the name of Company was changed to "B D Security Limited" and a fresh certificate of incorporation consequent upon conversion dated December 04, 2023 was issued by the Registrar of Companies, Jammu. The Corporate Identification Number of our Company is U74920JK2006PLC002638. For details of change in registered office of our Company, please refer to chapter titled "History and Corporate Structure" beginning on page no. 132 of this Draft Red Herring Prospectus.

Registered Office: BD House, 3rd Building, Lane No 1st, Greater Kailash, Jammu- 180011, Jammu &amp; Kashmir, India

Website: [www.bdsecurity.co.in](http://www.bdsecurity.co.in); E-Mail: [cs@bdsecurity.co.in](mailto:cs@bdsecurity.co.in); Telephone No: +91-9858001030, 9541904791

Company Secretary and Compliance Officer: Ms. Deepali

PROMOTERS OF OUR COMPANY: MR. SAHIL GUPTA, MRS. SUMAN GUPTA AND MRS. PALVI GUPTA

**THE ISSUE**

INITIAL PUBLIC ISSUE OF UPTO 44,56,000 EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH OF B D SECURITY LIMITED ("BDSL") OR THE "COMPANY" OR THE "ISSUER") FOR CASH AT A PRICE OF ₹ [●] PER EQUITY SHARE INCLUDING A SHARE PREMIUM OF ₹ [●] PER EQUITY SHARE (THE "ISSUE PRICE") AGGREGATING TO ₹ [●] LAKHS ("THE ISSUE"), OF WHICH [●] EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH FOR CASH AT A PRICE OF ₹ [●] PER EQUITY SHARE INCLUDING A SHARE PREMIUM OF ₹ [●] PER EQUITY SHARE AGGREGATING TO ₹ [●] 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 [●] EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH AT A PRICE OF ₹ [●] PER EQUITY SHARE INCLUDING A SHARE PREMIUM OF ₹ [●] PER EQUITY SHARE AGGREGATING TO ₹ [●] LAKHS IS HEREIN REFERRED TO AS THE "NET ISSUE". THE ISSUE AND THE NET ISSUE WILL CONSTITUTE [●] AND [●], RESPECTIVELY, OF THE POST ISSUE PAID UP EQUITY SHARE CAPITAL OF OUR COMPANY. THE FACE VALUE OF THE EQUITY SHARES IS ₹ 10/- EACH.

THE PRICE BAND AND THE MINIMUM BID LOT WILL BE DECIDED BY OUR COMPANY IN CONSULTATION WITH THE BRLM ADVERTISED IN [●] EDITION OF [●] (A WIDELY CIRCULATED ENGLISH NATIONAL DAILY NEWSPAPER) AND [●] EDITION OF [●] CIRCULATED HINDI NATIONAL DAILY NEWSPAPER, AND JAMMU EDITION OF [●] REGIONAL NEWSPAPER (URDU REGIONAL LANGUAGE OF JAMMU WHERE OUR REGISTERED OFFICE IS LOCATED). AT LEAST TWO WORKING DAYS PRIOR TO THE ISSUE OPENING DATE AND SHALL BE MADE AVAILABLE TO THE NATIONAL STOCK EXCHANGE OF INDIA LIMITED "NSE" FOR THE PURPOSE OF UPLOADING ON THEIR WEBSITE. FOR FURTHER DETAILS KINDLY REFER TO CHAPTER TITLED "TERMS OF THE ISSUE" BEGINNING ON PAGE 239 OF THIS DRAFT RED HERRING PROSPECTUS.

In case of any revision in the Price Band, the Bid/Issue Period will be extended by at least three additional Working Days after such revision in the Price Band, subject to the Bid/Issue Period not exceeding 10 Working Days. In cases of force majeure, banking strike or similar circumstances, our Company may, for reasons to be recorded in writing, extend the Bid/Issue Period for a minimum of three Working Days, subject to the Bid/Issue Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/Issue Period, if applicable, shall be widely disseminated by notification to the Stock Exchanges, by issuing a press release, and also by indicating the change on the respective websites of the BRLM and at the terminals of the members of the Syndicate and by intimation to Designated Intermediaries and the Sponsor Bank, as applicable.

This Issue is being made through the Book Building Process, in terms of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended ("SCRR") read with Regulation 229(2) of the SEBI ICDR Regulations and in compliance with Regulation 253 of the SEBI ICDR Regulations, wherein not more than 50.00% of the Net Issue shall be available for allocation on a proportionate basis to Qualified Institutional Buyers ("QIBs") (the "QIB Portion"). Further, 5.00% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders, including Mutual Funds, subject to valid Bids being received at or above the Issue Price. However, if the aggregate demand from Mutual Funds is less than 5.00% of the Net QIB Portion, the balance Equity Shares available for allocation in the Mutual Fund Portion will be added to the remaining Net QIB Portion for proportionate allocation to QIBs. Further, not less than 15.00% of the Net Issue shall be available for allocation on a proportionate basis to Non-Institutional Investors and not less than 35.00% of the Net Issue shall be available for allocation to Retail Individual Investors in accordance with the SEBI ICDR Regulations, subject to valid Bids being received from them at or above the Issue Price. All Bidders are required to participate in the Issue by mandatorily utilizing the Application Supported by Blocked Amount ("ASBA") process by providing details of their respective ASBA Account (as defined hereinafter) in which the corresponding Bid Amounts will be blocked by the Self Certified Syndicate Banks ("SCSBs") or under the UPI Mechanism, as the case may be, to the extent of respective Bid Amounts. For details, see "Issue Procedure" on page 249.

All potential investors shall participate in the Issue through an Application Supported by Blocked Amount ("ASBA") process including through UPI mode (as applicable) by providing details about the bank account which will be blocked by the Self Certified Syndicate Banks ("SCSBs") for the same. For details in this regard, specific attention is invited to "Issue Procedure" on page 249 of this Draft Red Herring Prospectus. A copy of Red Herring Prospectus will be delivered to the Registrar of Companies for filing in accordance with Section 32 of the Companies Act, 2013.

**RISK IN RELATION TO THE FIRST ISSUE**

This being the first public issue of Equity Shares, there has been no formal market for the Equity Shares. The face value of the Equity Shares is ₹ 10 each. The Floor Price, the Cap Price and the Issue Price should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active and/or sustained trading in the Equity Shares or regarding the price at which the Equity Shares will be traded after listing.

**GENERAL RISKS**

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in this Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue including the risks involved. The Equity Shares issued in the Issue have neither been recommended nor approved by Securities and Exchange Board of India nor does Securities and Exchange Board of India guarantee the accuracy or adequacy of this Draft Red Herring Prospectus. Specific attention of the investors is invited to the section titled "Risk Factors" beginning on page 26 of this Draft Red Herring Prospectus.

**COMPANY'S ABSOLUTE RESPONSIBILITY**

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

**LISTING**

The Equity Shares Issued through Draft Red Herring Prospectus are proposed to be listed on Emerge Platform of National Stock Exchange of India Limited ("NSE Emerge"), in terms of the Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time. Our Company has received an In-Principle Approval letter dated [●] from National Stock Exchange of India Limited ("NSE") for using its name in Issue document for listing our shares on the Emerge Platform of National Stock Exchange of India Limited ("NSE Emerge"). For this Issue, the designated Stock Exchange is the National Stock Exchange of India Limited ("NSE").

**BOOK RUNNING LEAD MANAGER****REGISTRAR TO THE ISSUE****BEELINE CAPITAL ADVISORS PRIVATE LIMITED**

SEBI Registration Number: INM000012917

Address: B 1311-1314, Thirteenth Floor, Shilp Corporate Park, Rajpath Rangoli Road, Thaltej, Ahmedabad- 380054, Gujarat, India.

Telephone Number: 079 4918 5784

Email Id: [mb@beelinemb.com](mailto:mb@beelinemb.com)Investors Grievance Id: [ig@beelinemb.com](mailto:ig@beelinemb.com)Website: [www.beelinemb.com](http://www.beelinemb.com)

Contact Person: Mr. Nikhil Shah

CIN: U67190GJ2020PTC114322

**SKYLINE FINANCIAL SERVICES PRIVATE LIMITED**

SEBI Registration Number: INR000003241

Address: D-153A, 1st Floor, Okhla Industrial Area, Phase -I, New Delhi - 110 020, India

Tel. Number: 011-40450193-197, 011-26812683

Email Id: [ipo@skylinerta.com](mailto:ipo@skylinerta.com)Investors Grievance Id: [ipo@skylinerta.com](mailto:ipo@skylinerta.com)Website: [www.skylinerta.com](http://www.skylinerta.com)

Contact Person: Mr. Anuj Rana

CIN: U74899DL1995PTC071324

**BID/ISSUE PERIOD**

ANCHOR INVESTOR BIDDING DATE: [●]\*

ISSUE OPENS ON: [●]

ISSUE CLOSES ON: [●]\*\*^

\* Our Company, in consultation with the BRLM, may consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bid/ Issue Period shall be one Working Day prior to the Bid/ Issue Opening Date.

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

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

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## SECTION I – DEFINATIONS AND ABBREVIATIONS

*This Draft Red Herring Prospectus uses certain definitions and abbreviations which, unless the context otherwise indicates or implies, shall have the meaning as provided below. References to any legislation, act, regulation, rule, guideline or policy shall be to such legislation, act, regulation, rule, guideline or policy, as amended, supplemented or re-enacted from time to time and any reference to a statutory provision shall include any subordinate legislation made from time to time under that provision. The words and expressions used in this Draft Red Herring Prospectus but not defined herein, shall have, to the extent applicable, the meaning ascribed to such terms under the Companies Act, the SEBI ICDR Regulations, the SCRA, the Depositories Act or the rules and regulations made there under.*

### GENERAL AND COMPANY RELATED TERMS

Term	Description
“B D SECURITY LIMITED”, “BDSL”, “our Company”, “we”, “us”, “our”, “the Company”, “the Issuer Company” or “the Issuer”	B D SECURITY LIMITED, a public limited company, registered under the Companies Act, 1956 and having its registered office at BD House, 3rd Building, Lane No 1st, Greater Kailash, Jammu-180011, Jammu & Kashmir, India.
Our Promoters	Mr. Sahil Gupta, Mrs. Suman Gupta and Mrs. Palvi Gupta
Promoter’s Group	Companies, individuals and entities (other than companies) as defined under Regulation 2(1) (pp) of the SEBI (ICDR) Regulations, 2018 which is provided in the chapter titled “ <i>Our Promoters and Promoter’s Group</i> ” in the Draft Red Herring Prospectus.

### COMPANY RELATED TERMS

Term	Description
Articles / Articles of Association/AOA	Articles of Association of our Company.
Audit Committee	The Audit Committee of the Board of Directors constituted in accordance with Section 177 of the Companies Act, 2013. For details refer section titled “ <i>Our Management</i> ” on page 140 of this Draft Red Herring Prospectus.
Auditor of our Company / Statutory Auditor	The Statutory Auditor, being M/s. P C Bindal & Co., Chartered Accountants as mentioned in the section titled “ <i>General Information</i> ” beginning on page 50 of this Draft Red Herring Prospectus.
Bankers to the Company	The Jammu and Kashmir Bank Limited
Board of Directors / Board/BOD	The Board of Directors of our Company, including all duly constituted committees thereof.
Companies Act	The Companies Act, 2013 as amended from time to time.
CIN	Corporate Identification Number of our Company i.e. U74920JK2006PLC002638
Chief Financial Officer (CFO)	The Chief Financial officer of our Company, being Mr. Vishal Dogra
Company Secretary and Compliance Officer (CS)	The Company Secretary and Compliance officer of our Company, Ms. Deepali
Depositories Act	The Depositories Act, 1996, as amended from time to time
DIN	Director Identification Number
Equity Shares	Equity Shares of our Company of Face Value of ₹ 10/- each unless otherwise specified in the context thereof
Equity Shareholders	Persons/ Entities holding Equity Shares of Our Company
ED	Executive Director
Group Companies	Group Companies as defined under Regulation 2(1)(t) of the SEBI (ICDR) Regulations, 2018, “Group companies shall include such companies (other than our Promoters and Subsidiary) with which there were related party transactions as disclosed in the Restated Financial Information as covered under the applicable accounting standards, and as disclosed in “ <i>Information with respect to Group Companies</i> ” on page 223 of this Draft Red Herring Prospectus.
Independent Director	A Non-Executive & Independent Director as per the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

<b>Term</b>	<b>Description</b>
Indian GAAP	Generally Accepted Accounting Principles in India
ISIN	INE0QOU01015
Key Managerial Personnel / Key Managerial Employees	The officer vested with executive power and the officers at the level immediately below the Board of Directors as described in the section titled “ <i>Our Management</i> ” on page 140 of this Draft Red Herring Prospectus.
Materiality Policy	The policy on identification of group companies, material creditors and material litigation, adopted by our Board on July 26, 2024 in accordance with the requirements of the SEBI ICDR Regulations.
MOA/ Memorandum / Memorandum of Association	Memorandum of Association of our Company as amended from time to time
Managing Director [MD]	MD means Managing Director of the company namely Sahil Gupta; also referred to in this Draft Red Herring Prospectus as CMD being the Chairman and Managing Director of the Company
Non-Residents	A person resident outside India, as defined under FEMA
Nomination and Remuneration Committee	The Nomination and Remuneration Committee of our Board of Directors constituted in accordance with Companies Act, 2013. For details refer section titled “ <i>Our Management</i> ” on page 140 of this Draft Red Herring Prospectus.
Non-Executive Director	A Director not being an Executive Director or an Independent Director.
NRIs / Non-Resident Indians	A person resident outside India, as defined under FEMA and who is a citizen of India or a Person of Indian Origin under Foreign Exchange Management Act, 1999
Registered Office	BD House, 3rd Building, Lane No 1st, Greater Kailash, Jammu-180011, Jammu & Kashmir, India.
Restated Financial Information	Restated Financial Statements along with Report from the peer review certified auditor – M/s. S V J K and Associates, Chartered Accountants, for year ended March 31, 2024, 2023, and 2022 included in the Draft Red Herring Prospectus.
ROC / Registrar of Companies/ CRC	Registrar of Companies, Jammu.
Senior Management Personnel	“Senior Management” shall mean the officers and personnel of the Issuer company who are members of its core management team, excluding the Board of Directors, and shall also comprise all the members of the management one level below the Chief Executive Officer or Managing Director or Whole Time Director or Manager (including Chief Executive Officer and Manager, in case they are not part of the Board of Directors) and shall specifically include the functional heads, by whatever name called and the Company Secretary and the Chief Financial Officer.
Peer Reviewed Auditor	The Peer Review Auditor of company, M/s S V J K And Associates, Chartered Accountants holding a valid Peer Review certificate, as mentioned in the section titled “General Information” beginning on page 50 of this Draft Red Herring Prospectus.
Stakeholders Relationship Committee	The Stakeholders Relationship Committee of our Board of Directors constituted in accordance with Section 178 of the Companies Act, 2013. For details refer section titled “ <i>Our Management</i> ” on page 140 of this Draft Red Herring Prospectus.
You or Your or Yours	Prospective Investors in this Issue.

#### **ISSUE RELATED TERMS**

<b>Terms</b>	<b>Description</b>
Abridged Prospectus	Abridged Prospectus means a memorandum containing such salient features of a Prospectus as may be specified by SEBI in this behalf
Acknowledgement Slip	The slip or document issued by the Designated Intermediary to an Applicant as proof of registration of the Application
Allotment/Allot/Allotted	Unless the context otherwise requires, allotment of Equity Shares offered pursuant to the Fresh Issue pursuant to successful Bidders.
Application Form	The Form in terms of which the applicant shall apply for the Equity Shares of our Company
Allotment Advice	Note or advice or intimation of Allotment sent to the Bidders who have been allotted Equity Shares after the Basis of Allotment has been approved by the Designated Stock Exchanges

Terms	Description
Application Supported by Blocked Amount / ASBA	An application, whether physical or electronic, used by ASBA Bidders to make a Bid and authorize an SCSB to block the Bid Amount in the ASBA Account and which includes applications made by UPI Bidders using the UPI Mechanism where the Bid Amount was blocked upon acceptance of UPI Mandate Request by the UPI Bidders using the UPI Mechanism.
ASBA Account	A bank account maintained by ASBA Bidder with an SCSB and specified in the ASBA Form submitted by such ASBA Bidder in which funds were blocked by such SCSB to the extent of the specified in the ASBA Form submitted by such ASBA Bidder and included a bank account maintained by a UPI Bidder linked to a UPI ID, which was blocked by the SCSB upon acceptance of the UPI Mandate Request in relation to a Bid by a UPI Bidder Bidding through the UPI Mechanism.
Allotment	Issue of the Equity Shares pursuant to the Issue to the successful applicants
Allottee (s)	The successful applicant to whom the Equity Shares are being / have been issued
Anchor Investor	A Qualified Institutional Buyer, applying under the Anchor Investor Portion in accordance with the requirements specified in the SEBI ICDR Regulations and the Draft Red Herring Prospectus and who has Bid for an amount of at least ₹ 200 lakhs.
Basis of Allotment	The basis on which equity shares will be allotted to successful applicants under the Issue and which is described in paragraph titled ' <i>Basis of allotment</i> ' under chapter titled " <i>Issue Procedure</i> " starting from page no. 249 of this Draft Red Herring Prospectus.
Bid	An indication to make an Issue during the Bid/Issue Period by an ASBA Bidder pursuant to submission of the ASBA Form to subscribe to or purchase the Equity Shares at a price within the Price Band, including all revisions and modifications thereto as permitted under the SEBI ICDR Regulations and in terms of the Draft Red Herring Prospectus and the relevant Bid cum Application Form. The term " <i>Bidding</i> " shall be construed accordingly.
Bid Lot	[●] Equity Shares and in multiples of [●] Equity Shares thereafter
Bid/Issue Closing Date	The date after which the Designated Intermediaries will not accept any Bids, being [●], which shall be published in [●] editions of [●] (a widely circulated English national daily newspaper), [●] and editions of [●] (a widely circulated Hindi national daily newspaper), [●] and editions of Jammu (a widely circulated regional language daily newspaper) (Urdu being the regional language of Jammu, where our Registered Office is located). Our Company in consultation with the BRLM, may, consider closing the Bid/Issue Period for QIBs one Working Day prior to the Bid/Issue Closing Date in accordance with the SEBI ICDR Regulations. In case of any revision, the extended Bid/ Issue Closing Date shall be widely disseminated by notification to the Stock Exchanges, and also be notified on the websites of the BRLM and at the terminals of the Syndicate Members, if any and communicated to the Designated Intermediaries and the Sponsor Bank, which shall also be notified in an advertisement in same newspapers in which the Bid/ Issue Opening Date was published, as required under the SEBI ICDR Regulations.
Bid/Issue Opening Date	The date on which the Designated Intermediaries shall start accepting Bids, being [●], which shall be published in [●] editions of [●] (a widely circulated English national daily newspaper), [●] and editions of [●] (a widely circulated Hindi national daily newspaper), [●] and editions of Jammu (a widely circulated regional language daily newspaper) (Urdu being the regional language of Jammu, where our Registered Office is located).
Bid/ Issue Period	The period between the Bid/ Issue Opening Date and the Bid/ Issue Closing Date, inclusive of both days, during which prospective Bidders can submit their Bids, including any revisions thereof in accordance with the SEBI ICDR Regulations and the terms of the Draft Red Herring Prospectus. Provided, however, that the Bidding shall be kept open for a minimum of three Working Days for all categories of Bidders. Our Company in consultation with the Book Running Lead Manager may consider closing the Bid/Issue Period for the QIB Portion One Working Day prior to the Bid/Issue Closing Date which shall also be notified in an advertisement in same newspapers in which the Bid/Issue Opening Date was published, in accordance with the SEBI ICDR Regulations. In cases of force majeure, banking strike or similar circumstances, our Company in consultation with the BRLM, for reasons to be recorded in writing, extend the Bid / Issue

<b>Terms</b>	<b>Description</b>
	Period for a minimum of three Working Days, subject to the Bid/ Issue Period not exceeding 10 Working Days
Bidder/ Investor	Any prospective investor who makes a bid for Equity Shares in terms of Draft Red Herring Prospectus.
Bidding Centres	Centres at which the Designated Intermediaries shall accept the Bid cum Application Forms i.e. Designated SCSB Branch for SCSBs, Specified Locations for members of the Syndicate, Broker Centres for Registered Brokers, Designated Locations for RTAs and Designated CDP Locations for CDPs.
Bid Amount	The amount at which the bidder makes a bid for the Equity Shares of our Company in terms of Draft Red Herring Prospectus.
Bid cum Application Form	The form in terms of which the bidder shall make a bid, including ASBA Form, and which shall be considered as the bid for the Allotment pursuant to the terms of this Draft Red Herring Prospectus.
Book Building Process	Book building process, as provided in Part A of Schedule XIII of the SEBI ICDR Regulations, in terms of which the Issue is being made
BRLM / Book Running Lead Manager	Book Running Lead Manager to the Issue, in this case being Beeline Capital Advisors Private Limited, SEBI Registered Category I Merchant Banker.
Bankers to the Issue and Refund Banker	[•]
Bidding Centres	Centres at which the Designated Intermediaries shall accept the Application Forms i.e. Designated SCSB Branch for SCSBs, Specified Locations for members of the Syndicate, Broker Centres for Registered Brokers, Designated RTA Locations for RTAs and Designated CDP Locations for CDPs.
Broker Centres	Broker centres notified by the Stock Exchanges where investors can submit the Application Forms to a Registered Broker. The details of such Broker Centres, along with the names and contact details of the Registered Brokers are available on the websites of the Stock Exchange
CAN or Confirmation of Allocation Note	The Note or advice or intimation sent to each successful Applicant indicating the Equity which will be allotted, after approval of Basis of Allotment by the designated Stock Exchange
Cap Price	The higher end of the Price Band, subject to any revisions thereto, above which the Issue Price will not be finalised and above which no Bids will be accepted
Client Id	Client Identification Number maintained with one of the Depositories in relation to demat account.
Collecting Depository Participants or CDPs	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure bids at the Designated CDP Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI
Controlling Branches of the SCSBs	Such branches of the SCSBs which coordinate with the BRLM, the Registrar to the Issue and the Stock Exchange.
Depository	A depository registered with SEBI under the SEBI (Depositories and Participants) Regulations, 2018.
Demographic Details	The demographic details of the Applicants such as their Address, PAN, name of the applicant father/husband, investor status, occupation and Bank Account details
Designated Date	The date on which amounts blocked by the SCSBs are transferred from the ASBA Accounts, as the case may be, to the Public Issue Account or the Refund Account, as appropriate, in terms of the Draft Red Herring Prospectus, after finalisation of the Basis of Allotment in consultation with the Designated Stock Exchange, following which the Board of Directors may Allot Equity Shares to successful Bidders in the Issue.
Designated SCSB Branches	Such branches of the SCSBs which shall collect the ASBA Bid cum Application Form from the ASBA bidder and a list of which is available on the website of SEBI at <a href="http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/">http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/</a> Recognized-Intermediaries or at such other website as may be prescribed by SEBI from time to time

Terms	Description
Designated Locations CDP	Such locations of the CDPs where bidder can submit the Bid cum Application Forms to Collecting Depository Participants. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept Bid cum Application Forms are available on the websites of the Stock Exchange i.e. <a href="http://www.nseindia.com">www.nseindia.com</a>
Designated Locations RTA	Such locations of the RTAs where bidder can submit the Bid cum Application Forms to RTAs. The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept Bid cum Application Forms are available on the websites of the Stock Exchange i.e. <a href="http://www.nseindia.com">www.nseindia.com</a>
Designated Intermediaries/ Collecting Agent	The members of the Syndicate, sub-syndicate/agents, SCSBs, Registered Brokers, CDPs and RTAs, who are categorized to collect Application Forms from the Applicant, in relation to the Issue.
Depository Participant	A Depository Participant as defined under the Depositories Act, 1996
Designated Stock Exchange	Emerge Platform of National stock Exchange of India Limited (“NSE EmERGE”)
DP ID	Depository Participant’s Identity Number
Draft Red Herring Prospectus	Draft Red Herring prospectus dated September 28, 2024 issued in accordance with Section 32 of the Companies Act, 2013 and SEBI (ICDR) Regulations.
Engagement Letter	The Engagement letter dated May 13, 2023 executed between Issuer and BRLM.
Eligible NRI	NRIs from jurisdictions outside India where it is not unlawful to make an issue or invitation under the Issue and in relation to whom the Draft Red Herring Prospectus constitutes an invitation to subscribe to the Equity Shares Allotted herein.
Emerge Platform of NSE	The EmERGE Platform of NSE for Listing of Equity Shares offered under Chapter IX of SEBI (ICDR) Regulations which was approved by SEBI as an NSE EmERGE on October 14, 2011.
Electronic Transfer of Funds	Refunds through ECS, NEFT, Direct Credit or RTGS as applicable.
Eligible QFIs	QFIs from such jurisdictions outside India where it is not unlawful to make an Issue or invitation under the Issue and in relation to whom the Prospectus constitutes an invitation to purchase the Equity Shares Issued thereby and who have opened demat accounts with SEBI registered qualified depository participants.
Escrow Account	Accounts opened with the Banker to the Issue
First/ Sole bidder	The bidder whose name appears first in the Bid cum Application Form or Revision Form.
Floor Price	The lower end of the Price Band, subject to any revision(s) thereto, not being less than the face value of Equity Shares, at or above which the Issue Price will be finalised and below which no Bids will be accepted
Foreign Venture Capital Investors	Foreign Venture Capital Investors registered with SEBI under the SEBI (Foreign Venture Capital Investor) Regulations, 2000
FPI / Foreign Portfolio Investor	A Foreign Portfolio Investor who has been registered pursuant to the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, provided that any FII or QFI who holds a valid certificate of registration shall be deemed to be a foreign portfolio investor till the expiry of the block of three years for which fees have been paid as per the SEBI (Foreign Institutional Investors) Regulations, 1995, as amended
Fresh Issue	The Fresh Issue up to 44,56,000 Equity Shares aggregating up to ₹ [●] Lakhs.
Fugitive Economic Offender	An individual who is declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018
Fraudulent Borrower	Fraudulent borrower as defined under Regulation 2(1) (III) of the SEBI ICDR Regulations
General Information Document (GID)	The General Information Document for investing in public issues prepared and issued in accordance with the circulars (CIR/CFD/DIL/12/2013) dated October 23, 2013, notified by SEBI and updated pursuant to the circular (CIR/CFD/POLICYCELL/11/2015) dated November 10, 2015 and (SEBI/HO/CFD/DIL/CIR/P/2016/26) dated January 21, 2016 and circular (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 1, 2018 notified by SEBI.



<b>Terms</b>	<b>Description</b>
GIR Number	General Index Registry Number
IPO/ Issue/ Issue Size/ Public Issue	Initial Public Offering
Issue document	Includes Red Herring Prospectus and Prospectus filed with Registrar of Companies.
Issue Period	The periods between the Issue Opening Date and the Issue Closing Date inclusive of both days and during which prospective Applicants may submit their Bidding application
Issue Proceeds	Proceeds to be raised by our Company through this Fresh Issue, for further details please refer chapter titled “ <i>Objects of the Issue</i> ” page 74 of this Draft Red Herring Prospectus
Issue/ Issue Size/ Initial Public Issue/ Initial Public Offering/ IPO	The initial public offering of Up to 44,56,000 Equity Shares for cash at a price of ₹ [●] each, aggregating up to ₹ [●] Lakhs.
Issue Price	₹ [●] per Equity Share, being the final price within the Price Band at which the Equity Shares will be Allotted to successful Bidders other than Anchor Investors. Equity Shares will be Allotted to Anchor Investors at the Anchor Investor Issue Price in terms of the Red Herring Prospectus. The Issue Price will be decided by our Company, in consultation with the Book Running Lead Manager, in accordance with the Book Building Process on the Pricing Date and in terms of the Red Herring Prospectus.
Listing Agreement	The Equity Listing Agreement to be signed between our Company and the National stock Exchange of India Limited.
Market Making Agreement	The Market Making Agreement dated [●] between our Company, Book Running Lead Manager and Market Maker.
Market Maker	The Market Maker to the Issue, in this case being [●].
Market Maker Reservation Portion	The reserved portion of [●] Equity Shares of ₹ 10 each at an Issue price of ₹ [●] each aggregating to ₹ [●] Lakhs to be subscribed by Market Maker in this Issue.
Mutual Fund Portion	The portion of this Issue being 5% of the Net QIB Portion, or [●] Equity Shares which shall be available for allocation to Mutual Funds only on a proportionate basis, subject to valid Bids being received at or above the Issue Price
Mutual Funds	A mutual fund registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996, as amended from time to time
Net Issue	The Issue excluding the Market Maker Reservation Portion of [●] Equity Shares of Face Value of ₹ 10.00 each fully paid for cash at a price of ₹ [●] Equity Share aggregating ₹ [●] Lakhs by our Company.
Net Proceeds	The proceeds from the Fresh Issue less the Issue related expenses applicable to the Fresh Issue
Net QIB Portion	QIB Portion, less the number of Equity Shares Allotted to the Anchor Investors.
Non-Institutional Investors or NII(s) or Non-Institutional Bidders or NIB(s)	All Bidders, including FPIs other than individuals, corporate bodies and family offices, registered with SEBI that are not QIBs (including Anchor Investors) or Retail Individual Investors, who have Bid for Equity Shares for an amount of more than ₹ 200,000 (but not including NRIs other than Eligible NRIs)
Non-Institutional Portion	The portion of the Issue being not less than 15% of the Issue, consisting of [●] Equity Shares, which shall be available for allocation to Non-Institutional Bidders on a proportionate basis, subject to valid Bids being received at or above the Issue Price.
Net QIB Portion	QIB Portion, less the number of Equity Shares Allotted to the Anchor Investors.
NPCI	NPCI, a Reserve Bank of India (RBI) initiative, is an umbrella organization for all retail payments in India. It has been set up with the guidance and support of the Reserve Bank of India (RBI) and Indian Banks Association (IBA).
Offer Document	Offer Document includes Draft Red Herring Prospectus / Red Herring Prospectus / Prospectus.
Person/Persons	Any individual, sole proprietorship, unincorporated association, unincorporated organization, body corporate, corporation, company, partnership, limited liability company,

Terms	Description
	joint venture, or trust or any other entity or organization validly constituted and/or incorporated in the jurisdiction in which it exists and operates, as the context requires.
Price Band	<p>Price band of a minimum price of ₹ [●] per Equity Share (Floor Price) and the maximum price of ₹ [●] per Equity Share (Cap Price) including any revisions thereof. The Cap Price shall be at least 105% of the Floor Price and shall be less than or equal to 120% of the Floor Price.</p> <p>The Price Band and the minimum Bid Lot for the Issue will be decided by our Company, in consultation with the BRLM, and will be advertised in all editions of the English National Daily newspaper [●], all editions of the Hindi National Daily newspaper [●], and Jammu edition of Regional language daily newspaper [●] (Urdu being the regional language of Jammu, where our Registered Office is located) at least two Working Days prior to the Bid/Issue Opening Date, with the relevant financial ratios calculated at the Floor Price and at the Cap Price, and shall be made available to the Stock Exchanges for the purpose of uploading on their respective website.</p>
Prospectus	The Prospectus to be filed with the ROC in accordance with the Companies Act, 2013, and the SEBI ICDR Regulations containing, inter alia, the Issue Price that is determined at the end of the Book Building Process, the size of the Issue and certain other information, including any addenda or corrigenda thereto.
Public Issue Account	Account opened with the Bankers to the Issue to receive monies from the SCSBs from the bank account of the ASBA bidder, on the Designated Date.
Public Issue Account Agreement	Agreement to be entered into by our Company, the Registrar to the Issue, the Book Running Lead Manager, and the Public Issue Bank/Banker to the Issue for collection of the Application Amounts.
Qualified Institutional Buyers / QIBs	The qualified institutional buyers as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations.
QIB Bidders	QIBs who Bid in the Issue
QIB Portion	The portion of the Issue (including the Anchor Investor Portion) being not more than 50% of the Issue, consisting of [●] Equity Shares which shall be Allotted to QIBs, including the Anchor Investors on a proportionate basis, including the Anchor Investor Portion (which allocation shall be on a discretionary basis, as determined by our Company, in consultation with the Book Running Lead Manager up to a limit of 60% of the QIB Portion) subject to valid Bids being received at or above the Issue Price or Anchor Investor Issue Price (for Anchor Investors), as applicable
Red Herring Prospectus / RHP	<p>The Red Herring Prospectus to be issued in accordance with Section 32 of the Companies Act, 2013 and the provisions of the SEBI ICDR Regulations, which will not have complete particulars of the price at which the Equity Shares will be Issued and the size of the Issue, including any addenda or corrigenda thereto.</p> <p>The Red Herring Prospectus will be filed with the RoC at least three working days before the Bid/ Issue Opening Date and will become the Prospectus upon filing with the RoC on or after the Pricing Date.</p>
Refund Account	Account opened / to be opened with a SEBI Registered Banker to the Issue from which the refunds of the whole or part of the Application Amount, if any, shall be made.
Refund Bank(s) / Refund Banker(s)	Bank(s) which is / are clearing member(s) and registered with the SEBI as Bankers to the Issue at which the Refund Accounts will be opened in case listing of the Equity Shares does not occur, in this case being [●].
Registered Broker	Stockbrokers registered under the Securities and Exchange Board of India (Stock Brokers) Regulations, 1992, with the Stock Exchanges having nationwide terminals, other than the BRLM and the Syndicate Members and eligible to procure Bids in terms of Circular No. CIR/ CFD/ 14/ 2012 dated October 4, 2012 issued by SEBI
Registrar / Registrar to the Issue	Registrar to the Issue being Skyline Financial Services Private Limited.

<b>Terms</b>	<b>Description</b>
Registrar Agreement	The agreement dated September 16, 2024, entered into amongst our Company and the Registrar to the Issue in relation to the responsibilities and obligations of the Registrar to the Issue pertaining to the Issue.
Regulations	Unless the context specifies something else, this means the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.
Retail Individual Investors /(RII)	Individual investors (including HUFs applying through their Karta and Eligible NRI Bidders) who applies or bids for the Equity Shares of a value of not more than ₹ 2,00,000.
Retail Portion	The portion of the Issue being not less than 35% of the Issue consisting of [●] Equity Shares which shall be available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, which shall not be less than the minimum Bid Lot, subject to valid Bids being received at or above the Issue Price.
Reserved Category/ Categories	Categories of persons eligible for making bid under reservation portion.
Reservation Portion	The portion of the Issue reserved for category of eligible bidders as provided under the SEBI (ICDR) Regulations, 2018
Revision Form	<p>The form used by the bidders to modify the quantity of Equity Shares or the bid Amount in any of their Bid cum Application Forms or any previous Revision Form(s).</p> <p>QIB Bidders and Non-Institutional Bidders are not allowed to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage. Retail Individual Bidders Bidding in the Retail Portion can revise their Bids during the Bid/Issue Period and withdraw their Bids until Bid/Issue Closing Date.</p>
Self-Certified Syndicate Bank(s) or SCSB(s)	<p>The banks registered with SEBI, offering services: (a) in relation to ASBA (other than using the UPI Mechanism), a list of which is available on the website of SEBI at <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=34">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=34</a> &amp; <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=35">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=35</a>, as applicable or such other website as may be prescribed by SEBI from time to time; and</p> <p>(b) in relation to ASBA (using the UPI Mechanism), a list of which is available on the website of SEBI at <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=40">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=40</a>, or such other website as may be prescribed by SEBI from time to time.</p> <p>Applications through UPI in the Issue can be made only through the SCSBs mobile applications (apps) whose name appears on the SEBI website. A list of SCSBs and mobile application, which, are live for applying in public issues using UPI Mechanism is available on the website of SEBI at <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=43">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=43</a>, as updated from time to time</p>
Specified Locations	The Bidding centres where the Syndicate shall accept Bid cum Application Forms from relevant Bidders, a list of which is available on the website of SEBI (www.sebi.gov.in), and updated from time to time.
Sponsor Bank	The Banker to the Issue registered with SEBI and appointed by our Company to act as a conduit between the Stock Exchanges and the NPCI in order to push the mandate collect requests and / or payment instructions of the Retail Individual Bidders into the UPI and carry out other responsibilities, in terms of the UPI Circulars.
Sub-Syndicate Members	The sub-syndicate members, if any, appointed by the BRLM and the Syndicate Members, to collect ASBA Forms and Revision Forms
Syndicate Agreement	Agreement to be entered into among our Company, the Book Running Lead Manager, and the Syndicate Members in relation to collection of Bid cum Application Forms by the Syndicate.

<b>Terms</b>	<b>Description</b>
Syndicate Members	Intermediaries (other than Book Running Lead Manager) registered with SEBI who are permitted to accept bids, application and place orders with respect to the Issue and carry out activities as an underwriter.
Syndicate or members of the Syndicate	Together, the Book Running Lead Manager and the Syndicate Members
Transaction Registration Slip/ TRS	The slip or document issued by a member of the Syndicate or an SCSB (only on demand), as the case may be, to the bidders, as proof of registration of the bid.
Underwriter	The BRLM who has underwritten this Issue pursuant to the provisions of the SEBI (ICDR) Regulations and the Securities and Exchange Board of India (Underwriters) Regulations, 1993, as amended from time to time.
Underwriting Agreement	The Agreement entered into between the Underwriter and our Company dated [●].
UPI	Unified payment Interface, which is an instant payment mechanism, developed by NPCI.
UPI Bidders	Collectively, individual Bidders applying as Retail Individual Bidders in the Retail Portion, and individual Bidders applying as Non-Institutional Bidders with a Bid Amount of up to ₹ 500,000 in the Non-Institutional Portion by using the UPI Mechanism.
UPI Circular	SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, SEBI circular number SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2020 dated March 30, 2020, SEBI circular number SEBI/HO/CFD/DIL-2/CIR/P/2021/2480/1/M dated March 16, 2021, SEBI circular number SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, SEBI circular number SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, SEBI circular number SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023, SEBI master circular with circular number SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023 (to the extent that such circulars pertain to the UPI Mechanism), SEBI master circular number SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023 along with the circular issued by the National Stock Exchange of India Limited having reference no. 25/2022 dated August 3, 2022 and the circular issued by National stock Exchange of India Limited having reference no. 20220803-40 dated August 3, 2022 and any subsequent circulars or notifications issued by SEBI and Stock Exchanges in this regard.
UPI ID	ID created on UPI for single-window mobile payment system developed by the NPCI.
UPI Mandate Request	A request (intimating the Retail Individual Bidder by way of a notification on the Mobile App and by way of a SMS directing the Retail Individual Bidder to such Mobile App) to the Retail Individual Bidder initiated by the Sponsor Bank to authorize blocking of funds on the Mobile App equivalent to Bid Amount and Subsequent debit of funds in case of Allotment.  In accordance with the applicable UPI Circulars, UPI Bidders Bidding may apply through the SCSBs and mobile applications whose names appears on the website of the SEBI ( <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=40">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=40</a> ) and ( <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=43">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=43</a> ) respectively, as updated from time to time.
UPI Mechanism	The bidding mechanism that may be used by a RII to make a Bid in the Issue in accordance with the UPI Circulars.
UPI PIN	Password to authenticate UPI transactions.
Wilful Defaulter	Wilful defaulter as defined under Regulation 2(1)(III) of the SEBI ICDR Regulations.
Working Days	In accordance with Regulation 2(1)(mmm) of SEBI ICDR Regulation, working day means all days on which commercial banks in the city as specified in the Draft Red Herring Prospectus are open for business:-

Terms	Description
	<ol style="list-style-type: none"> <li>1. However, in respect of announcement of price band and Issue Period, working day shall mean all days, excluding Saturday, Sundays and Public holidays, on which commercial banks in the city as notified in this Prospectus are open for business.</li> <li>2. In respect to the time period between the Issue closing date and the listing of the specified securities on the stock exchange, working day shall mean all trading days of the Stock Exchanges, excluding Sundays and bank holiday in accordance with circular issued by SEBI.</li> </ol>

#### TECHNICAL AND INDUSTRY RELATED TERMS

Term	Description
IPS	Intrusion Protection Systems
IDS	Intrusion Detection Systems
UTM	Unified Threat Management
SIEM	Secured Information and Event Management
IMARC Group	International Market Analysis Research and Consulting Group
IT	Information Technology
PMI	Purchasing Managers' Index
6G	6'th Generation
AI	Artificial intelligence
GSM	Global System for Mobile Communications
BCG	Boston Consulting Group
BSNL	Bharat Sanchar Nigam Limited
GB	Giga Byte
PB	Petabyte
IOT	Internet of Things
TRAI	Telecom Regulatory Authority of India
MB	Megabyte
PM-WANI	Prime Minister Wi-Fi Access Network Interface
C-DOT	Centre for Development of Telematics
QKD	Quantum Key Distribution
EMF	Electromagnetic Field
BFSI	Banking, Financial Services and Insurance
ITES	Information Technology Enabled Services
OEM	Original equipment manufacturer
B2B	Business-to-business
B2G	Business to government
B2C	Business-to-consumer
CLRI	Central Leather Research Institute
CPRI	Central Power Research Institute
IIT	Indian Institutes of Technology
IIM	Indian Institutes of Management
GDPR	General Data Protection Regulation
CCPA	Central Consumer Protection Authority
CCTV	Closed Circuit Television
ECC	Event Control Centre
SIS	Security and Intelligence Services
G4S	Group 4 Securicor
MNP	Mobile Number Portability
IMT	International Mobile Telecommunications

<b>Term</b>	<b>Description</b>
BRM	Billing and Revenue Management
OSS	Operations support systems
BSS	Business support systems
SDN	Software-Defined Networking
NFV	Network Functions Virtualization
NTIA	National Telecommunications and Information Administration
BEAD	Broadband Equity, Access, and Deployment
IJA	Infrastructure Investment and Jobs Act
O&M	Operations & Maintenance
ISO	International Organization for Standardization
SA	Social Accountability
IEC	International Electro technical Commission
EMD	Earnest Money Deposit
KPI	Key performance Indicator
OTDR	Optical time-domain reflectometer
BFL	Bombay Floating Light
JKPDD	Jammu and Kashmir Power Development Department
UDIN	Unique Document Identification Number
GST	Goods and Services Tax
HDFC	Housing Development Finance Corporation
AIG	American International Group
ICICI	Industrial Credit and Investment Corporation of India

#### CONVENTIONAL AND GENERAL TERMS / ABBREVIATIONS

<b>Term</b>	<b>Description</b>
₹ or Rs. or Rupees or INR	Indian Rupees, the official currency of the Republic of India.
A/c	Account
Act or Companies Act	Companies Act, 1956 and/or the Companies Act, 2013, as amended from time to time
AGM	Annual General Meeting
AO	Assessing Officer
ASBA	Application Supported by Blocked Amount
AS	Accounting Standards issued by the Institute of Chartered Accountants of India
AY	Assessment Year
BG	Bank Guarantee
CAGR	Compounded Annual Growth Rate
CAN	Confirmation Allocation Note
CDSL	Central Depository Services (India) Limited
CFSS	Companies Fresh Start Scheme under Companies Act, 2013
CIN	Corporate Identity Number
CIT	Commissioner of Income Tax
CRR	Cash Reserve Ratio
Depositories	NSDL and CDSL
Depositories Act	The Depositories Act, 1996 as amended from time to time
Depository	A depository registered with SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018, as amended from time to time
DIN	Director identification number
DP/ Depository Participant	A Depository Participant as defined under the Depositories Act, 1996.

<b>Term</b>	<b>Description</b>
DP ID	Depository Participant's Identification
EBITDA	Earnings before interest, taxes, depreciation, and amortization
ECS	Electronic Clearing System
EMDE	Emerging Market and Developing Economy
EoGM	Extra-ordinary General Meeting
EPS	Earnings Per Share i.e. profit after tax for a fiscal year divided by the weighted average outstanding number of equity shares at the end of that fiscal year
Financial Year/ Fiscal Year/ FY	The period of twelve months ended March 31 of that particular year
FDI	Foreign Direct Investment
FDR	Fixed Deposit Receipt
FEMA	Foreign Exchange Management Act, 1999, read with rules and regulations there-under and as amended from time to time
FEMA Regulations	Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended
FII	Foreign Institutional Investor (as defined under SEBI FII (Foreign Institutional Investors) Regulations, 1995, as amended from time to time) registered with SEBI under applicable laws in India
FII Regulations	Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995, as amended
FIs	Financial Institutions
FIPB	Foreign Investment Promotion Board
FVCI	Foreign Venture Capital Investor registered under the Securities and Exchange Board of India (Foreign Venture Capital Investor) Regulations, 2000, as amended from time to time
GDP	Gross Domestic Product
GIR Number	General Index Registry Number
Gov/ Government/GoI	Government of India
HUF	Hindu Undivided Family
IFRS	International Financial Reporting Standard
ICSI	Institute of Company Secretaries of India
ICAI	Institute of Chartered Accountants of India
Indian GAAP	Generally Accepted Accounting Principles in India
I.T. Act	Income Tax Act, 1961, as amended from time to time
ITAT	Income Tax Appellate Tribunal
INR/ Rs./ Rupees / ₹	Indian Rupees, the legal currency of the Republic of India
KMP	Key Managerial Personnel
LIC	Low-Income Country
Ltd.	Limited
Pvt. Ltd.	Private Limited
MCA	Ministry of Corporate Affairs
Merchant Banker	Merchant banker as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992 as amended
MOF	Ministry of Finance, Government of India
MOU	Memorandum of Understanding
NA	Not Applicable
NAV	Net Asset Value
NEFT	National Electronic Fund Transfer
NOC	No Objection Certificate
NSE	National Stock Exchanges of India Limited
NR/ Non-Residents	Non-Resident

<b>Term</b>	<b>Description</b>
NRE Account	Non-Resident External Account
NRI	Non-Resident Indian, is a person resident outside India, as defined under FEMA and the FEMA Regulations
NRO Account	Non-Resident Ordinary Account
NSDL	National Securities Depository Limited
NTA	Net Tangible Assets
p.a.	Per annum
P/E Ratio	Price/ Earnings Ratio
PAN	Permanent Account Number allotted under the Income Tax Act, 1961, as amended from time to time
PAT	Profit After Tax
PBT	Profit Before Tax
PIO	Person of Indian Origin
PLR	Prime Lending Rate
R & D	Research and Development
RBI	Reserve Bank of India
RBI Act	Reserve Bank of India Act, 1934, as amended from time to time
RoE	Return on equity
RoCE	Return on Capital Employed
RoNW	Return on Net Worth
RTGS	Real Time Gross Settlement
SAT	Securities Appellate Tribunal
SCRA	Securities Contracts (Regulation) Act, 1956, as amended from time to time
SCRR	Securities Contracts (Regulation) Rules, 1957, as amended from time to Time
SCSBs	Self-Certified Syndicate Banks
SEBI	The Securities and Exchange Board of India constituted under the SEBI Act, 1992
SEBI Act	Securities and Exchange Board of India Act 1992, as amended from time to time
SEBI Insider Trading Regulations	SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time, including instructions and clarifications issued by SEBI from time to time
SEBI ICDR Regulations / ICDR Regulations / SEBI ICDR / ICDR	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time
SEBI Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended from time to time
SEBI Rules and Regulations	SEBI (ICDR) Regulations, 2018, SEBI (Underwriters) Regulations, 1993, as amended, the SEBI (Merchant Bankers) Regulations, 1992, as amended, and any and all other relevant rules, regulations, guidelines, which SEBI may issue from time to time, including instructions and clarifications issued by it from time to time
Sec.	Section
Securities Act	The U.S. Securities Act of 1933, as amended
S&P BSE SENSEX	S&P Bombay Stock Exchange Sensitive Index
SICA	Sick Industrial Companies (Special Provisions) Act, 1985, as amended from time to time
SME	Small and Medium Enterprises
Stamp Act	The Indian Stamp Act, 1899, as amended from time to time
State Government	The Government of a State of India
Stock Exchanges	Unless the context requires otherwise, refers to, the NSE
STT	Securities Transaction Tax
TDS	Tax Deducted at Source
TIN	Tax payer Identification Number
TRS	Transaction Registration Slip



<b>Term</b>	<b>Description</b>
UIN	Unique Identification Number
U.S. GAAP	Generally accepted accounting principles in the United States of America
VCFs	<p>Venture capital funds as defined in, and registered with SEBI under, the erstwhile Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996, as amended, which have been repealed by the SEBI AIF Regulations.</p> <p>In terms of the SEBI AIF Regulations, a VCF shall continue to be regulated by the Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996 till the existing fund or scheme managed by the fund is wound up, and such VCF shall not launch any new scheme or increase the targeted corpus of a scheme. Such VCF may seek re-registration under the SEBI AIF Regulations.</p>

## CERTAIN CONVENTIONS, PRESENTATION OF FINANCIAL, INDUSTRY AND MARKET DATA

### Certain Conventions

All references in the Draft Red Herring Prospectus to “India” are to the Republic of India. All references in the Draft Red Herring Prospectus to the “U.S.”, “USA” or “United States” are to the United States of America.

In this Draft Red Herring Prospectus, the terms “we”, “us”, “our”, the “Company”, “our Company”, “B D SECURITY LIMITED”, “BDSL”, and, unless the context otherwise indicates or implies, refers to B D Security Limited. In this Draft Red Herring Prospectus, unless the context otherwise requires, all references to one gender also refers to another gender and the word “Lac / Lakh” means “one hundred thousand”, the word “million (mn)” means “Ten Lac / Lakh”, the word “Crore” means “ten million” and the word “billion (bn)” means “one hundred crore”. In this Draft Red Herring Prospectus, any discrepancies in any table between total and the sum of the amounts listed are due to rounding-off.

### Use of Financial Data

Unless stated otherwise, throughout this Draft Red Herring Prospectus, all figures have been expressed in Rupees and in Lakh. Unless stated otherwise, the financial data in the Draft Red Herring Prospectus is derived from our financial statements prepared and Restated Financial Statements, for the year ended March 31, 2024, 2023, 2022 in accordance with Indian GAAP, the Companies Act and SEBI (ICDR) Regulations, 2018 included under Section titled “*Restated Financial Information of our Company*” beginning on page 162 of this Draft Red Herring Prospectus. Our financial year commences on April 1 of every year and ends on March 31<sup>st</sup> of every next year.

There are significant differences between Indian GAAP, the International Financial Reporting Standards (“IFRS”) and the Generally Accepted Accounting Principles in the United States of America (“U.S. GAAP”). Accordingly, the degree to which the Indian GAAP financial statements included in this Draft Red Herring Prospectus will provide meaningful information is entirely dependent on the reader’s level of familiarity with Indian accounting practice and Indian GAAP. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Draft Red Herring Prospectus should accordingly be limited. We have not attempted to explain those differences or quantify their impact on the financial data included herein, and we urge you to consult your own advisors regarding such differences and their impact on our financial data.

Any percentage amounts, as set forth in “*Risk Factors*”, “*Business Overview*”, “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” and elsewhere in the Draft Red Herring Prospectus unless otherwise indicated, have been calculated on the basis of the Company’s Restated Financial Information prepared in accordance with the applicable provisions of the Companies Act, Indian GAAP and restated in accordance with SEBI (ICDR) Regulations, as stated in the report of our Peer Review Auditor, set out in section titled “*Restated Financial Information*” beginning on page 162 of this Draft Red Herring Prospectus.

For additional definitions used in this Draft Red Herring Prospectus, see the section “*Definitions and Abbreviations*” on page 1 of this Draft Red Herring Prospectus. In the section titled “*Description of Equity Shares and Terms of the Articles of Association*”, on page 280 of the Draft Red Herring Prospectus defined terms have the meaning given to such terms in the Articles of Association of our Company.

### Currency and Units of Presentation

All references to:

“Rupees” or “INR” or “Rs.” Or “₹” are to Indian Rupee, the official currency of the Republic of India; and “USD” or “US\$” are to United States Dollar, the official currency of the United States.

Our Company has presented certain numerical information in this Draft Red Herring Prospectus in “Lakhs” units. One Lakh represents 1,00,000. In this Draft Red Herring Prospectus, any discrepancies in any table between the total and the sums of the amounts listed are due to rounding off. All figures derived from our Financial Statements in decimals have been rounded off to the second decimal and all percentage figures have been rounded off to two decimal places.

### Use of Industry & Market Data

Unless stated otherwise, industry and market data and forecast used throughout the Draft Red Herring Prospectus was obtained from internal Company reports, data, websites, Industry publications report as well as Government Publications. Industry publication data and website data generally state that the information contained therein has been obtained from sources believed to be reliable, but that their accuracy and completeness and underlying assumptions are not guaranteed and their reliability cannot be assured.

Although, we believe industry and market data used in the Draft Red Herring Prospectus is reliable, it has not been independently verified by us or the BRLM or any of their affiliates or advisors. Similarly, internal Company reports and data, while believed by us to be reliable, have not been verified by any independent source. There are no standard data

gathering methodologies in the industry in which we conduct our business, methodologies, and assumptions may vary widely among different market and industry sources.

In accordance with the SEBI (ICDR) Regulations, the section titled "*Basis for Issue Price*" on page 83 of the Draft Red Herring Prospectus includes information relating to our peer group companies. Such information has been derived from publicly available sources, and neither we, nor the BRLM, have independently verified such information.

## FORWARD – LOOKING STATEMENTS

All statements contained in this Draft Red Herring Prospectus that are not statements of historical fact constitute forward-looking statements. All statements regarding our expected financial condition and results of operations, business, plans and prospects are forward-looking statements. These forward-looking statements include statements with respect to our business strategy, our revenue and profitability, our projects and other matters discussed in this Draft Red Herring Prospectus regarding matters that are not historical facts. We have included statements in the Draft Red Herring Prospectus which contain words or phrases such as “will”, “aim”, “is likely to result”, “believe”, “expect”, “will continue”, “anticipate”, “estimate”, “intend”, “plan”, “contemplate”, “seek to”, “future”, “objective”, “goal”, “project”, “should”, “will pursue” and similar expressions or variations of such expressions, that are “forward-looking statements”. Also, statements which describe our strategies, objectives, plans or goals are also forward-looking statements.

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. Forward-looking statements reflect our current views with respect to future events and are not a guarantee of future performance. These statements are based on our management’s beliefs and assumptions, which in turn are based on currently available information. Although we believe the assumptions upon which these forward-looking statements are based are reasonable, any of these assumptions could prove to be inaccurate, and the forward-looking statements based on these assumptions could be incorrect. Important factors that could cause actual results to differ materially from our expectations include but are not limited to:

1. Destruction in our service process.
2. Our ability to successfully implement our strategy, our growth and expansion, technological changes.
3. Failure to attract, retain and manage the transition of our management team and other skilled & unskilled employees;
4. Our ability to protect our intellectual property rights and not infringing intellectual property rights of other parties;
5. Ability to respond to technological changes;
6. Failure to comply with regulations prescribed by authorities of the jurisdictions in which we operate;
7. Inability to successfully obtain registrations in a timely manner or at all;
8. General economic and business conditions in the markets in which we operate and in the local, regional and national economies;
9. Our ability to effectively manage a variety of business, legal, regulatory, economic, social and political risks associated with our operations;
10. Recession in the market;
11. Changes in laws and regulations relating to the industries in which we operate;
12. Effect of lack of infrastructure facilities on our business;
13. Our ability to successfully implement our growth strategy and expansion plans;
14. Our ability to meet our capital expenditure requirements;
15. Our ability to attract, retain and manage qualified personnel;
16. Failure to adapt to the changing technology in our industry of operation may adversely affect our business and financial condition;
17. Failure to obtain any approvals, licenses, registrations and permits in a timely manner;
18. Changes in political and social conditions in India or in countries that we may enter, the monetary and interest rate policies of India and other countries, inflation, deflation, unanticipated turbulence in interest rates, equity prices or other rates or prices;
19. Occurrence of natural disasters or calamities affecting the areas in which we have operations;
20. Conflicts of interest with affiliated companies, the promoter group and other related parties;
21. The performance of the financial markets in India and globally;
22. Any adverse outcome in the legal proceedings in which we are involved;
23. Our ability to expand our geographical area of operation;
24. Concentration of ownership among our Promoters.

For further discussion of factors that could cause our actual results to differ, see the Section titled “*Risk Factors*”; “*Business Overview*” and “*Management’s Discussion and Analysis of Financial Position and Results of Operations*” beginning on page 26, 106 and 199 respectively of the Draft Red Herring Prospectus. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual future gains or losses could materially differ from those that have been estimated.

There can be no assurance to investors that the expectations reflected in these forward-looking statements will prove to be correct. Given these uncertainties, investors are cautioned not to place undue reliance on such forward-looking statements and not to regard such statements to be a guarantee of our future performance.

Neither our Company, our Directors, our Officers, Book Running Lead Manager and Underwriter 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. In accordance with SEBI requirements, our Company, and the Book running Lead Manager will ensure that investors in India are informed of material developments until such time as the grant of listing and trading permission by the Stock Exchange for the Equity Shares allotted pursuant to this Issue.

## SECTION II - SUMMARY OF DRAFT RED HERRING PROSPECTUS

*This section is a general summary of the terms of the Issue, certain disclosures included in this Draft Red Herring Prospectus and is not exhaustive, nor does it purport to contain a summary of all the disclosures in this Draft Red Herring Prospectus or all details relevant to prospective investors. This summary should be read in conjunction with, and is qualified in its entirety by, the more detailed information appearing elsewhere in this Draft Red Herring Prospectus, including the sections titled "Risk Factors", "Industry Overview", "Business Overview", "Capital Structure", "The Issue", "Restated Financial Statements", "Objects of the Issue" "Our Promoters and Promoter Group", "Management's Discussions and Analysis of Financial Position and Results of Operations", "Outstanding Litigation and Material Developments" and "Issue Procedure" on pages 26, 95, 106, 59, 46, 162, 74, 154, 199, 212 and 249, respectively.*

### **PRIMARY BUSINESS OF THE COMPANY**

Our company is working in the field of providing security services to varied sectors including Institutions, Banks, residential clients, commercial businesses, state & central government, industrial areas & specific industries such as healthcare, education etc Over the years. We have diversified in the field of operations and maintenance services for telecommunication services also. Our portfolio of services includes:

#### **Security Services**

We offer comprehensive security solutions tailored to our customers' needs in India. Our security services include planning and deploying security guards, officers, armed guards, firemen, bouncers, event security services, and command and control center staff for CCTV cameras. In addition to manned guarding, we enhance our services with electronic security and surveillance solutions, integrating trained personnel with advanced technology like CCTV control room security.

#### **Telecom Operations and Maintenance**

In the realm of telecom operations, we manage daily functions to ensure the smooth operation of telecom networks and services. Our dedicated technical teams handle various operations and maintenance (O&M) tasks, including laying underground fiber cables, troubleshooting connectivity issues, and refuelling diesel generators at telecom towers. We also handle hardware replacement and wiring as needed.

Operating from our office in Jammu, we have strategically expanded our network across India, including regions such as Jammu and Kashmir, Punjab, Himachal Pradesh, and Tamil Nadu. We secure contracts through a competitive tender bidding process, allowing us to undertake security and O&M assignments in diverse locations.

The key clients of the company include State Government departments, Central Government departments, banking sector and educational institutes, Institutions, residential clients, commercial businesses, industrial areas & specific industries such as healthcare, education etc. Specific operations of our Company can vary depending on factors such as the type of security services offered and the industries served- residential, commercial, government, etc

### **SUMMARY OF INDUSTRY IN WHICH THE COMPANY IS OPERATING**

#### **THE PRIVATE SECURITY INDUSTRY**

Security companies are poised to lead the way in anticipatory security solutions by adopting a proactive approach and leveraging human behavioral patterns to identify and mitigate risks. By integrating advanced threat detection tools based on behavioral analytics, these companies are set to enhance their prominence within the private security industry. As the demand for private security in India is projected to grow at a 6.80% compound annual growth rate (CAGR) through 2034, the sector is responding to the increasing emphasis on home security. This demand is reflected in the need for services in gated communities, apartment buildings, and single-family homes, encompassing access control, monitoring, and community patrols, which underscore the evolving requirements for enhanced safety in residential settings.

Additionally, the growing awareness and concerns regarding women's safety in India have spurred a specific demand for private security services tailored to address gender-specific security challenges. Private security companies are now offering specialized solutions such as women's safety services, secure transportation, and expert security personnel trained to manage crises involving women. This focus highlights the crucial role of private security in addressing unique societal needs and enhancing overall safety, further solidifying its role in contributing to a safer and more secure environment.

#### **TELECOMMUNICATION OPERATIONS AND MAINTENANCE SERVICES (O&M) SECTOR**

Telecom operations management involves comprehensive oversight of daily activities within telecommunications networks and service providers, ensuring that operations are both efficient and effective to meet customer demands and service level agreements. This field encompasses essential functions such as planning and consulting, operations and maintenance, system integration, and managed services. These areas are crucial for maintaining network reliability, optimizing resource utilization, and enhancing overall service delivery, forming the backbone of effective telecom operations management.

Billing and Revenue Management (BRM) is a critical component of telecom operations, focusing on managing billing processes, revenue streams, pricing strategies, invoicing, payments, and revenue recognition. This process ensures financial stability and operational efficiency for telecom service providers. The telecom operations management market has shown significant growth, reaching \$68.62 billion in 2023 and projected to grow to \$74.28 billion in 2024, reflecting an 8.2% compound annual growth rate (CAGR). Looking forward, the market is expected to continue its strong growth trajectory, reaching \$103.49 billion by 2028 with an anticipated CAGR of 8.6%. This growth is driven by advancements in Software-Defined Networking (SDN), Network Functions Virtualization (NFV), energy efficiency efforts, zero-touch automation, AI-powered analytics, and increased focus on network virtualization and customer experience enhancements.

## NAME OF PROMOTERS

Promoters of Our Company are Mr. Sahil Gupta, Mrs. Suman Gupta and Mrs. Palvi Gupta. For detailed information on our Promoter and Promoter's Group, please refer to Chapter titled "Our Promoter and Promoter's Group" on page no. 154 of this Draft Red Herring Prospectus.

## SIZE OF THE ISSUE

Our Company is proposing the Public Issue of up to 44,56,000 equity shares of face value of ₹ 10/- each of B D Security Limited ("BDSL" or the "Company" or the "Issuer") for cash at a price of ₹ [●]/- per equity share including a share premium of ₹ [●]/- per equity share (the "Issue Price") aggregating to ₹ [●] lakhs ("The Issue"), of which [●] equity shares of face value of ₹ 10/- each for cash at a price of ₹ [●]/- per equity share including a share premium of ₹ [●]/- per equity share aggregating to ₹ [●] 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 [●] equity shares of face value of ₹ 10/- each at a price of ₹ [●]/- per equity share including a share premium of ₹ [●]/- per equity share aggregating to ₹ [●] lakhs is herein after referred to as the "Net Issue". The Issue and the Net Issue will constitute [●] % and [●] %, respectively, of the post issue paid up equity share capital of our company. The Face Value of the equity shares is ₹ 10/- each.

The price band will be decided by our company in consultation with the Book Running Lead Manager ("BRLM") and will be advertised in all editions of the English national newspaper, all editions of the Hindi national newspaper and regional language newspaper, each with wide circulation, at least 2 (two) working days prior to the bid/ issue opening date with the relevant financial ratios calculated at the floor price and the cap price and shall be made available to the Emerge platform of National Stock Exchange of India Limited ("NSE Emerge", referred to as the "Stock Exchange") for the purpose of uploading on their website. For further details kindly refer to chapter titled "Terms of the Issue" beginning on page 239 of this Draft Red Herring Prospectus.

## OBJECTS OF THE ISSUE

The Net Proceeds will be utilized for following purpose:

Sr. No.	Particulars	Amount (₹ in) Lakhs	% of Gross Proceeds
1.	To Meet Working Capital Requirements	2,100.00	[●]
2.	General Corporate Purposes <sup>^</sup>	[●]	[●]
<b>Net Proceeds</b>		[●]	[●]

<sup>^</sup>To be finalized on determination of the Issue Price and updated in the Prospectus prior to filing with the ROC. The amount utilized for general corporate purposes shall not exceed 25% of the Gross Proceeds of the Issue.

## SHAREHOLDING

The shareholding pattern of our Promoter and Promoter's Group before the Issue is as under:

Sr. No.	Name of shareholders	Pre-issue		Post issue	
		No. of equity shares	As a % of Issued Capital*	No. of equity shares	As a % of Issued Capital*
<b>Promoters</b>					
1.	Suman Gupta	98,99,560	79.45	98,99,560	[●]
2.	Sahil Gupta	5,50,000	4.41	5,50,000	[●]
3.	Palvi Gupta	5,50,000	4.41	5,50,000	[●]
<b>Total – A</b>		<b>1,09,99,560</b>	<b>88.28</b>	<b>1,09,99,560</b>	<b>[●]</b>
<b>Promoter's Group</b>					

Sr. No.	Name of shareholders	Pre-issue		Post issue	
		No. of equity shares	As a % of Issued Capital*	No. of equity shares	As a % of Issued Capital*
NIL					
<b>Total – B</b>		-	-	-	-
<b>Public</b>					
1.	Gagan Aneja	110	0.00	110	[●]
2.	Vishal Dogra	110	0.00	110	[●]
3.	Vikram Singh	110	0.00	110	[●]
4.	Tejinder Singh	110	0.00	110	[●]
5.	Benani Capital- Benani Capital Scheme 1	90,000	0.72	90,000	[●]
6.	Viney Equity Market LLP	1,82,000	1.46	1,82,000	[●]
7.	Manas Chadha	90,000	0.72	90,000	[●]
8.	Rajesh Kumar Jain	90,000	0.72	90,000	[●]
9.	Malay Rohitkumar Bhow	90,000	0.72	90,000	[●]
10.	Nitinbhai Govindbhai Patel	1,46,000	1.17	1,46,000	[●]
11.	Prakash Ratilal Parikh HUF	1,46,000	1.17	1,46,000	[●]
12.	Trishneet Arora	90,000	0.72	90,000	[●]
13.	Rishabh Pradeep Golchha	46,000	0.37	46,000	[●]
14.	Namita Parakh	90,000	0.72	90,000	[●]
15.	Deep Patel	90,000	0.72	90,000	[●]
16.	Divya Gupta	44,000	0.35	44,000	[●]
17.	Anjani Kumar Goyal	4,550	0.04	4,550	[●]
18.	Kiritkumar Heerachand Jain	46,000	0.37	46,000	[●]
19.	Chandresh Shantilal Shah	46,000	0.37	46,000	[●]
20.	Ritesh Kumar Gupta	28,000	0.22	28,000	[●]
21.	Madan Gopal Aggarwal	18,000	0.14	18,000	[●]
22.	Swati Goel	38,000	0.30	38,000	[●]
23.	Deen Dayal Goyal	5,000	0.04	5,000	[●]
24.	Sandeep Aggarwal HUF	18,000	0.14	18,000	[●]
25.	Ankit Aggarwal	4,550	0.04	4,550	[●]
26.	Tarun Nirankari	22,500	0.18	22,500	[●]
27.	Amit Kumar Goyal	8,250	0.07	8,250	[●]
28.	Vishal Goel HUF	9,091	0.07	9,091	[●]
29.	Astha Gupta	4,550	0.04	4,550	[●]
30.	Kriti Bindal	9,000	0.07	9,000	[●]
31.	Aakash Goyal HUF	4,509	0.04	4,509	[●]
32.	Other Public Shareholders	-	-	[●]	[●]
<b>Total-C</b>		<b>14,60,440</b>	<b>11.72</b>	[●]	[●]
<b>Total Shareholding (A+B+C)</b>		<b>12460000</b>	<b>100.00</b>	[●]	[●]

\*Rounded off

#### SUMMARY DERIVED FROM THE RESTATED FINANCIAL INFORMATION

The following information has been derived from our Restated Financial Information as at/for the Financial Years ended on March 31, 2024, 2023 and 2022:

(₹ in Lakhs)

Sr. No.	Particulars	For the year ended		
		March 31, 2024	March 31, 2023	March 31, 2022
1.	Share Capital	100.00	100.00	20.00



Sr. No.	Particulars	For the year ended		
		March 31, 2024	March 31, 2023	March 31, 2022
2.	Net worth	1,793.38	1,009.49	772.34
3.	Revenue from operations	11,859.20	8,445.67	5,708.57
4.	Profit After Tax	801.87	337.14	147.34
5.	Earnings Per Share – Basic & Diluted	7.29	3.06	1.34
6.	NAV per Equity Shares	16.30	9.18	7.02
7.	Total Borrowings	5803.54*	2534.67	1508.04

\*Note: Amount of ₹ 1894.99 lakhs in Short Term Borrowing is held as cash in form of Demand Draft which is not encashed as at March 31, 2024).

For further details, see “Restated Financial Statements”, “Other Financial Information” and “Basis for Issue Price” on pages 162, 198 and 83 of the Draft Red Herring Prospectus.

#### **QUALIFICATIONS OF THE STATUTORY AUDITOR WHICH HAVE NOT BEEN GIVEN EFFECT TO IN THE RESTATED FINANCIAL STATEMENTS**

There is no Auditor qualification which have not been given effect to in the Restated Financial Statements.

#### **SUMMARY OF OUTSTANDING LITIGATIONS**

A summary of outstanding matters set out below includes details of civil and criminal proceedings, tax proceedings, statutory and regulatory actions and other material pending litigation involving us, our Directors, Promoters and Group Companies, as at the date of this Draft Red Herring Prospectus:

Name of Entity	Criminal Proceedings	Tax Proceedings	Statutory or Regulatory Proceedings	Disciplinary actions by the SEBI or Stock Exchanges against our Promoter	Material Civil Litigations	Aggregate amount involved (₹ in Lakhs)
Company						
By the Company	3	-	2	-	-	23.28
Against the Company	-	6	-	-	-	6.43
Promoters						
By Promoters	2	-	-	-	-	3.36
Against Promoters	-	11	-	-	-	8.08
Directors						
By Directors	-	-	-	-	-	-
Against Directors	-	-	-	-	-	-

#### **RISK FACTORS**

An investment in equity involves a high degree of risk. Investors should carefully consider all the information in this Issue Document, including the risks and uncertainties described below, before making an investment in our equity shares. Any of the following risks as well as other risks and uncertainties discussed in this Issue Document could have a material adverse effect on our business, financial condition and results of operations and could cause the trading price of our Equity Shares to decline, which could result in the loss of all or part of your investment. In addition, the risks set out in this Issue Document may not be exhaustive and additional risks and uncertainties, not presently known to us, or which we currently deem immaterial, may arise or become material in the future. Unless otherwise stated in the relevant risk factors set forth below, we are not in a position to specify or quantify the financial or other risks mentioned herein. Specific attention of the investors is invited to the section titled “Risk Factors” beginning on page no. 26 of this Draft Red Herring Prospectus.

#### **CONTINGENT LIABILITIES**

Based on Restated Financial Statements

(₹ in Lakhs)

Particulars	For the year ended		
	March 31, 2024	March 31, 2023	March 31, 2022
Income Tax	0.12	0.12	0.12

Particulars	For the year ended		
	March 31, 2024	March 31, 2023	March 31, 2022
Tax Deducted at Source	6.32	3.23	0.76
<b>Total</b>	<b>6.43</b>	<b>3.34</b>	<b>0.88</b>

#### FINANCING ARRANGEMENTS

There have been no financing arrangements whereby our Promoter, members of the Promoter Group or our Directors and their relatives (as defined in the Companies Act, 2013) have financed the purchase by any other person of securities of our Company (other than in the normal course of business of the financing entity) during the period of six months immediately preceding the date of this Draft Red Herring Prospectus.

#### WEIGHTED AVERAGE PRICE AT WHICH THE SHARES WERE ACQUIRED BY OUR PROMOTERS IN THE LAST ONE YEAR PRECEDING THE DATE OF THIS DRAFT RED HERRING PROSPECTUS

The weighted average price at which the Equity Shares were acquired by our Promoters in the last one year preceding the date of this Draft Red Herring Prospectus are:

Sr. No.	Name of Promoter	No of Equity Shares Acquired during the last one year	Weighted Average Price <sup>^</sup> (in ₹ per equity share)
1.	Suman Gupta	89,99,600	Nil
2.	Sahil Gupta	5,00,000	Nil
3.	Palvi Gupta	5,00,000	Nil

<sup>^</sup>Weighted Average Cost of Acquisition doesn't include shares transferred by the Promoters

As certified by M/s S V J K and Associates, Chartered Accountants, by way of their certificate dated September 24, 2024.

#### AVERAGE COST OF ACQUISITIONS OF SHARES FOR PROMOTERS

Sr. No.	Name of Promoter	No of Equity Shares held	Average Cost of Acquisition per equity share (in ₹) *
1.	Suman Gupta	98,99,560	0.18
2.	Sahil Gupta	5,50,000	1.37
3.	Palvi Gupta	5,50,000	0.45

<sup>^</sup>Average Cost of Acquisition doesn't include shares transferred by the Promoters

As certified by M/s S V J K and Associates, Chartered Accountants, by way of their certificate dated September 24, 2024.

Weighted average cost of acquisition of all Equity Shares transacted in the three years, eighteen months and one year preceding the date of this Draft Red Herring Prospectus is set forth in the table below:

Particulars	Weighted Average Cost of Acquisition (WACA) (in ₹)	Cap Price is 'X' times the Weighted Average Cost of Acquisition#	Range of acquisition price Lowest Price-Highest Price (in ₹)
Last 3 years	Nil	[●]	N.A.*
Last 18 months	Nil	[●]	N.A.*
Last 1 year	Nil	[●]	N.A.*

\* Being only Share-split and Bonus Shares in respective period

# To be updated in the Prospectus following finalization of Cap Price, as per the finalized Price Band.

As certified by M/s S V J K and Associates, Chartered Accountants, by way of their certificate dated September 24, 2024.

#### PRE-IPO PLACEMENT

Our Company does not contemplate any issuance or placement of Equity Shares from the date of this Draft Red Herring Prospectus until the listing of the Equity Shares.

#### ISSUE OF SHARES FOR CONSIDERATION OTHER THAN CASH IN THE LAST ONE YEAR

Our Company has not issued shares for consideration other than cash within one year from the date of the Draft Red Herring Prospectus except as mentioned below:

**Bonus issue of 1,00,00,000 Equity shares of Rs 10/- each in the ratio of 10:1 to the then existing shareholders of the company:**

Sr. No.	Name of Allottee	No. of Equity Shares Allotted	Face Value per share (in ₹)	Issue Price per share (in ₹)
1.	Suman Gupta	89,99,600	10	NIL
2.	Sahil Gupta	5,00,000	10	
3.	Palvi Gupta	5,00,000	10	
4.	Gagan Aneja	100	10	
5.	Vishal Dogra	100	10	
6.	Vikram Singh	100	10	
7.	Tejinder Singh	100	10	
<b>Total</b>		<b>1,00,00,000</b>		

#### SPLIT / CONSOLIDATION

There is no Split of shares in the last one year except as mentioned in chapter 'Capital Structure' on page 59 of this Draft Red Herring Prospectus.

#### RELATED PARTY TRANSACTIONS

##### List of Related Parties where Control exists and Relationships:

Sr. No	Name of the Related Party	Relationship
1)	Alliance Manufacturing (Proprietorship Firm)	Entities in which Key Management Personnel (KMP)/relative of KMP exercise significant influence
2)	Alliance Outsourcing Private Limited	
3)	B D Security (Proprietorship Firm)	
4)	United Management Services	
4)	Sahil Gupta	Director
5)	Suman Gupta	Director
6)	Palvi Gupta	Director

(₹ in Lakhs)

Transactions during the year:	For the year ended 31/03/2024	For the year ended 31/03/2023	For the year ended 31/03/2022
<b>Purchase of Goods</b>			
Alliance Manufacturing	101.97	40.76	12.27
<b>Purchase of Services</b>			
Alliance Outsourcing Private Limited	200.18	155.14	133.26
<b>Loan received from Related Parties</b>			
Alliance Outsourcing Private Limited	794.25	420.04	1,811.66
Alliance Manufacturing	9.18	6.48	0.65
B D Security	842.57	426.21	450.33
United Management Services	-	11.50	49.55
Sahil Gupta	835.89	65.00	262.59
Suman Gupta	40.75	92.80	-
Palvi Gupta	33.77	5.70	50.00
<b>Loan Repaid to Related Parties</b>			
Alliance Outsourcing Private Limited	791.54	422.75	1,937.47
Alliance Manufacturing	13.50	-	0.83
B D Security	781.74	487.04	344.11
United Management Services	6.50	5.00	49.39
Sahil Gupta	65.00	48.15	257.82

Transactions during the year:	For the year ended 31/03/2024	For the year ended 31/03/2023	For the year ended 31/03/2022
Suman Gupta	20.43	112.41	-
Palvi Gupta	13.18	1.20	50.00
<b>Director Remuneration</b>			
Sahil Gupta	27.75	24.00	12.00
Palvi Gupta	20.75	12.00	12.00
Suman Gupta	13.75	0.00	12.00
<b>Rent Expense</b>			
Sahil Gupta	60.18	42.48	31.82
Suman Gupta	12.00	12.00	12.00
Palvi Gupta	12.00	12.00	9.00

(₹ in Lakhs)

Outstanding Balance Receivables / (Payable)	As At 31/03/2024	As At 31/03/2023	As At 31/03/2022
<b>Trade payable</b>			
Alliance Manufacturing	15.14	5.08	3.65
Sahil Gupta	36.59	5.35	(0.50)
Suman Gupta	-	1.40	-
Palvi Gupta	12.52	6.70	-
<b>Outstanding Loans</b>			
Alliance Outsourcing Private Limited	(0.00)	(2.71)	0.00
Alliance Manufacturing	2.16	6.48	(0.00)
B D Security	0.00	(60.83)	0.00
United Management Services	0.00	6.51	0.00
Sahil Gupta	787.74	16.85	0.00
Suman Gupta	0.71	(19.61)	(0.00)
Palvi Gupta	25.09	4.50	-

#### EXEMPTION FROM COMPLYING WITH ANY PROVISIONS OF SECURITIES LAWS

Our Company has not made any application under Regulation 300(1)(c) of the SEBI ICDR Regulations for seeking an exemption from complying with any provisions of securities laws by SEBI as on the date of this Draft Red Herring Prospectus.

### SECTION III – RISK FACTOR

An investment in our Equity Shares involves a high degree of financial risk. Prospective investors should carefully consider all the information in the Draft Red Herring Prospectus, particularly the “**Financial Information of the Company**” and the related notes, “**Business Overview**” and “**Management’s Discussion and Analysis of Financial Condition and Results of Operations**” on page 162, 106 & 199 respectively of this Draft Red Herring Prospectus and the risks and uncertainties described below, before making a decision to invest in our Equity Shares.

The risk factors set forth below are not exhaustive and do not purport to be complete or comprehensive in terms of all the risk factors that may arise in connection with our business or any decision to purchase, own or dispose of the Equity Shares. This section addresses general risks associated with the industry in which we operate and specific risks associated with our Company. Any of the following risks, individually or together, could adversely affect our business, financial condition, results of operations or prospects, which could result in a decline in the value of our Equity Shares and the loss of all or part of your investment in our Equity Shares. While we have described the risks and uncertainties that our management believes are material, these risks and uncertainties may not be the only risks and uncertainties we face. Additional risks and uncertainties, including those we currently are not aware of or deem immaterial, may also have an adverse effect on our business, results of operations, financial condition and prospects.

This Draft Red Herring Prospectus contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including the considerations described below and elsewhere in this Draft Red Herring Prospectus. The financial and other related implications of risks concerned, wherever quantifiable, have been disclosed in the risk factors below. However, there are risk factors the potential effects of which are not quantifiable and therefore no quantification has been provided with respect to such risk factors. In making an investment decision, prospective investors must rely on their own examination of our Company and the terms of the Issue, including the merits and the risks involved. You should not invest in this Issue unless you are prepared to accept the risk of losing all or part of your investment, and you should consult your tax, financial and legal advisors about the particular consequences to you of an investment in our Equity Shares.

#### **Materiality**

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

1. Some events may not be material individually but may be found material collectively.
2. Some events may have material impact qualitatively instead of quantitatively.
3. Some events may not be material at present but may be having material impact in future.

#### **Note:**

The risk factors as envisaged by the management along with the proposals to address the risk if any. Unless specified or quantified in the relevant risk factors below, we are not in a position to quantify the financial implication of any of the risks described in this section.

In this Draft Red Herring Prospectus, any discrepancies in any table between total and the sums of the amount listed are due to rounding off. Any percentage amounts, as set forth in “**Risk Factors**” on page 26 and “**Management Discussion and Analysis of Financial Condition and Results of Operations**” on page 199 of this Draft Red Herring Prospectus unless otherwise indicated, has been calculated on the basis of the amount disclosed in the “Audited Financial Statements, as restated” prepared in accordance with the Indian GAAP.

1. **The usage of Funds from our working capital starts with the taking up of any new project/task. However, the payback from our customers ranges between 50 days to 80 days for Security Service and 120 days to 160 days for Telecom O & M Service after the start of the new project/task. These delays elongate the working capital cycle of our business thus necessitating higher amount of working capital than required in normal course of business.**

By the time we get a new assignment of Telecom O&M or for security services, we ought to deploy the required manpower for the same immediately to start the work along with required materials and machines. However, we get payment of our services from our customers only after completing certain procedures to ascertain the extent of work done by us. These procedures take around 50 days to 80 days for Security Service and 120 days to 160 days for Telecom O & M Service to complete and only thereafter we start receiving our payments. Our ability to collect cash from the customer and the collection period from trade receivables have an impact on our cash receipts and, consequently, on our cash flows. Trade receivables constitute a significant portion of our total assets, and were ₹ 3,246.64 lakhs, ₹ 1,487.21 lakhs and ₹ 1,470.10 lakhs for year ending on March 31, 2024, 2023 and 2022 being 37.75%, 35.22%, and 50.20% of Total Assets respectively.

Consequently, we face the risk of the uncertainty regarding the receipt of these outstanding amounts coupled with long

payback period. Delayed payments lead to greater usage of our operating working capital and increased interest costs. Successful control of the trade receivables process requires development of appropriate contracting, invoicing, credit, collection and financing policies. Our failure to maintain such policies could have an adverse effect on our business, financial condition and cash flows.

Further, any non-recoverability of the amount from the trade receivables of the company may have an adverse effect on the future growth potential and financial position of the company.

2. ***There are certain outstanding legal proceedings involving our Company, Promoters and Directors. Any failure to defend these proceedings successfully may have an adverse effect on our business prospects, financial condition, and result of ongoing operations.***

Our Company, Directors and Promoters are involved in certain outstanding legal proceedings pending at different level of adjudication before various court and tribunals. For details kindly refer chapter titled “Outstanding Litigation and Material Developments” at page 212 of this Draft Red Herring Prospectus. A brief detail of such outstanding litigations as on the date of this Draft Red Herring Prospectus are as follows:

***Matters involving Our Company: -***

Nature of Cases	No. of Outstanding Matters	Amount Involved (in ₹ Lacs) *
Tax Cases	6	6.43
Statutory Laws	2	10.00
Criminal Laws	3	13.28

***Matters involving Our Promoters: -***

Nature of Cases	No. of Outstanding Matters	Amount Involved (in ₹ Lacs) *
Tax Cases	11	8.08
Statutory Laws	-	-
Criminal Laws	2	3.36

***Matters involving Our Directors (Other Than Promoters): -***

Nature of Cases	No. of Outstanding Matters	Amount Involved (in ₹ Lacs) *
Tax Cases	-	-
Statutory Laws	-	-
Criminal Laws	-	-

*\*Amount mention to the extent quantifiable. The amounts may be subject to additional interest/other charges being levied by the concerned authorities which is unascertainable as on the date of this Draft Red Herring Prospectus*

Any adverse ruling in any of the above proceedings or consequent levy of penalties by other statutory authorities may render our Company/ Promoters/ Directors liable to penalties and may have a material adverse effect on our reputation, business, financial condition and results of operations, which could adversely affect the trading price of our Equity Shares. For details kindly refer chapter titled “Outstanding Litigation and Material Developments” at page 212 of this Draft Red Herring Prospectus.

3. ***Our business is subject to operational risks which are inherent in our business. Any failure on our part to manage such risk may have an adverse impact on our financials and result of operations.***

Few operational risks are inherent in our businesses due to the nature of the industry in which we operate. We render manned security service, at customer premises in different environments such as manufacturing facilities, vehicles, hospitals, hotels, corporate canteens and public events. Our employees deliver security, monitoring and crisis response services in these environments, which involve physical inspection and interaction with person associated with our customers and various other member of public. Consequently, our business is associated with numerous safety, privacy and public health concerns. We may be subject to substantial liabilities if we fail to satisfy applicable safety, privacy or health standards or cause harm to individuals or entities in the course of rendering our services.

While we believe that we have in place adequate training and policies, however, any failure to adequately address and manage risks inherent in our business, or any failure to meet the operational requirements of our customers, or failure to develop effective risk mitigation measures, or respond adequately to a crisis situation, could have an adverse effect on our reputation, customer retention, earnings and profitability and thus consequently effect our business, results of operations and financial condition.

4. ***We maintain our workforce in alignment with current workloads and future projects. In the event that we do not secure future contract awards or experience delays in receiving them, it could result in incurring additional employee costs.***

Our projection of future performance depends on several factors, with a primary focus on the timing and acquisition of new contract awards, as well as the efficient utilization of our workforce. The rate at which we deploy our workforce is influenced by a multitude of variables, including our ability to manage attrition, accurately forecast our service requirements to maintain an appropriately sized workforce, our ability to transition employees from completed projects to new projects or between internal business groups, and our need to devote resources to non-chargeable activities such as training. While our estimates are based upon our good faith judgment, these estimates are not relied upon and may frequently change based on uncontrollable/unforeseeable circumstances. Although our estimates are grounded in our sincere judgment, they can be subject to unreliability and frequent adjustments. Inefficient resource utilization on our part has the potential to only additional employee cost and no other impact.

5. ***We may be subjected to risk related to service related claims and losses or employee disruptions which may have an adverse effect on our reputation, business, results of operations and financial condition.***

Our business segments include manned guarding service, operations and maintenance services and thus require us to deploy our employees across the workplace and other premises of our customers. Our ability to control the workplace environment is limited. The risk associated with the deployment of our workforce includes possible claims relating to actions of our employees which may require us to indemnify our customer for any losses caused due to failure of our employees to perform their duties, violation of any regulations or mistakes committed by our employees, malicious acts by existing or former employees, damage to the customer's facilities or properties due to negligence of our employees and any criminal acts, torts or other negligent action by our employees.

For our administrative operation we rely on services provider for which we have entered into Service Agreement cum Memorandum of Understanding with one of our group company i.e. Alliance Outsourcing Private Limited (AOPL) As on March 31, 2024 services provider (AOPL) has deployed 34 person for our administrative purpose.

Such claims may give rise to action against us by our customers and claims for damages, which could restrain our resources and result in loss of customers. Any such act or action taken against us may also result in negative publicity and adversely impact our reputation and ultimately have an adverse effect on our reputation, business, results of operations and financial condition.

6. ***Our businesses are manpower intensive and our inability to attract and retain skilled manpower could have an adverse impact on our growth, business and financial condition.***

Our business is manpower intensive and requires us to hire a considerable number of personnel every year to sustain our growth. However, we cannot assure you that we will be able to retain or meet our manpower requirements in future which may adversely impact our growth and business.

Further, we spend significant time and resources in training the manpower we recruit, through our training facility. Our success is substantially dependent on our ability to recruit, train and retain skilled manpower. However, there is relatively higher rate of attrition in the industries in which we operate, especially the manned guarding services industry. Higher attrition rates lead to an increase in the training and recruitment costs, which may have an adverse impact on our profitability and financial condition. High attrition and competition for manpower may limit our ability to attract and retain the skilled manpower necessary for us to meet our future growth requirements. There can be no assurance that skilled manpower will continue to be available in sufficient numbers and at wages suitable to our requirements.

7. ***There have been certain instances of discrepancies in relation to certain statutory filings made or required to be filed by our Company with the RoC under applicable law and certain other non-compliances under Indian company law.***

In the past, our corporate records have experienced delays in filing of statutory e-forms to the Registrar of Companies (RoC). Instances of such delays necessitated subsequent filings, accompanied by the payment of additional fees as mandated by the RoC. Further, there are certain errors in the information provided in the attachments provided with certain E-Forms.

As of the present, our company has not received any show cause notices related to these instances, and no regulatory authority has imposed penalties or fines. However, it cannot be guaranteed that similar instances will not occur in the future, and our company may encounter further delays or defaults in meeting reporting requirements, potentially resulting in penalties or fines imposed by regulatory authorities.

Furthermore, Forms w.r.t. Alteration of Memorandum & Articles of Association pursuant to conversion of company to public company & alteration of object clause were filed delayed by the Company with additional fees. Although no

cognizance has been taken by the authority in the matter till date and no notice in respect of same have been served by the concerned Registrar of Companies till date, we are not sure that no such notice shall be issued in future or at all and in any such event we may be subjected to a penalty as per the provisions of Section 117 of the Companies Act, 2013

As per the guidance notes issued by ICAI for Internal Financial Control Reporting, Auditor shall provide reporting in respect of Internal Financial Control (IFC) as required under section 143(3) by means of separate Annexure. However, the Auditor of our Company stated in audit report regarding adequacy of IFC but has not provided separate annexure in his report issued for the financial year 2023, 2022 & 2021 & notes w.r.t. ratios also have not been provided in the Audit Report. Further, there are few typographical errors in the Audit report issued.

Furthermore, various, statutory disclosures in the Director's Report pursuant to section 134 of the Companies Act, 2013, which required to be disclosed in previous years Annual Reports has not been provided by the Company.

Although no cognizance has been taken by the authority in the matters till date and no notice in respect of same have been served by the concerned Registrar of Companies till date, we are not sure that no such notice shall be issued in future or at all and in any such event we may be subjected to a penalty as per the respective provisions of the Companies Act, 2013. As regards corrective measure, compounding application cannot be filed in the matter as the non-compliance done, cannot be corrected. In the event of any penalty being imposed against the Company by the concerned authority, the financials of the company shall be adversely affected.

Non-availability/Absence of some historical records of Company.

Documents pertaining to transfer of shares & transfer deeds w.r.t. below mentioned share transfers by our promoters are not available in the records of our Company: -

Sr. No.	Share Transfer		No. of Eq. Share Transferred / Transmission	Date of Transfer
	From	To		
1.	Sahil Gupta	Suman Gupta	6600	February 10, 2010
2.	Palvi Gupta	Suman Gupta	1500	February 10, 2010

These documents are important for understanding certain transactions or actions. We have used information and confirmations from our company about these missing records. We have also checked other available records like meeting minutes, member registers, and transfer registers and other Statutory register to make sure we are giving correct details. We have also registered a First Information Report (FIR) with the appropriate authorities, highlighting the absence of documents and seeking assistance in the resolution of this matter.

We recommend that potential investors consider this information, along with everything else in the Draft Red Herring prospectus, before deciding to invest.

While no legal proceedings or regulatory action has been initiated against our Company in relation to the unavailable filings as of the date of this Draft Red Herring Prospectus, we cannot assure you that such proceedings or regulatory actions will not be initiated against our Company in the future in relation to the missing filings and corporate records.

Our company has been in non-compliance of certain provisions of Companies Act, 2013, for which a compounding & adjudication application has been filed with the ROC.

There are instances in the history where the company was in non-compliance of certain provisions of the Companies Act, 2013. The details of the said non-compliances are mentioned hereunder.

Sr. No.	Applicable Provision	Non – Compliance	Corrective Measure & consequence
1.	Section 185 of the Companies Act, 2013 a company cannot advance loan to its Directors without taking prior consent of Shareholders via means of Special resolutions	The company had advanced loans to its Director & his sole proprietorship in non-compliance of Section 185 of the Act without taking prior consent of Shareholders via means of Special resolutions.	Our company is in process to file an adjudication application for the non-compliance with Section 185 of the Companies Act, 2013 and is ready and willing to pay the penalty as would be imposed by the concerned authorities. The provisions of the Section provide for a fine to our company which shall not be less than five lakh rupees but which may extend to twenty-five lakh rupees & Directors



Sr. No.	Applicable Provision	Non – Compliance	Corrective Measure & consequence
			in default i.e. Mr. Sahil Gupta & Mrs. Suman Gupta punishable with imprisonment for a term which may extend to six months or with fine which shall not be less than five lakh rupees but which may extend to twenty-five lakh rupees.
2.	Section 123 of the Companies Act, 2013, the company requires to open a separate Bank with a scheduled bank & deposit Dividend's amount within 5 days from the date of declaration of such dividend. The dividend so declared shall be paid to the Shareholders within Thirty days from its declaration.	Our company has failed to open a separate account & payment of the Dividend so declared within thirty days from declaration.	In this regard, our company has filed an adjudication application for the non-compliance under Section 127 of the Companies Act, 2013 & rules made there under which default has been committed provides for penalty with imprisonment to Directors in default i.e. Mr. Sahil Gupta & Mrs. Suman Gupta which may extend to two years and with fine which shall not be less than one thousand rupees for every day during which such default continues and the company shall be liable to pay simple interest at the rate of eighteen per cent per annum during the period for which such default continue. However, as on date the default is not in continuance & payments of the same has been made to all respective Shareholders but penalty may be imposed by the registrar for the period when such default prevailed.
3.	Pursuant to section 12 of the Companies Act, 2013, Companies are required to disclose its name, address of its registered office and the Corporate Identity Number along with telephone number, fax number, if any, e-mail and website addresses, if any, printed in all its business letters.	At certain instances, the letterheads used by the Company does not contain details w.r.t. email & Contact details of the company.	Our company has filed an application for compounding the non-compliance with Section 12 of the Companies Act, 2013 whereby a maximum penalty of Rs. 1,00,000 could be imposed on our Company & Directors in default i.e. Mr. Sahil Gupta & Mrs. Suman Gupta. Our Company is ready and willing to pay the penalty as would be imposed by the concerned authorities. However, imposition of such penalty will affect cashflow of our company.

Further, there are certain form which are filed with delayed fees or not filed with the Registrar of Companies such as forms related to creation and satisfaction of charge, Form 66 and Form MGT 14 required to be filed under section 180 and section 186 of the Companies Act. Also, our Company has not complied with some Accounting Standards in the past such as AS-15 and AS-18. However, now the Company has made necessary compliance in the re-stated financial statements of the Company. Although no show cause notice have been issued against the Company till date in respect of above, in the event of any cognizance being taken by the concerned authorities in respect of above, penal actions may be taken against the Company and its directors, in which event the financials of the Company and its directors shall be affected.

**8. There are certain delay and discrepancies noticed in our statutory records and/or records relating to filing of returns and statutory expenses with the concerned Registrar of Companies.**

In the past, our corporate records have experienced delays in filing of statutory e-forms to the Registrar of Companies (RoC). Instances of such delays necessitated subsequent filings, accompanied by the payment of additional fees as mandated by the RoC. As of the present, our company has not received any show cause notices related to these instances, and no regulatory authority has imposed penalties or fines. However, it cannot be guaranteed that similar instances will not occur in the future, and our company may encounter further delays or defaults in meeting reporting requirements, potentially resulting in penalties or fines imposed by regulatory authorities. Details of delayed filing of e-forms in last ten years are as follows:

Particulars	Due date	Filing dated	No. of Days Delayed
ADT-1 Appointment of P C Bindal & Co	15/01/2015	29/01/2015	14
AOC-4 XBRL (2014-2015)	30/10/2015	20/08/2016	295
MGT-7 (2014-2015)	29/11/2015	20/08/2016	265
AOC-4 XBRL (2016-2017)	30/10/2017	19/10/2018	354
MGT-7 (2016-2017)	29/11/2017	16/10/2018	321
ADT-1 Appointment of P C Bindal & Co	15/10/2019	20/01/2020	97
AOC-4 XBRL (2021-2022)	30/10/2022	30/11/2022	31
MGT-7 (2021-2022)	29/11/2022	03/12/2022	4
PAS-3 for Allot Equity Shares pursuant to Right Issue	29/04/2008	15/09/2023	5617
INC-27 Conversion of the Company from "Private Limited" to "Public Limited"	14/11/2023	28/11/2023	14
DIR-12	11/08/2023	29/03/2024	231
Form MR-1	10/09/2023	03/04/2024	206
MGT-14 for Consider and approve the issuance of Bonus Shares	04/05/2024	07/09/2024	126
Form-8 for creation of charge of Rs. 50,00,000/- from The Jammu & Kashmir Bank Limited	06/07/2007	16/07/2007	10
Form-8 for modification of charge	17/06/2010	21/06/2010	4
Form-8 for modification of charge	30/04/2011	04/08/2011	96
Form-8 for modification of charge	18/10/2012	04/11/2012	17
Form-8 for modification of charge	28/04/2014	21/05/2014	23
CHG-1 for creation of charge of Rs. 2,00,00,000/- from The Jammu & Kashmir Bank Limited	05/06/2023	06/07/2023	31
CHG-1 for creation of charge of Rs. 24,71,00,000/- from HDFC Bank Limited	17/03/2024	06/04/2024	20
MGT-14 – To Consider, Approve and take on record the Audited Financial Statement for the Financial Year ended on March 31, 2024	07/07/2024	27/09/2024	83
MGT-14 – For Alteration of Article of Association	29/11/2023	27/09/2024	304
MGT-14 – For Alteration of Memorandum of Association	29/11/2023	27/09/2024	304
DPT 3 – Return of Deposits	30/06/2020	06/09/2024	1530
DPT 3 – Return of Deposits	30/06/2021	06/09/2024	1165
DPT 3 – Return of Deposits	30/06/2022	06/09/2024	800
DPT 3 – Return of Deposits	30/06/2023	05/09/2024	434

9. *We are subject to several labour legislations and regulations governing welfare, benefits and training of our employees. Any changes in these laws adverse to the interests of our business may affect the business operations of our company adversely.*

We are required to comply with PSARA (Private security agencies (Regulation) Act, 2005) and other applicable state laws in India, which prescribe eligibility requirements for employing security personnel, such as minimum age requirements and standards of physical fitness. Any regulatory change in such conditions may limit our ability to recruit new employees or replace leaving employees effectively, thereby impacting our ability to expand our business. Also, if we fail to impart requisite training or do not comply with certain labour welfare legislations, we may be

exposed to fines and we may also face the risk of our licenses under applicable legislations being cancelled or suspended. For further details on the labour laws and regulations applicable to us, please refer to “*Key Industry Regulations and Policies*” on page 125 of this Draft Red Herring Prospectus.

Amendments to labour laws could also affect our business adversely. Further, the regulations may vary from state to state which may make compliance with laws and regulations more complex, time consuming and costly. Additionally, if there is any failure by us to comply with applicable labour laws and regulations, we may be subject to penalties, incur increased costs, have our labour or PSARA (Private security agencies (Regulation) Act, 2005) Approvals revoked and suffer a disruption in our operations.

**10. *Our Restated Financial Statements are prepared and signed by the Peer Review Auditor who is not Statutory Auditors of our Company as required under the provisions of ICDR.***

The Restated Financial Statements of our Company for the year ended March 31, 2024, 2023, 2022 respectively are prepared and signed by M/s S V J K, Chartered Accountants, and the Peer Review Auditor of our Company who is not statutory auditor of our Company. Our Statutory Auditor M/s. P C Bindal Co, Chartered Accountants which is not peer review auditor of our company.

**11. *We do not own the registered office of our company. Also, many of our branches and regional office are located at leased premises. Our operations may be materially and adversely affected if we are unable to continue to utilize any of our key branches or Regional Office.***

We do not own the registered office of our company. The registered office of our company is owned by our promoters. We have entered into registered lease agreement for a period of 2 years w.e.f. February 01, 2024 with our promoters for the use of this property.

Further, some of the Branch Office and Regional office of our company have been taken on lease or rent from third parties. For details of the property please refer chapter titled “*Business Overview*” beginning on page 106 of the Draft Red Herring Prospectus. As per the terms of the lease agreements, any breach of the terms / non-renewal of the Rent or lease agreements may require us to vacate the said premises which may cause disruption in our affairs and business and impede our effective operations and thus adversely affect our profitability.

**12. *Our customer agreements include conditions which may limit our ability to carry out our business operations. Certain of our customer agreements may be terminated without cause, which could have an adverse impact on our business.***

We enter into various agreements with our customers for rendering services. Some of these agreements require us to comply with the code of conduct and rules and regulations prescribed by our customers. Our customers also have the right to terminate service contracts in the event we do not comply with their requirements of the service contract or our services fail to meet the quality standards set out in our agreements. In the event that we are unable to meet such obligations, our customers may terminate the agreements and we may be required to pay compensation on terms set out in the agreements. Compliance with these requirements may restrict our ability to undertake certain business operations and may increase our compliance costs.

Further, some of these agreements require us to provide indemnity to our customers, with respect of any negligent act, or omission by us or misconduct of our employees. In the event that there is an increase in the number of customers terminating our contracts without cause, or in case there is increase in claims against us, for which we are not insured and we are unable to secure new contracts to offset the loss of these contracts, our business, financial condition and results of operations may be adversely affected.

**13. *Our Company had advanced loans to directors in violation of the provisions of Section 185 of the Companies Act, 2013. Although the same has been repaid, we are not sure any such default shall not occur in future.***

Our Company had advanced loans to directors before the commencement of Companies Act, 2013 when the same were within exemption limits in terms of Companies Act, 1956. Later upon the commencement of Section 185 of the Companies Act, 2013, loan to directors even in private limited companies was restricted. However the loans advanced before the commencement of the said Section 185 of the Companies Act, 2013, continued to subsist even after the notification of the new act and the Company continued to advance more loans to Mr. Sahil Gupta, director of the Company, thus violating the provisions of said Section 185. The violation continued until May 07, 2018 i.e. the date of notification of Companies (Amendment) Act, 2017 by way of which, loans to directors by private limited companies was exempted, subject to certain conditions. However after the conversion of the Company w.e.f. December 04, 2023, the Company recovered whole of the amount from the concerned directors.

Now since the Company is converted in Public Limited Company, it no more falls within the exemption limit and hence we are not sure that it shall not violate the provisions of Section 185 further or at all. Further we are in the process of filing of an application for compounding the default and the maximum penalty that may be imposed on us

in respect of the default is ₹ 25.00 Lakhs.

**14. *Our security services business includes the carrying and handling of firearms and ammunition by certain of our employees. Any misuse or contravention of laws or policies relating to firearms by our personnel may adversely affect our reputation and expose us to potential liabilities.***

We are exposed to certain risks associated with the handling of firearms and ammunition by our employees. We are not permitted to procure or license firearms in India directly by the company and instead recruit armed guards and security officers who have procured licenses for the firearms they carry and are responsible for the purchase and maintenance of their firearms and ammunition and renewals of their licenses. This restriction exposes us to significant business and operational risk, for assignments where the ability to carry firearms is usually a requirement in order to ensure enhanced security of high value items. We may face liability or reputational damage in the event of misuse or contravention of laws or policies in handling arms and ammunition by our employees, resulting in any person, including an employee of a customer, member of the public being injured or killed. There can be no assurance that our employees or personnel will not be involved in an incident which may have an adverse effect on our reputation and expose us to liabilities, resulting in an adverse effect on our business and financial condition.

**15. *Our business derives a significant portion of its revenue from a few customers any loss of one or more such customers, the deterioration of their financial condition or prospects, or a reduction in their demand for our services could adversely affect our business, results of operations, financial condition and cash flows.***

Our business is dependent on a limited number of customers for a significant portion of our revenues. For the year ending March 31, 2024, 2023 and 2022 our top ten customers contributed 66.62%, 58.59% and 58.95% of our revenues from our business, respectively. Further, in our Telecom O&M segment we have only 4 number of customers to whom we are providing our services. Any reduction in growth or a slow-down in the business of our customers could result in a reduction of their requirement for our services, and result in a significant decrease in the revenues we derive from these customers. The loss of one or more of our significant customers or a reduction in the amount of business we obtain from them could have an adverse effect on our business and thus our results of operations, financial condition and cash flows. We cannot assure you that we will be able to maintain historic levels of business from such significant customers, or that we will be able to significantly reduce customer concentration in the future.

**16. *If we are unable to successfully execute our growth strategies, our business, prospects and results of operations could be materially and adversely affected.***

Our growth depends on the continued growth of the industry, and to a large extent, the growth of our clients and any adverse developments in the industry could materially and adversely affect our growth prospects. Our growth is also dependent on our ability to expand our market share and our inability to do so may adversely affect our growth prospects. Our growth strategies could place significant demand on our management and our administrative, operational and financial infrastructure.

We could also encounter difficulties and delays in executing our growth strategies due to a number of factors, including, without limitation, delays in tendering process, delays in getting required regulatory approvals or licenses, lack of trained employees or any other risks that we may or may not have foreseen. Our management may also change its view on the desirability of current strategies, and any change in our strategies could put significant strain on our resources. Further, we may be unable to achieve any synergies or successfully integrate our plans and strategies.

Additionally, expansion into new geographic regions, may subject us to various challenges, including those relating to our lack of familiarity with the social, political, economic and cultural conditions of these new regions, language barriers, difficulties in staffing and managing such operations and the lack of support from authorities and reputation in such regions. We may also encounter other additional anticipated risks and significant competition in such markets. If we are unable to successfully execute our growth strategies, our business, prospects and results of operations could be materially and adversely affected.

**17. *We are required to obtain, maintain or renew statutory and regulatory licenses in respect of our business, and if we fail to do so, in a timely manner or at all, we may be unable to fully or partially operate our businesses and our results of operations may be adversely affected.***

We require several statutory and regulatory permits, licenses, and approvals to operate our business. Many of these approvals are granted for fixed periods of time and need renewal from time to time such as for running our operations in a smooth manner. We were a private limited company and have recently converted into a public limited company. Therefore, most of our licenses are in the prior name of the Company. Presently, we have applied for updating of some of the licenses and approvals in the name of “**BD Security Limited**” from “**BD Security Private Limited**”. Further, some of our permits, licenses and approvals are subject to several conditions and we cannot provide any assurance that we will be able to continuously meet such conditions or be able to prove compliance with such conditions to the statutory authorities, which may lead to the cancellation, revocation or suspension of relevant permits, licenses, or

approvals.

Our Company is required to obtain licenses under Private Security Agencies (Regulation) Act, 2005 (PSARA) for running our business of Private security agency. These licenses are granted state wise and for a certain period of time. Upon completion of the period of license we are supposed to get the license renewed well in time to continue our business as such. We may be penalized for non-compliance with the aforementioned laws or may face a disruption in our business till the time we receive the registration and/or renewal under the said Act. Further, our Company will apply for various licenses like PSARA License in Chennai and Himachal Pradesh post IPO once operations take place. Further two of our present PSARA licenses have expired. Though we have applied for renewal of these licenses, the applications are yet pending for approval from the appropriate authority. Any failure by us to apply in time, to renew, maintain or obtain the required permits, licenses or approvals, or the cancellation, suspension, or revocation of any of the permits, licenses or approvals may result in the interruption of our operations and may have a material adverse effect on the business.

For further details, please see chapters titled “Key Industry Regulations and Policies” and “Government and Other Statutory Approvals” at pages 125 and 218 respectively of this Draft Red Herring Prospectus.

**18. The industry in which we operate is highly competitive, which may adversely affect our business operation and financial condition.**

The industries in which we operate comprise a number of organized and unorganized players, particularly at the local level, with smaller operators competing for local contracts. There is intense pricing competition which may be preferred by certain customers, due to factors such as better pricing, ability to speak the regional language and better coordination with local administrative and law enforcement agencies. Competition in these industries may also intensify if service providers offering limited services begin to offer integrated services. Many of our competitors may also have greater financial, operational, technical, marketing and other resources, more experience in obtaining regulatory approvals, greater geographic reach, broader service offerings or a stronger sales force. In addition to our current competitors, additional competitors may enter the market. Our competitors may succeed in rendering services more effectively and economically than us, which may make our services uncompetitive and adversely affect our business, results of operations and financial condition. For further details of the Industry and Business segment see “Industry Overview” on pages 95 and “Business Overview” on page 106 of this Draft Red Herring Prospectus.

**19. Our Company has during the preceding one year from the date of the Draft Red Herring Prospectus have allotted Equity Shares at a price which may be lower than the Issue Price.**

*Except mentioned below our company have not allotted Equity Shares at a price which may be lower than the Issue Price.*

Preferential issue of 14,60,000 Equity Shares of ₹ 10/- each at a premium of ₹ 45/- per share on May 20, 2024 private placement basis:

Sr. No.	Name of Allottee	No. of Equity Shares Allotted	Face Value per share (in ₹)	Issue Price per share (in ₹)
1.	Benani Capital- Benani Capital Scheme 1	90,000	10.00	55.00
2.	Viney Equity Market LLP	1,82,000	10.00	55.00
3.	Manas Chadha	90,000	10.00	55.00
4.	Rajesh Kumar Jain	90,000	10.00	55.00
5.	Malay Rohitkumar Bhow	90,000	10.00	55.00
6.	Nitinbhai Govindbhai Patel	1,46,000	10.00	55.00
7.	Prakash Ratilal Parikh HUF	1,46,000	10.00	55.00
8.	Trishneet Arora	90,000	10.00	55.00
9.	Rishabh Pradeep Golchha	46,000	10.00	55.00
10.	Namita Parakh	90,000	10.00	55.00
11.	Deep Patel	90,000	10.00	55.00
12.	Sunil Kumar Gupta	44,000	10.00	55.00
13.	Anjani Kumar Goyal	90,000	10.00	55.00
14.	Kiritkumar Heerachand Jain	46,000	10.00	55.00
15.	Chandresh Shantilal Shah	46,000	10.00	55.00
16.	Ritesh Kumar Gupta	28,000	10.00	55.00
17.	Madan Gopal Aggarwal	18,000	10.00	55.00

Sr. No.	Name of Allottee	No. of Equity Shares Allotted	Face Value per share (in ₹)	Issue Price per share (in ₹)
18.	Swati Goel	38,000	10.00	55.00
<b>Total</b>		<b>14,60,000</b>		

The Equity Shares allotted to the investors pursuant to the preferential issue may be priced lower than the price being offered to the prospective investors through this Draft Red Herring Prospectus. For Further details of equity shares issued, please refer to the chapter titled “*Capital Structure*” and “*Basis for Issue Price*” beginning on page 59 & 83 of this Draft Red Herring Prospectus.

**20. *We have incurred substantial indebtedness which exposes us to various risks which may have an adverse effect on our business and results of operations***

Our ability to borrow and the terms of our borrowings will depend on our financial condition, the stability of our cash flows, general market conditions, economic and political conditions in the markets where we operate and our capacity to service debt. As on March 31, 2024, our total outstanding indebtedness was ₹ 5,803.54 Lakhs. Note that Amount of ₹ 1894.99 lakhs in Short Term Borrowing is held as cash in form of Demand Draft which is not en-cashed as at March 31, 2024.

Our significant indebtedness results in substantial amount of debt service obligations which could lead to:

- increasing our vulnerability to general adverse economic, industry and competitive conditions;
- limiting our flexibility in planning for, or reacting to, changes in our business and the industry;
- affecting our credit rating;
- limiting our ability to borrow more money both now and in the future; and
- increasing our interest expenditure and adversely affecting our profitability.

If the loans are recalled on a short notice, we may be required to arrange for funds to fulfil the necessary requirements. The occurrence of these events may have an adverse effect on our cash flow and financial conditions of the company. For further details regarding our indebtedness, see “*Statement of Financial Indebtedness*” on page 162 of this Draft Red Herring Prospectus.

**21. *Our Company has availed unsecured loans which are repayable on demand. Any demand for a loan from lenders for repayment of such unsecured loans, may adversely affect our cash flows.***

Based on Restated Financial Statement, our Company has unsecured loans as at March 31, 2024, amounting to ₹ 813.54 lakhs from Promoters, Directors and their relatives that are repayable on demand to the relevant lenders as per restated financial statements. Further, some of these loans are not repayable in accordance with any agreed repayment schedule and may be recalled by the relevant lender at any time. Any such unexpected demand or accelerated repayment may have a material adverse effect on the business, cash flows and financial condition of the borrower against which repayment is sought. Any demand from lenders for repayment of such unsecured loans, may adversely affect our cash flows. For further details of unsecured loans of our Company please refer the chapter titled “*Restated Financial Statements*” beginning on page 162 of this Draft Red Herring Prospectus.

**22. *We have not received NOC from one of our lenders for undertaking the initial public offer of equity shares.***

As on the date of this Draft Red Herring Prospectus, we have not received the NOC for the Proposed Issue from one of our lenders, namely HDFC Bank Limited. However, our Company intends to obtain the necessary NOC in relation to the proposed Issue from such lender prior to the filing of the Prospectus with the RoC, undertaking the proposed Offer without obtaining such lenders NOC may constitute a default under such loan agreement, which could impact our loan facilities and may have an effect on our financial condition and results of operations.

**23. *Excessive dependence on Jammu and Kashmir Bank Ltd for obtaining financial facilities.***

Most of our fund based and non-fund based financial assistance has been sanctioned by Jammu and Kashmir Bank Ltd. Though we have recently obtained credit facilities from HDFC Bank Ltd as well. We have been sanctioned the financial assistance on the security of assets and personal guarantee of our Promoter and Promoter group. Any default under such arrangement or non-renewal or renewal of the sanction on adverse terms with such lender may result into difficulty in arranging of funds for re-payment and may also adversely affect our operations and financials.

Also, we have provided the collateral security of our registered office for the above loan taken from Jammu and Kashmir Bank Ltd. Though the said property has been taken on rent by the company from our promoter, any impairment in the

right to use the above property may require us to arrange for the additional security or arranging the funds for the pre-payment which may adversely affect the financial position of our Company.

**24. *We are subject to the restrictive covenants of banks in respect of the Loans/ Credit Limits and other banking facilities availed from them.***

Our financing arrangements contain restrictive covenants whereby we are required to obtain approval from our lender, regarding, among other things such as major changes in share capital, changes in fixed assets, creation of any other charge, not to issue any personal guarantee by the guarantors etc. There can be no assurance that such consents will be granted or that we will be able to comply with the financial covenants under our financing arrangements. In the event we breach any financial or other covenants contained in any of our financing arrangements, we may be required under the terms of such financing arrangements to immediately repay our borrowings either in whole or in part, together with any related costs. This may adversely impact our results of operations and cash flows.

For further details on the Cash Credit Limits and other banking facilities, please see “Restatement of Financial *Indebtedness*” on page 162 of the Draft Red Herring Prospectus.

**25. *Our operations are subject to high working capital requirements. Our inability to maintain an optimal level of working capital required for our business may impact our operations adversely.***

Our business requires significant amount of working capital and major portion of our working capital is utilized towards payment of wages and debtors. We have been sanctioned working capital of ₹ 1,895.00 lakhs from Jammu and Kashmir Bank Ltd and of ₹ 2,471.00 lakhs from HDFC Bank Ltd. Our growing scale and expansion, if any, may result in increase in the quantum of current assets. Our inability to maintain sufficient cash flow, credit facility and other sourcing of funding, in a timely manner, or at all, to meet the requirement of working capital or pay out debts, could adversely affect our financial condition and result of our operations. Further, we have high outstanding amount due from our debtors which may result in a high risk in case of non-payment by these debtors. In case of any such defaults from our debtors, may affect our business operations and financials.

For further details regarding working capital requirement, please refer to the section “*Objects of the Issue*” on page 74 of this Draft Red Herring Prospectus.

**26. *Any non-payment or delay in payment of any statutory dues, penalty or demand raised by statutory authorities will affect our financial position of the Company.***

Our Company is engaged in business of providing manned guarding service, Operations and Maintenance services for tele-communication industry, which attracts tax liability such as Goods and Service tax, Income tax, and professional tax as per the applicable provisions of Law. Further, our company has made a delay in payment or non-payment of the statutory dues such as dividend distribution tax in the past and due to such delays or non-payments we may be subject to any action by the competent authorities for the same. We are also subject to labour laws like depositing of contributions with Provident Fund and ESI. However, we have deposited the required returns under various applicable Acts but any demand or penalty raised by the concerned authority in future for any previous year and current year will affect the financial position of the Company.



**27. *Our insurance coverage may not be adequate to protect us against certain operating risks and this may have a material adverse effect on our business.***


Our business involves many risks which may affect our profitability, including risks for acts and conduct of our employees which occur at our customer’s premises, personal injuries, damage or other accidents suffered by our employees or our customers or other people. Our company has obtained insurance coverage in respect of certain risks which consists of Employees compensation insurance, Business Guard Commercial Package policy and vehicle insurance policies. Further, we take fidelity insurance if requested by any of our customers. While we believe that the insurance coverage which we maintain would be reasonably adequate to cover the normal risks associated with the operation of our businesses, we cannot assure you that any claim under the insurance policies maintained by us will be honored fully, in part or on time, or that we have taken out sufficient insurance to cover all our losses. In addition, our insurance coverage expires from time to time. We apply for the renewal of our insurance coverage in the normal course of our business, but we cannot assure you that such renewals will be granted in a timely manner, at acceptable cost or at all. To the extent that we suffer loss or damage, or successful assertion of one or more large claims against us for events for which we are not insured, or for which we did not obtain or maintain insurance, or which is not covered by insurance which exceeds our insurance coverage or where our insurance claims are rejected, the loss would have to be borne by us and our results of operations, financial performance and cash flows could be adversely affected. For further details on our insurance arrangements, please refer to the section “*Business Overview – Insurance*” on page 106 of this Draft Red Herring Prospectus.


**28. *Our Company has applied for the registration of the trademark but the same have not yet been registered with the***

registrar of Trademarks.

We are using three trademarks in our business viz., ,  and . While our

trademarks  and  are registered under class 42 and Class 45 respectively. One of our

trademarks  is not yet registered in our name. We have made an application for the registration of these trademark in our name dated November 17, 2023 under Class 37. The current status of the trademark application

for trademark  is in stage of hearing for objection from Trademarks Registry. Any failure to get the same registered in our name may cause any third-party claim and may lead to litigation which may adversely affect our business operations. Even if our trademarks are registered, we may not be able to detect any unauthorized use or infringement or take appropriate and timely steps to enforce or protect our intellectual property, nor can we provide any assurance that any unauthorized use or infringement will not cause damage to our business prospects.

For further details of our pending approvals, please see section Intellectual Property under chapter “Government and Other Statutory Approvals” beginning on page 218 of this Draft Red Herring Prospectus.

**29. Our Company has negative cash flows from its operating activities in the past 3 years, details of which are given below. Sustained negative cash flow could impact our growth and business.**

Our Company had negative cash flows from its operating activities in the previous three years as per the Restated Financial Statements and the same are summarized as under: -

(₹ in lakhs)

Particulars	For the year ended		
	March 31, 2024	March 31, 2023	March 31, 2022
Net cash flow from Operating activities	(1,122.13)	(532.67)	11.89

The cash flow of a company is a key indicator to show the extent of cash generated from operations to meet capital expenditure, pay dividends, repay loans and make new investments without raising finance from external resources. If we are not able to generate sufficient cash flows in future, it may adversely affect our business and financial operations.

**30. Our Contingent Liability and Commitments could affect our financial position.**

As on March 31, 2024 we had Contingent Liability of ₹ 6.43 Lakhs which has not been provided in our financial statements and which could affect our financial position. Details of Contingent Liabilities and commitments are as follows: -

Particulars	Amount (in ₹ Lakhs)
<b>Contingent Liabilities:</b>	
Income Tax demands / Notices before CIT Appeals	0.12
TDS Defaults	6.32
<b>TOTAL</b>	<b>6.43</b>

For further details on the same please refer “Annexure -XII” under section “Restated Financial Information” beginning on page 162 of Draft Red Herring Prospectus.

**31. In addition to normal remuneration, other benefits and reimbursement of expenses to our Promoter, Directors, Key Managerial Personnel and Senior Managerial Personnel; they are interested to the extent of their shareholding, if any and dividend entitlement thereon in our Company and for the transactions entered into between our Company and themselves as well as between our Company and our Group Companies/Entities. Our Company in future may enter in related party transactions subject to necessary compliances**

Our Promoter, Directors, Key Managerial Personnel and Senior Managerial Personnel are interested in our Company to the extent of their shareholding, if any and dividend entitlement thereon in our Company, in addition to normal remuneration or benefits and reimbursement of expenses. Our Promoter and Directors are interested in the transactions entered into between our Company and themselves as well as between our Company and our Group Company/Entity. All transactions with related parties entered into by the company in past were at arm’s length basis, in compliance with applicable provisions of Companies Act, 2013 and other applicable provisions. Our company, promoter and group companies may enter into such related party transaction in future as well which may be or may not be at Arms’ Length



Price and in Ordinary Course of Business. If such future transactions are not on Arms' Length Price and in Ordinary Course of Business, our financial position may get affected to that extent. Additionally, our Company may enter in related party transactions in future subject to necessary compliances in accordance with relevant acts, rules and regulations. These related party transactions are typically in the nature of sales and purchases of goods, remuneration expenses and loans availed and repaid by us.

For details, please refer to *Annexure- IX - Related Party Transactions* under Section titled "*Restated Financial Information*", "*Our Promoters and Promoter Group*" and "*Capital Structure*" beginning on page 162, 154 and 59 respectively of this Draft Red Herring Prospectus. Our Company has entered into such transactions due to easy proximity and quick execution. While we believe that all such transactions have been conducted on an arm's length basis and in the ordinary course of business, there can be no assurance that we could not have achieved more favorable terms had such transactions not been entered into with related parties.

- 32. *Loans availed by our Company have been secured on personal guarantees of our Promoter and Promoter Group member. Our business, financial condition, results of operations, cash flows and prospects may be adversely affected in case of invocation of any personal guarantees or securities of the collateral provided by our Promoter and Promoter Group members.***

Our Promoter and Promoter Group Member have provided personal guarantees and their personal property as security to secure some portion of our existing borrowings taken from Jammu and Kashmir bank Limited, and may continue to provide such guarantees and other security post listing as well. In case of a default under our loan agreements the personal guarantees provided by our Promoters and Promoter Group Member may be invoked which could negatively impact the reputation and net worth of our Promoters. Also, we may face certain impediments in taking decisions in relation to our Company, which in turn would result in a material adverse effect on our financial condition, business, results of operations and prospects and would negatively impact our reputation. In addition, our Promoter and Promoter Group Member may be required to liquidate his shareholding in our Company to settle the claims of the lenders, thereby diluting his shareholding in our Company. We may also not be successful in procuring alternate guarantees/ alternate security satisfactory to the lenders, as a result may need to repay outstanding amounts under such facilities or seek additional sources of capital, which could affect our financial condition and cash flows. For further details regarding loans availed by our Company, please refer "*Statement of Financial Indebtedness*" on page 162 of this Draft Red Herring Prospectus.

- 33. *We are heavily dependent on our Promoters and Key Managerial Personnel for the continued success of our business through their continuing services and strategic guidance and support.***

Our success heavily depends upon the continued services of our Key managerial personnel, along with support of our Promoters. We also depend significantly on our Key Managerial Persons for executing our day to day activities. The loss of any of our Promoter and Key Management Personnel, or failure to recruit suitable or comparable replacements, could have an adverse effect on us. The loss of service of the Promoters and other senior management could seriously impair the ability to continue to manage and expand the business efficiently. If we are unable to retain qualified employees at a reasonable cost, we may be unable to execute our growth strategy. For further details of our Directors and key managerial personnel, please refer to Section "*Our Management*" on page 140 of this Draft Red Herring Prospectus.

- 34. *We may not be successful in implementing our business strategies.***

The success of our business depends substantially on our ability to implement our business strategies effectively. Even though we have successfully executed our business strategies in the past, there is no guarantee that we can implement the same on time and within the estimated budget going forward, or that we will be able to meet the expectations of our targeted clients. Changes in regulations applicable to us may also make it difficult to implement our business strategies. Failure to implement our business strategies would have a material adverse effect on our business and the results of operations.

- 35. *Our company has not carried out any independent appraisal of our working capital requirements. Therefore, if our estimation is not accurate or the assumptions we have taken, prove to be not correct, we may be required to raise additional debt on terms that may not be totally favorable to us.***

Our working capital requirements have been assessed based on the management's estimates and the same have not been independently appraised or evaluated by any bank or financial institution. Further, the estimates of our working capital requirement are totally based on the experience of our management and Promoters. We cannot assure that these estimates may be accurate. If these estimates prove to be wrong, we may be required to raise additional debt, on terms that may not be totally favorable to our Company, which may in turn adversely affect our profitability. For further details please refer Chapter titled "*Objects of the Issue*" on page 74 of Draft Red Herring Prospectus.

- 36. *We have not made any alternate arrangements for meeting our capital requirements for the Objects of the Issue.***

***Further we have not identified any alternate source of financing the ‘Objects of the Issue. Any shortfall in raising or meeting the same could adversely affect our growth plans, operations, and financial performance.***

As on date of this Draft Red Herring Prospectus, we have not made any alternate arrangements for meeting our capital requirements for the objects of the Issue. We meet our capital requirements through our bank finance, owned funds, and internal accruals. Any shortfall in our net owned funds, internal accruals, and our inability to raise debt in future would result in us being unable to meet our capital requirements, which in turn will negatively affect our financial condition and results of operations. Further, we have not identified any alternate source of funding and hence any failure or delay on our part to raise money from this Issue or any shortfall in the Issue proceeds may delay the implementation schedule and could adversely affect our growth plans. For further details please refer to the chapter titled “Objects of the Issue” beginning on page 74 of this Draft Red Herring Prospectus.

***37. There may be potential conflicts of interest if our Promoters, Promoters’ Group entities who are involved in same business activities that compete with or are in the same line of activity as our business operations.***

Any conflict of interest which could occur between our business and any other similar business activities pursued by our Director, Promoter and Promoter Group entity, could have a material adverse effect on our business and results of operations. Our Group Company, Alliance Outsourcing Private Limited is engaged in the business of providing manpower security services and staffing and housekeeping services. As a result, conflicts of interests may arise in allocating business opportunities amongst our Company and in circumstances where our respective interests diverge. Further, our Company has not entered into separate noncompeting agreement in order to avoid the conflict of interest envisaged with our group company. We cannot assure you that a conflict will not arise, or that we will be able to suitably resolve any such conflict without an adverse effect on our business or operations. For further details of conflict of interest please refer chapter titled “*Information with respect to Group Companies/Entities*” on beginning on page no 223 of this Draft Red Herring Prospectus.

***38. If we are unable to source business opportunities effectively, we may not achieve our financial objectives.***

Our ability to achieve our financial objectives will depend on our ability to identify, evaluate, and accomplish business opportunities. To grow our business, we will need to hire, train, supervise and manage new employees, expand our distribution network and to implement systems capable of effectively accommodating our growth. However, we cannot assure you that any such employees will contribute to the success of our business or that we will implement such systems effectively. Our failure to source business opportunities effectively could have a material adverse effect on our business, financial condition, and results of operations. It also is possible that the strategies used by us in the future may be different from those presently in use. No assurance can be given that our analyses of the market and other data or the strategies we use or plans in future to use will be successful under various market conditions.

***39. We have not identified any alternate source for the object of the issue and the deployment of funds is entirely at our discretion and as per the details mentioned in the section titled “Objects of the Issue”.***

Our Company has not identified any alternate source of funding for our objects of the issue and hence any failure or delay on our part to mobilize the required resources or any shortfall in the Issue proceeds can adversely affect our growth plan and profitability. The delay/shortfall in receiving these proceeds could result in inadequacy of funds for the objects or may result in borrowing funds on unfavorable terms, both of which scenarios may affect the business operation and financial performance of the company. Further the deployment of the funds raised in the issue will be entirely at the discretion of the management and any revision in the estimates may require us to reschedule our projected expenditure and may have a bearing on our expected revenues and earnings.

For further details of our objects of the Issue, please refer chapter titled “*Object for the Issue*” beginning on page 74 of this Draft Red Herring Prospectus.

***40. Industry information included in this Draft Red Herring Prospectus has been derived from industry reports. There can be no assurance that such third-party statistical, financial, and other industry information is either complete or accurate.***

We have relied on the reports of certain independent third parties for purposes of inclusion of such information in this Draft Red Herring Prospectus. These reports are subject to various limitations and based upon certain assumptions that are subjective in nature. We have not independently verified data from such industry reports and other sources. Although we believe that the data may be reliable, their accuracy, completeness and underlying assumptions are not guaranteed, and their dependability cannot be assured. While we have taken reasonable care in the reproduction of the information, the information has not been prepared or independently verified by us, or any of our respective affiliates or advisors and, therefore, we make no representation or warranty, express or implied, as to the accuracy or completeness of such facts and statistics. Due to possibly flawed or ineffective collection methods or discrepancies between published information and market practice and other problems, the statistics herein may be inaccurate or may not be comparable to statistics produced for other economies and should not be unduly relied upon. Further, there is

no assurance that they are stated or compiled on the same basis or with the same degree of accuracy as may be the case elsewhere. Statements from third parties that involve estimates are subject to change, and actual amounts may differ materially from those included in this Draft Red Herring Prospectus.

**41. *Our ability to pay any dividends will depend upon future earnings, financial condition, cash flows, working capital requirements and capital expenditures.***

We may retain all our future earnings, if any, for use in the operations and expansion of our business. As a result, we may not declare dividends in the foreseeable future. Any future determination as to the declaration and payment of dividends will be at the discretion of our Board of Directors and will depend on factors that our Board of Directors deem relevant, including among others, our results of operations, financial condition, cash requirements, business prospects and any other financing arrangements. Accordingly, realization of a gain on shareholders investments may largely depend upon the appreciation of the price of our Equity Shares. There can be no assurance that our Equity Shares will appreciate in value. For details of our Dividend history refer chapter titled “*Dividend Policy*” on page 161 of the Draft Red Herring Prospectus.

**42. *There is no monitoring agency appointed by Our Company to monitor the utilization of the Issue proceeds.***

As per SEBI (ICDR) Regulations, 2009, as amended, appointment of monitoring agency is required only for Issue size above Rs 10,000.00 Lacs. Hence, we have not appointed any monitoring agency to monitor the utilization of Issue proceeds. However, the audit committee of our Board will monitor the utilization of Issue proceeds in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, our Company shall inform about material deviations in the utilization of Issue proceeds to the stock exchange and shall also simultaneously make the material deviations / adverse comments of the audit committee public.

**43. *Our Promoters Directors may have interest in our Company other than normal remuneration or benefits and reimbursement of expenses incurred.***

Our Promoters Directors may be deemed to be interested in our Company, in addition to normal remuneration or benefits and reimbursements of expenses, to the extent of Equity Shares or other securities, held by them and their relatives (if any) their dividend or bonus entitlement, and benefits arising from their directorship in our Company and are also interested to the extent of sitting fee payable to them for attending each of our Board and Committee Meetings.

**44. *Our Promoters and the Promoter Group will jointly continue to retain majority shareholding in our Company after the issue, which will allow them to determine the outcome of the matters requiring the approval of shareholders.***

Our promoters along with the promoter group will continue to hold collectively [●] % of the equity share capital of the company. As a result of the same they will be able to exercise significant influence over the control of the outcome of the matter that requires approval of the majority shareholders vote. Such a concentration of the ownership may also have the effect of delaying, preventing or deterring any change in the control of our company. In addition to the above, our promoters will continue to have the ability to take actions that are not in, or may conflict with our interest or the interest of some or all of our minority shareholders, and there is no assurance that such action will not have any adverse effect on our future financials or results of operations.

**45. *Some of our Directors does not have prior experience of being a Director of a listed company.***

Except one of our Independent Director of Mr. Jaykumar Deepakbhai Khatnani None of our Directors have prior experience of being a directors/ holding directorship of listed companies.

Accordingly, they have limited exposure as regards managing the affairs of a listed company which inter-alia entails several compliance requirements and scrutiny of affairs by shareholders, regulators and the public at large that is associated with being a listed company. As a listed company, our Company will be required to adhere strict standards pertaining to accounting, corporate governance and reporting that it did not require as an unlisted company. Our Company will also be subject to the SEBI Listing Regulations, which will require it to file audited annual and unaudited quarterly/half yearly reports with respect to its business and financial condition. If the Company experiences any delays, we may fail to satisfy the reporting obligations. Further, as a publicly listed company, our Company will need to maintain and improve the effectiveness of our disclosure controls and procedures and internal control over financial reporting, including keeping adequate records of daily transactions. In order to maintain and improve the effectiveness of our Company’s disclosure controls and procedures and internal control over financial reporting, significant resources and management attention will be required. As a result, the Board of our Company may have to provide increased attention to such procedures and their attention may be diverted from our business concerns, which may adversely affect our business, prospects, results of operations and financial condition.

**46. *Any future issuance of Equity Shares may dilute the shareholding of the Investors or any sale of Equity Shares by our Promoter or other significant shareholder(s) may adversely affect the trading price of the Equity Shares.***

Any future issuance of Equity Shares by our Company could dilute the shareholding of the investors under this IPO. Any such future issuance of our Equity Shares or sale of our Equity Shares by any of our significant shareholders may adversely affect the trading price of our Equity Shares and could impact our ability to raise capital through an offering of our securities. While the entire Post-Issue paid-up share capital, held by our Promoters or other shareholders will be locked-in for a period of 1 (one) year and minimum promoter contribution subject to a minimum of 20% of our post-Issue paid-up capital will be locked-in for a period of 3 (three) years from the date of allotment of Equity Shares in the Issue, upon listing of our Equity Shares on the Stock Exchanges. For further information relating to such Equity Shares that will be locked-in, please refer to the section titled “*Capital Structure*” beginning on page 59 of the Draft Red Herring Prospectus. Any future issuance or sale of the equity shares of our company by our Promoter or by other significant shareholder(s) or any perception or belief that such sales of Equity Shares might occur may significantly affect the trading price of our Equity Shares.

**47. *The average cost of acquisition of Equity Shares by our Promoter, is lower than the face value of Equity Share.***

The average cost of acquisition of Equity Shares of our Promoter is lower than the face value of Equity Shares i.e. ₹ 10/-. For further details regarding the average cost of acquisition of Equity Shares by our Promoters in our Company and build-up of Equity Shares of our Promoters in our Company, please see Chapter titled “*Capital Structure*” beginning on page 59 of this Draft Red Herring Prospectus.

**48. *Non-Institutional Investors are not permitted to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Amount) at any stage after submitting an Application.***

Pursuant to the SEBI ICDR Regulations, Non-Institutional Investors are not permitted to withdraw or lower their Application (in terms of quantity of Equity Shares or the Amount) at any stage after submitting an Application. While our Company is required to complete Allotment pursuant to the Issue within three Working Days from the Issue Closing Date, events affecting the Bidders decision to invest in the Equity Shares, including material adverse changes in international or national monetary policy, financial, political or economic conditions, our business, results of operation or financial condition, may arise between the date of submission of the Application and Allotment. Our Company may complete the Allotment of the Equity Shares even if such events occur, and such events limit the bidder’s ability to sell the Equity Shares Allotted pursuant to the Issue or cause the trading price of the Equity Shares to decline on listing.

**49. *If we are unable to establish and maintain an effective system of internal controls and compliances, our business and reputation could be adversely affected***

We manage our internal compliance by monitoring and evaluating internal controls and ensuring all relevant statutory and regulatory compliances. However, there can be no assurance that in future no deficiency will be incurred. If we are unable to establish and maintain an effective system of internal controls and compliances, our business and reputation could be adversely affected.

**50. *Certain data mentioned in this Draft Red Herring Prospectus has not been independently verified.***

We have not independently verified data from industry publications contained herein and although we believe these sources to be reliable, we cannot assure that they are complete or reliable. Such data may also be produced on a different basis from comparable information compiled with regard to other countries. Therefore, discussions of matters relating to India and its economy are subject to the limitation that the statistical and other data upon which such discussions are based have not been verified by us and may be incomplete or unreliable.

**EXTERNAL RISK FACTORS**

**1. *Our business is dependent on the Indian economy.***

The performance and growth of our business are necessarily dependent on economic conditions prevalent in India, which may be materially and adversely affected by centre or state political instability or regional conflicts, a general rise in interest rates, inflation, and economic slowdown elsewhere in the world or otherwise. There have been periods of slowdown in the economic growth of India. India’s economic growth is affected by various factors including domestic consumption and savings, balance of trademovements, namely export demand and movements in key imports (oil and oil products), global economic uncertainty and liquidity crisis, volatility in exchange currency rates and annual rainfall which affects agricultural production. Any continued or future slowdown in the Indian economy or a further increase in inflation could have a material adverse effect on the price of our raw materials and demand for our products and, as a result, on our business and financial results. The Indian financial market and the Indian economy are influenced by economic and market conditions in other countries, particularly in emerging market in Asian countries. Financial turmoil in Asia, Europe, the U.S. and elsewhere in the world in recent years has affected the Indian economy. Although economic conditions are different in each country, investors’ reactions to developments in one country can have adverse effects on the securities market in other countries, including India. A loss in investor confidence in the financial systems of other emerging markets may cause increased volatility in Indian financial markets and, indirectly,

in the Indian economy in general. Any worldwide financial instability, including the financial crisis and fluctuations in the stock markets in China and further deterioration of credit conditions in the U.S. or European markets, could also have a negative impact on the Indian economy. Financial disruptions may occur again and could harm our business and financial results.

- 2. Regional hostilities, terrorist attacks, communal disturbances, civil unrest and other acts of violence or war involving India and other countries may result in a loss of investor confidence and adversely affect the financial markets and our business.***

Terrorist attacks, civil unrest and other acts of violence or war may negatively affect the Indian markets on which our Equity Shares will trade and also adversely affect the worldwide financial markets. In addition, the Asian region has from time to time experienced instances of civil unrest and hostilities among neighboring countries. Hostilities and tensions may occur in the future and on a wider scale. Military activity or terrorist attacks in India, may result in investor concern about stability in the region, which may adversely affect the price of our Equity Shares. Events of this nature in the future, as well as social and civil unrest within other countries in the world, could influence the Indian economy and could have an adverse effect on the market for securities of Indian companies, including our Equity Shares.

- 3. You may not be able to immediately sell any of the Equity Shares you subscribe to in this Issue on an Indian Stock Exchange.***

The Equity Shares are proposed to be listed on the Stock Exchanges. Pursuant to Indian laws and regulations, certain actions must be completed before the Equity Shares can be listed and commence trading, including the crediting of Equity Shares in the investor's demat accounts within the timeline specified under applicable law. Further, in accordance with Indian law, permission for listing and trading of the Equity Shares will not be granted until after certain actions have been completed in relation to this Issue and until Allotment of Equity Shares pursuant to this Issue. The Allotment of Equity Shares in the Issue and the credit of Equity Shares to the investor's demat account with the relevant depository participant and listing is expected to be completed within the period as may be prescribed under applicable law. Any failure or delay in obtaining the approvals or otherwise commence trading in the Equity Shares would restrict investors' ability to dispose of their Equity Shares. Our Company cannot assure you that the Equity Shares will be credited to investor's demat accounts, or that trading in the Equity Shares will commence, within the prescribed time periods or at all which could restrict your ability to dispose of the Equity Shares. We could also be required to pay interest at the applicable rates if allotment is not made, refund orders are not dispatched or demat credits are not made to investors within the prescribed time periods.

- 4. The price of our Equity Shares may be volatile, or an active trading market for our Equity Shares may not develop.***

Prior to this Issue, there has been no public market for our Equity Shares. Our Company and the Book Running Lead Manager has appointed [●] as Designated Market Maker for the equity shares of our Company. However, the trading price of our Equity Shares may fluctuate after this Issue due to a variety of factors, including our results of operations and the performance of our business, competitive conditions, general economic, political and social factors, the performance of the Indian and global economy and significant developments in India's fiscal regime, volatility in the Indian and global securities market, performance of our competitors, the Indian Capital Markets and Finance industry, changes in the estimates of our performance or recommendations by financial analysts and announcements by us or others regarding contracts, acquisitions, strategic partnership, joint ventures, or capital commitments.

- 5. There is no guarantee that the Equity Shares issued pursuant to the Issue will be listed on the Emerge Platform of National Stock Exchange of India Limited in a timely manner, or at all.***

In accordance with Indian law and practice, permission for listing and trading of the Equity Shares issued pursuant to the Issue will not be granted until after the Equity Shares have been issued and allotted. Approval for listing and trading will require all relevant documents authorizing the issuing of Equity Shares to be submitted. There could be a failure or delay in listing the Equity Shares on the Emerge Platform of National Stock Exchange of India Limited. Any failure or delay in obtaining the approval would restrict your ability to dispose of your Equity Shares.

- 6. We are subject to risks arising from interest rate fluctuations, which could adversely impact our business, financial condition, and operating results.***

Changes in interest rates could significantly affect our financial condition and results of operations. If the interest rates for future borrowings increase significantly, our cost of servicing such debt will increase. This may negatively impact our results of operations, planned capital expenditures and cash flows.

- 7. Changing laws, rules and regulations and legal uncertainties in India, including adverse application of tax laws and regulations, may adversely affect our business and financial performance.***

Our business and financial performance could be adversely affected by changes in law or interpretations of existing, or the promulgation of new laws, rules and regulations in India applicable to us and our business. For further details please

refer to the chapter “*Government and Other Statutory Approvals*” on page 218 for details of the laws currently applicable to us. There can be no assurance that the central or the state governments in India may not implement new regulations and policies which will require us to obtain approvals and licenses from the central or the state governments in India and other regulatory bodies or impose onerous requirements and conditions on our operations. Any such changes and the related uncertainties with respect to the implementation of the new regulations may have a material adverse effect on all our business, financial condition and results of operations. In addition, we may have to incur capital expenditures to comply with the requirements of any new regulations, which may also materially harm our results of operations. For instance, the Government has proposed a comprehensive national goods and services tax (“GST”) regime that will combine taxes and levies by the Central and state Governments into a unified rate structure. Given the limited availability of information in the public domain concerning the GST, we are unable to provide any assurance as to the tax regime following implementation of the GST. The implementation of this new structure may be affected by any disagreement between certain state Governments, which could create uncertainty. Any such future amendments may affect our overall tax efficiency, and may result in significant additional taxes becoming payable.

**8. *Government regulation of foreign ownership of Indian securities may have an adverse effect on the price of the Equity Shares.***

Foreign ownership of Indian securities is subject to government regulation. Under foreign exchange regulations currently in effect in India, transfer of shares between non-residents and residents are freely permitted (subject to certain exceptions) if they comply with the pricing guidelines and reporting requirements specified by the RBI. If the transfer of shares, which are sought to be transferred, is not in compliance with such pricing guidelines or reporting requirements or fall under any of the exceptions referred to above, then the prior approval of the RBI will be required. Additionally, shareholders who seek to convert the rupees proceeds from the sale of shares in India into foreign currency and repatriate that foreign currency from India will require a no objection/ tax clearance certificate from the Income Tax authorities. There can be no assurance that any approval required from the RBI or any other government agency can be obtained.

**9. *Our performance is linked to the stability of policies and the political situation in India.***

The Government of India has traditionally exercised, and continues to exercise, a significant influence over many aspects of the economy. Our business, and the market price and liquidity of our Equity Shares, may be affected by interest rates, changes in government policy, taxation, social and civil unrest and other political, economic or other developments in or affecting India. Any political instability in India may adversely affect the Indian securities markets in general, which could also adversely affect the trading price of our Equity Shares. Any political instability could delay the reform of the Indian economy and could have a material adverse effect on the market for our Equity Shares. There can be no assurance to the investors that these liberalization policies will continue under the newly elected government. Protests against privatization could slow down the pace of liberalization and deregulation. The rate of economic liberalization could change, and specific laws and policies affecting companies in the industrial equipment manufacturing sectors, foreign investment, currency exchange rates and other matters affecting investment in our securities could change as well. A significant change in India’s economic liberalization and deregulation policies could disrupt business and economic conditions in India and thereby affect our business.

**10. *Natural disasters, fires, epidemics, pandemics, acts of war, terrorist attacks, civil unrest and other events could materially and adversely affect our business***

Natural disasters (such as typhoons, flooding and earthquakes), epidemics, pandemics such as COVID-19, man-made disasters, including acts of war, terrorist attacks, environmental issues and other events, many of which are beyond our control, may lead to economic instability, including in India or globally, which may in turn materially and adversely affect our business, financial condition, cash flows and results of operations.

Our operations may be adversely affected by fires, natural disasters and/or severe weather, which can result in damage to our property or inventory and generally reduce our productivity and may require us to evacuate personnel and suspend operations. Any terrorist attacks or civil unrest as well as other adverse social, economic and political events in India could have a negative effect on us. Such incidents could also create a greater perception that investment in Indian companies involves a higher degree of risk and could have an adverse effect on our business and the price of the Equity Shares.

India has experienced natural calamities such as earthquakes, tsunami, floods etc. In recent years, the extent and severity of these natural disasters determine their impact on the Indian economy. Prolonged spells of abnormal rainfall or other natural calamities could have a negative impact on the Indian economy, which could adversely affect our business, prospects, financial condition and results of operations as well as the price of the Equity Shares.

**11. *The sale of Equity Shares by our Promoters in future may adversely affect the market price of the Equity Shares.***

After the completion of the Issue, our Promoters will still own a significant percentage of our issued Equity Shares. The sale of a large number of the Equity Shares by our Promoters could adversely affect the market price of the Equity Shares. Similarly, the perception that any such primary or secondary sale may occur, could adversely affect the market price of the Equity Shares. No assurance may be given that our Promoters will not dispose of, pledge or encumber their Equity Shares in the future.

**12. The Issue price of our Equity Shares may not be indicative of the market price of our Equity Shares after the Issue and the market price of our Equity Shares may decline below the issue price and you may not be able to sell your Equity Shares at or above the Issue Price.**

The issue price of the equity shares has been based on many factor and may not be indicative of the market price of our Equity Shares after the Issue. For further information, please refer the section titled “**Basis for Issue Price**” beginning on page 83 of the Draft Red Herring Prospectus. The market price of our Equity Shares could be subject to significant fluctuations after the Issue, and may decline below the Issue Price. We cannot assure you that you will be able to sell your Equity Shares at or above the Issue Price.

**13. If certain labour laws become applicable, our profitability may be adversely affected.**

India has stringent labour legislations that protect the interests of workers, including legislation that sets forth detailed procedures for dispute resolution and employee removal and legislation that imposes certain financial obligations on employers upon retrenchment. Any change or modification in the existing labour laws may affect our flexibility in formulating labour related policies.

**PROMINENT NOTES**

1. Public Issue of upto 44,56,000 Equity Shares of face value of ₹ 10/- each for cash at a price of ₹ [●]/- per equity share including a share premium of ₹ [●]/- per equity share (the “Issue Price”) aggregating to ₹ [●] lakhs (“the issue”).
2. The Net Asset Value per Equity Share (Post-Bonus) of our Company as per the Restated Financials as of March 31, 2024, 2023 and 2022, is ₹ 16.30, ₹ 9.18 and ₹ 7.02 per Equity Share, respectively.
3. The net worth of our Company as per Restated Financials as of March 31, 2024 is ₹ 1,793.38 Lakhs.
4. Average cost of acquisition of equity shares by our promoters is as follows:

Sr. No.	Name of Promoters	No. of Equity Shares held	Average Cost of Acquisition per equity share (in ₹)*
1.	Mrs. Suman Gupta	98,99,560	0.18
2.	Mr. Sahil Gupta	5,50,000	1.37
3.	Mrs. Palvi Gupta	5,50,000	0.45

^Average Cost of Acquisition doesn't include shares transferred by the Promoters

As certified by M/s S V J K and Associates, Chartered Accountants, by way of their certificate dated September 24, 2024.

For further details, please refer to chapter titled “*Capital Structure*” beginning on page no. 59 of this Draft Red Herring Prospectus.

5. There has been no change of name of our Company at any time during the last three (3) years immediately preceding the date of filing Draft Red Herring Prospectus.
6. There has been no financing arrangement whereby our directors or any of their respective relatives have financed the purchase by any other person of securities of our Company during the six (6) months preceding the date of this Draft Red Herring Prospectus.
7. Except as stated under the chapter titled “*Capital Structure*” beginning on page no 59 of this Draft Red Herring Prospectus, our Company has not issued any Equity Shares for consideration other than cash.
8. Except as disclosed in the chapters titled “*Capital Structure*”, “*Our Promoters and Promoter Group*”, “*Information with respect to Group Companies/entities*” and “*Our Management*” beginning on page no. 59, 154, 223 and 140 respectively of this Draft Red Herring Prospectus, none of our Promoters, Directors or Key Managerial Personnel has any interest in our Company.
9. Trading in Equity Shares of our Company for all investors shall be in dematerialized form only.
10. Investors are advised to refer to the chapter titled “*Basis for Issue Price*” beginning on page 83 of the Draft Red Herring Prospectus.

Investors may contact the Book Running Lead Manager or the Company Secretary & Compliance Officer for any complaint/clarification/information pertaining to the Issue. For contact details of the Book Running Lead Manager and the Company Secretary & Compliance Officer, please refer to chapter titled “*General Information*” beginning on page 50 of this Draft Red Herring Prospectus.



## SECTION IV – INTRODUCTION

### THE ISSUE

#### Present Issue in terms of this Draft Red Herring Prospectus:

Particulars		Details
Equity Shares Issued*		Issue of Upto 44,56,000 Equity Shares of ₹ 10/- each at a price of ₹ [●]/- per Equity Share each aggregating to ₹ [●] Lakhs
Of which:		
Reserved for Market Makers		[●] Equity Shares of ₹ 10/- each at an Issue Price of ₹ [●]/- per Equity Share each aggregating to ₹ [●] Lakhs
Net Issue to the Public		[●] Equity Shares of ₹ 10/- each at an Issue Price of ₹ [●]/- per Equity Share each aggregating to ₹ [●] Lakhs
Of which		
Allocation to Qualified Institutional Buyers	Anchor Investors	Not more than [●] Equity Shares of ₹ 10/- each at an Issue Price of ₹ [●]/- per Equity Share each aggregating to ₹ [●] Lakhs
	Net QIB	Not more than [●] Equity Shares of ₹ 10/- each at an Issue Price of ₹ [●]/- per Equity Share each aggregating to ₹ [●] Lakhs
Allocation to Non- Retail Investors		Not less than [●] Equity Shares of ₹ 10/- each at an Issue Price of ₹ [●]/- per Equity Share each aggregating to ₹ [●] Lakhs
Allocation to Retail Individual Investors		Not less than [●] Equity Shares of ₹ 10/- each at an Issue Price of ₹ [●]/- per Equity Share each aggregating to ₹ [●] Lakhs
Equity Shares outstanding prior to the Issue		1,24,60,000 Equity Shares of ₹ 10/- each
Equity Shares outstanding after the Issue		[●] Equity Shares of ₹ 10/- each
Use of Proceeds		For details, please refer chapter titled “ <i>Objects of The Issue</i> ” beginning on Page no. 74 of this Draft Red Herring Prospectus for information on use of Issue Proceeds.

\* Subject to finalization of the Basis of Allotment. Number of shares may need to be adjusted for lot size upon determination of issue price

- (1) The Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time. This Issue is being made by our company in terms of Regulation of 229(2) and Regulation 253(1) of SEBI ICDR Regulations read with Rule 19(2)(b)(i) of SCRR wherein not less than 25% of the post – issue paid up equity share capital of our company are being issued to the public for subscription.
- (2) The present Issue has been authorized pursuant to a resolution of our Board dated July 26, 2024 and by Special Resolution passed under Section 62(1)(c) of the Companies Act, 2013 at an Extra-Ordinary General Meeting of our shareholders held on August 17, 2024.
- (3) In the event of over-subscription, allotment shall be made on a proportionate basis, subject to valid Bids received at or above the Issue Price. Allocation to investors in all categories, except the Retail Portion, shall be made on a proportionate basis subject to valid bids received at or above the Issue Price. The allocation to each Retail Individual Investor shall not be less than the minimum Bid Lot, and subject to availability of Equity Shares in the Retail Portion, the remaining available Equity Shares, if any, shall be allocated on a proportionate basis.
- (4) The SEBI ICDR Regulations permit the issue of securities to the public through the Book Building Process, which states that, not less than 15% of the Net Issue shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35% of the Net Issue shall be available for allocation on a proportionate basis to Retail Individual Bidders and not more than 50% of the Net Issue shall be allotted on a proportionate basis to QIBs, subject to valid Bids being received at or above the Issue Price.

Subject to valid Bids being received at or above the Issue Price, undersubscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill-over from any other category or combination of categories of Bidders at the discretion of our Company in consultation with the Book Running Lead Manager and the Designated Stock Exchange, subject to applicable laws.

**SUMMARY OF FINANCIAL STATEMENTS**  
**STATEMENT OF ASSETS & LIABILITIES, AS RESTATED**

(₹ in Lakhs)

	Particulars	As At 31/03/2024	As At 31/03/2023	As At 31/03/2022
<b>I</b>	<b>EQUITY AND LIABILITIES</b>			
	1. Shareholders' funds			
	(a) Share Capital	100.00	100.00	20.00
	(b) Reserves and surplus	1,693.38	909.49	752.34
	2. Non-current liabilities			
	(a) Long-term borrowings	1,489.74	585.51	264.93
	(b) Other Non-current liabilities	-	-	-
	(c) Deferred tax liabilities	-	-	-
	(d) Long-term provisions	2.90	1.53	0.36
	3. Current liabilities			
	(a) Short-term borrowings	4,313.80	1,949.16	1,243.11
	(b) Trade payables			
	i) Due to MSME	72.90	-	-
	ii) Due to Others	256.13	218.52	155.37
	(c) Other current liabilities	397.99	346.31	442.77
(d) Short-term provisions	272.52	112.42	49.43	
<b>TOTAL</b>	<b>8,599.37</b>	<b>4,222.94</b>	<b>2,928.31</b>	
<b>II.</b>	<b>ASSETS</b>			
	<b>1. Non-current assets</b>			
	(a) Property Plant & Equipments and Intangible Assets			
	(i) Property Plant & Equipments	896.50	901.38	201.17
	(ii) Intangible Assets	0.59	-	-
	(iii) Capital work-in-progress	-	-	-
	(b) Non-current investments	15.81	15.81	15.81
	(c) Long-term loans and advances	-	-	-
	(d) Other Non Current Assets	156.28	196.16	148.84
	(e) Deferred Tax Assest(net)	7.03	4.87	6.16
	<b>2. Current assets</b>			
	(a) Inventories	592.01	592.35	139.02
	(b) Trade receivables	3,246.64	1,487.21	1,470.10
	(c) Cash and cash equivalents	1,916.52	109.77	702.50
	(d) Short-term loans and advances	268.86	425.32	231.83
(e) Other Current Assets	1,499.13	490.08	12.88	
<b>TOTAL</b>	<b>8,599.37</b>	<b>4,222.94</b>	<b>2,928.31</b>	

**STATEMENT OF PROFIT & LOSS, AS RESTATED**

(₹ in Lakhs)

	Particulars	For the period ended 31/03/2024	For the year ended 31/03/2023	For the year ended 31/03/2022
<b>I</b>	Revenue from operations	11,859.20	8,445.67	5,708.57
<b>II</b>	Other Income	14.97	85.74	80.77
<b>III</b>	<b>Total Income (I+II)</b>	<b>11,874.17</b>	<b>8,531.42</b>	<b>5,789.34</b>
	<b>Expenses:</b>			
	(a) Cost of materials consumed	0.34	48.47	157.01
	(b) Purchases of stock-in-trade	-	-	-
	(c) Changes in inventories of finished goods and work-in- progress	-	-	-
	(d) Employee benefits expense	8,684.20	6,795.49	4,416.00
	(e) Finance costs	314.64	193.77	105.96
	(f) Depreciation and amortisation expense	52.91	46.57	27.88
	(g) Other expenses	1,749.97	996.13	885.47
<b>IV</b>	<b>Total expenses</b>	<b>10,802.07</b>	<b>8,080.43</b>	<b>5,592.32</b>
			-	
<b>V</b>	<b>Profit /(Loss) before tax and Exceptional Items (III-IV)</b>	<b>1,072.10</b>	<b>450.99</b>	<b>197.02</b>
<b>VI</b>	<b>Exceptional Items</b>	-	-	-
<b>VII</b>	<b>Profit /(Loss) before tax (V-VI)</b>	<b>1,072.10</b>	<b>450.99</b>	<b>197.02</b>
<b>VIII</b>	<b>Tax expense:</b>			
	(a) Current tax expense	272.39	115.14	49.42
	(b) Deferred tax charge/(credit)	(2.15)	(1.29)	0.26
		<b>270.24</b>	<b>113.84</b>	<b>49.68</b>
<b>IX</b>	<b>Profit after tax for the year (VII-VIII)</b>	<b>801.87</b>	<b>337.14</b>	<b>147.34</b>
<b>XII</b>	<b>Earnings per share (face value of ₹ 10/- each):</b>			
	(a) Basic (in ₹)	7.29	3.06	1.34
	(b) Diluted (in ₹)	7.29	3.06	1.34

**STATEMENT OF CASH FLOW, AS RESTATED**

(₹ in Lakhs)

Particulars	For the year ended	For the year ended	For the year ended
	31-03-2024	31-03-2023	31-03-2022
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>			
Net Profit before Extraordinary items	1,072.10	450.99	197.02
Adjustment For:			
(a) Depreciation and Amortization	52.91	46.57	27.88
(b) Interest Charges	314.64	193.77	105.96
Operating Profit before Working Capital Changes	<b>1,439.66</b>	<b>691.33</b>	<b>330.86</b>
Adjustment For :			
(a) (Increase)/Decrease in Inventories	0.34	(453.34)	(25.63)
(b) (Increase)/Decrease in Trade Receivables	(1,759.43)	(17.10)	41.82
(c) (Increase)/Decrease in Loans & Advances & Other Assets	(852.60)	(670.68)	(0.22)
(d) Increase /(Decrease) in Trade Payables & Other Liabilities	322.29	29.68	(285.51)
CASH GENERATED FROM OPERATIONS	(849.74)	(420.11)	61.32
Less : Direct Taxes paid	(272.39)	(112.55)	(49.43)
CASH FLOW BEFORE EXTRAORDINARY ITEMS	<b>(1,122.13)</b>	<b>(532.67)</b>	<b>11.89</b>
NET CASH FROM OPERATING ACTIVITIES (A)	<b>(1,122.13)</b>	<b>(532.67)</b>	<b>11.89</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>			
(a) Sales / (Addition) in Fixed Assets & WIP	(48.61)	(746.79)	(137.21)
(b) (Increase) / Decrease in Investment	-	-	-
(c) (Increase ) / Decrease in Non Current Assets	39.88	(47.32)	(67.99)
NET CASH FROM INVESTING ACTIVITIES (B)	<b>(8.72)</b>	<b>(794.11)</b>	<b>(205.20)</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>			
(a) Increase/(Decrease) in Long Term Borrowings	904.23	320.58	(61.24)
(b) Increase/(Decrease) in Short Term Borrowings	2,364.64	706.05	739.35
(c) Increase / ( Decrease ) in Long Term Provisions	1.37	1.17	0.36
(d) Issue of Share Capital	-	-	-
(e) Dividend Paid	-	(100.00)	-
(f) Interest Paid	(314.64)	(193.77)	(105.96)
Restatement Adjustments for Current Year	(17.99)	-	-
NET CASH FLOW IN FINANCING ACTIVITIES (C)	<b>2,937.61</b>	<b>734.04</b>	<b>572.51</b>
NET INCREASE IN CASH & CASH EQUIVALENTS (A)+(B)+(C)	1,806.75	(592.74)	379.19
OPENING BALANCE – CASH & CASH EQUIVALENT	<b>109.77</b>	<b>702.50</b>	<b>323.31</b>
CLOSING BALANCE - CASH & CASH EQUIVALENT	<b>1,916.52</b>	<b>109.76</b>	<b>702.50</b>

## SECTION V – GENERAL INFORMATION

Our Company was originally formed under the name and style of M/s “B D Security Private Limited” under the provisions of the Companies Act, 1956 pursuant to Certificate of Incorporation dated March 14, 2006 issued by the Registrar of Companies Jammu and Kashmir. Subsequently, our Company was converted from a private limited company to a public limited company, pursuant to a special resolution passed by our Shareholders at an Extra-ordinary General Meeting held on October 30, 2023 and the name of Company was changed to “B D Security Limited” and a fresh certificate of incorporation consequent upon conversion dated December 04, 2023 was issued by the Registrar of Companies, Jammu. The Corporate Identification Number of our Company is U74920JK2006PLC002638. This transformation marks an important step in our company’s evolution, enabling greater opportunities for growth and expansion in the future.

For details of change in registered office of our Company, please refer to chapter titled “*History and Corporate Structure*” beginning on page no. 132 of this Draft Red Herring Prospectus.

### BRIEF INFORMATION ON COMPANY AND ISSUE

Particulars	Details			
<b>Name of Issuer</b>	B D SECURITY LIMITED			
<b>Registered Office</b>	BD House, 3rd Building, Lane No 1st, Greater Kailash, Jammu- 180011, Jammu & Kashmir, India <b>Telephone No.:</b> +91-9858001030, 9541904791 <b>Web site:</b> <a href="http://www.bdsecurity.co.in">www.bdsecurity.co.in</a> <b>E-Mail:</b> <a href="mailto:cs@bdsecurity.co.in">cs@bdsecurity.co.in</a> <b>Contact Person:</b> Ms. Deepali			
<b>Date of Incorporation</b>	March 14, 2006			
<b>Company Identification Number</b>	U74920JK2006PLC002638			
<b>Company Registration Number</b>	002638			
<b>Company Category</b>	Company Limited by Shares			
<b>Registrar of Company</b>	ROC Jammu			
<b>Address of the RoC</b>	Hall No.405-408, South Block, Bahu Plaza, Rail Head Complex, Jammu – 180012; <b>Phone:</b> 0191-2470306			
<b>Company Secretary and Compliance Officer</b>	Ms. Deepali B D SECURITY LIMITED BD House, 3rd Building, Lane No 1st, Greater Kailash, Jammu- 180011, Jammu & Kashmir, India; <b>Telephone No.:</b> +91-9858001030, 9541904791 <b>E-Mail:</b> <a href="mailto:cs@bdsecurity.co.in">cs@bdsecurity.co.in</a>			
<b>Designated Stock Exchange</b>	Emerge Platform of National Stock Exchange of India Limited <b>Address:</b> Exchange Plaza, Plot no. C/1, G Block, Bandra - Kurla Complex, Bandra (E), Mumbai – 400051			
<b>Issue Programme</b>	<b>Issue Opens On:</b>	[●]	<b>Issue Closes On:</b>	[●]

### Investor Grievances

**Note:** Investors can contact the Company Secretary & Compliance officer, the Book Running Lead Manager or the Registrar to the Issue in case of any pre-issue or post issue related problems such as non-receipt of letter of allotment or credit of securities in depository’s beneficiary account or dispatch of refund order etc.

All grievances relating to the ASBA process and UPI Process may be addressed to the Registrar to the Issue, with a copy to the relevant Designated Intermediary to whom the Application was submitted or Sponsor Bank, as the case may be. The Applicant should give full details such as name of the sole or first Bidder, Bid cum Application Form number, Bidder’s DP ID, Client ID, PAN, UPI ID (in case of RII’s if applicable), date of submission of the Bid cum Application Form, address of the Bidder, number of Equity Shares applied for and the name and address of the Designated Intermediary where the Bid cum Application Form was submitted by the Bidder.

All grievances relating to the Anchor Investors may be addressed to the Registrar to the Issue, giving full details such as name of the sole or first Applicant, Bid cum Application Form number, Applicants DP ID, Client ID, PAN, date of the Anchor Investor Application Form, address of the Applicant, number of Equity Shares applied for, Bid Amount paid on

submission of the Anchor Investor Application Form and the name and address of the BRLM where the Anchor Investor Application Form was submitted by the Anchor Investor.

Further, the Investors shall also enclose a copy of the Acknowledgment Slip received from the Designated Intermediaries/SCSB in addition to the information mentioned hereinabove.



#### BOARD OF DIRECTORS OF OUR COMPANY

As on date of the Draft Red Herring Prospectus, our Board of Directors comprises of following Directors.

Sr. No.	Name	Designation	Address	DIN
1.	Mr. Sahil Gupta	Chairman and Managing Director	House No. 34, Extn Sec-A Sainik Colony, Jammu-Jammu and Kashmir-180011, India	01234336
2.	Mrs. Suman Gupta	Non-Executive Director	House No. 34, Extn Sec-A Sainik Colony, Jammu-Jammu and Kashmir-180011, India	01235920
3.	Mr. Jaykumar Deepakbhai Khatnani	Independent Director	37 Patel Society Near Lakhanbharati School, Sardarnagar, Ahmedabad-382475, Gujarat, India.	08659187
4.	Mr. Mukesh Kumar	Independent Director	210 K, Sec 2, Durga Nagar, Roop Nagar Jammu Tawi, Jammu-180013, Jammu & Kashmir, India	10405298

For further details pertaining to the education qualification and experience of our directors, please refer the chapter titled “Our Management” beginning on Page no. 140 of this Draft Red herring Prospectus.

#### DETAILS OF KEY MARKET INTERMEDIARIES PERTAINING TO THIS ISSUE AND OUR COMPANY

BOOK RUNNING LEAD MANAGER TO THE ISSUE	REGISTRAR TO THE ISSUE
	
<p><b>BEELINE CAPITAL ADVISORS PRIVATE LIMITED</b>  <b>SEBI Registration Number:</b> INM000012917  <b>Address:</b> B 1311-1314, Thirteenth Floor, Shilp Corporate Park, Rajpath Rangoli Road, Thaltej, Ahmedabad-380054, Gujarat, India.  <b>Telephone Number:</b> 079 4918 5784  <b>Email Id:</b> <a href="mailto:mb@beelinemb.com">mb@beelinemb.com</a>  <b>Investors Grievance Id:</b> <a href="mailto:ig@beelinemb.com">ig@beelinemb.com</a>  <b>Website:</b> <a href="http://www.beelinemb.com">www.beelinemb.com</a>  <b>Contact Person:</b> Mr. Nikhil Shah  <b>CIN:</b> U67190GJ2020PTC114322</p>	<p><b>SKYLINE FINANCIAL SERVICES PRIVATE LIMITED</b>  <b>SEBI Registration Number:</b> INR000003241  <b>Address:</b> D-153A , 1st Floor, Okhla Industrial Area, Phase -I, New Delhi - 110 020, India  <b>Tel. Number:</b> 011-40450193-197, 011-26812683  <b>Email Id:</b> <a href="mailto:ipo@skylinerta.com">ipo@skylinerta.com</a>  <b>Investors Grievance Id:</b> <a href="mailto:ipo@skylinerta.com">ipo@skylinerta.com</a>  <b>Website:</b> <a href="http://www.skylinerta.com">www.skylinerta.com</a>  <b>Contact Person:</b> Mr. Anuj Rana  <b>CIN:</b> U74899DL1995PTC071324</p>
STATUTORY AUDITORS OF THE COMPANY	PEER REVIEW AUDITORS OF THE COMPANY
<p><b>M/s. P C Bindal &amp; Co.,</b>  <b>Chartered Accountants</b>  <b>Address:</b> 45, Rajinder Nagar, Canal Road, Jammu - 180001, Jammu &amp; Kashmir, India  <b>Tel. No.:</b> 9419193652  <b>Email Id:</b> <a href="mailto:anilca1@yahoo.com">anilca1@yahoo.com</a>  <b>Contact Person:</b> CA Anil Gupta  <b>Membership No.:</b> 094713  <b>Firm Registration No:</b> 003824N  <b>Peer review Certificate No.:</b> 017203</p>	<p><b>M/S. S V J K And Associates</b>  <b>Chartered Accountants</b>  <b>Address:</b> 813, 1 Square Business Park, Near Shukan mall Science city road, Sola, Ahmedabad-380060  <b>Tel. No.:</b> +91 93775 11790  <b>Email Id:</b> <a href="mailto:info.caadvisors@gmail.com">info.caadvisors@gmail.com</a>  <b>Membership No.:</b> 193591  <b>Peer Review No.:</b> 014698  <b>Firm Registration No:</b> 135182W  <b>Contact Person :</b> CA Reeturaj Verma</p>

<b>LEGAL ADVISOR TO THE COMPANY</b>	<b>BANKERS TO THE COMPANY</b>
<b>M/s M V Kini</b> <b>Law Firm</b> <b>Address:</b> Kini House, 6/39, Jangpura-B, New Delhi - 110014, India. <b>Tel No.:</b> 091-11-24371038/39/40 <b>Fax:</b> +91-11-24379484 <b>Email:</b> <a href="mailto:corporatedelhi@mvkini.com">corporatedelhi@mvkini.com</a> <b>Website:</b> <a href="http://www.mvkini.com">www.mvkini.com</a> <b>Contact Person:</b> Vidisha Krishan <b>Designation:</b> Partner	<b>THE JAMMU AND KASHMIR BANK LIMITED</b> <b>Address:</b> Large Credit Unit, Railhead Complex, Jammu-182202, Jammu and Kashmir, India <b>Telephone:</b> +91 9697792939 <b>Email:</b> <a href="mailto:lcujmu@jkbmail.com">lcujmu@jkbmail.com</a> <b>Website:</b> <a href="http://www.jkbank.com">www.jkbank.com</a> <b>Contact Person:</b> Mrs Neena Mahajan <b>CIN:</b> L65110JK1938SGC000048
<b>BANKERS TO THE ISSUE, REFUND BANKER AND SPONSOR BANK</b>	<b>SYNDICATE MEMBERS</b>
[•]	[•]

#### **DESIGNATED INTERMEDIARIES**

##### **Self-Certified Syndicate Banks**

The list of SCSBs, as updated till date, is available on website of Securities and Exchange Board of India at below link.

<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34>

<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35>

Investors are requested to refer the SEBI website for updated list of SCSBs and their designated branches.

##### **Self-Certified Syndicate Banks eligible as Sponsor Banks for UPI**

The list of Self Certified Syndicate Banks that have been notified by SEBI to act as Investors Bank or Issuer Bank for UPI mechanism are provided on the website of SEBI on

<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=41>

#### **BROKERS TO THE ISSUE**

All members of the recognized stock exchanges would be eligible to act as Brokers to the Issue.

#### **REGISTRAR TO ISSUE AND SHARE TRANSFER AGENTS**

The list of the Registrar to Issue and Share Transfer Agents (RTAs) eligible to accept Applications forms at the Designated RTA Locations, including details such as address, telephone number and e-mail address, are provided at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=10>, as updated from time to time.

#### **COLLECTING DEPOSITORY PARTICIPANTS**

The list of the Collecting Depository Participants (CDPs) eligible to accept Application Forms at the Designated CDP Locations, including details such as name and contact details, are provided at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=19> for NSDL CDPs and at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=18> for CDSL CDPs, as updated from time to time. The list of branches of the SCSBs named by the respective SCSBs to receive deposits of the Bid cum Application Forms from the Designated Intermediaries will be available on the website of the SEBI ([www.sebi.gov.in](http://www.sebi.gov.in)) and updated from time to time.

#### **STATEMENT OF INTER-SE ALLOCATION OF RESPONSIBILITIES**

Since Beeline Capital Advisors Private Limited is only Book Running Lead Manager to the Issue, all the responsibility of the Issue will be managed by them.

#### **CREDIT RATING**

As this is an issue of Equity Shares, there is no credit rating for this Issue.

#### **IPO GRADING**

Since the Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018 there is no requirement of appointing an IPO Grading agency.

#### **FILING OF DRAFT RED HERRING PROSPECTUS/ RED HERRING PROSPECTUS/PROSPECTUS WITH THE STOCK EXCHANGE, BOARD AND THE REGISTRAR OF COMPANIES**

The Draft Red Herring Prospectus is being filed with National Stock Exchange of India Limited, Exchange Plaza, C-1, Block-G, Bandra Kurla Complex, Bandra (East), Mumbai 400051, Maharashtra, India.

Draft Red herring Prospectus will not be filed with SEBI nor SEBI will issue any observation on the draft offer document in term of Regulation 246(2) of the SEBI (ICDR) Regulations, 2018. Pursuant to Regulation 246(5) of SEBI (ICDR) Regulations, 2018 and SEBI Circular Number SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018, a copy of Prospectus will be filed online through SEBI Intermediary Portal at <https://siportal.sebi.gov.in>.

A copy of Draft Red Herring Prospectus will be available on website of the company [www.bdsecurity.co.in](http://www.bdsecurity.co.in), Book Running Lead Manager [www.beelinemb.com](http://www.beelinemb.com) and stock exchange [www.nseindia.com](http://www.nseindia.com).

A copy of the Red Herring Prospectus/Prospectus, along with the material contracts and documents referred elsewhere in the Red Herring Prospectus/Prospectus, will be delivered to the Registrar of Companies Jammu, Hall No.405-408, South Block, Bahu Plaza, Rail Head Complex, Jammu – 180012; Phone: 0191-2470306 and the same will also be available on the website of the company [www.bdsecurity.co.in](http://www.bdsecurity.co.in) for inspection.

#### **CHANGES IN AUDITORS IN LAST THREE YEARS**

No changes have taken place in the Auditors during the last three years preceding the date of this Draft Red Herring Prospectus.

#### **TRUSTEES**

As this is an issue of Equity Shares, the appointment of Debenture Trustees is not required.

#### **APPRAISAL AND MONITORING AGENCY**

As per SEBI (ICDR) Regulations, 2018, appointment of monitoring agency is required only if Issue size exceeds ₹ 10,000 Lakh. Hence, our Company is not required to appoint a monitoring agency in relation to the Issue. However, Audit Committee of our Company will be monitoring the utilization of the Issue Proceeds.

The object of the issue and deployment of funds are not appraised by any independent agency/bank/financial institution.

#### **BOOK BUILDING PROCESS**

Book Building, with reference to the Issue, refers to the process of collection of Bids on the basis of the Draft Red Herring Prospectus within the Price Band. The Price Band shall be determined by our Company in consultation with the Book Running Lead Manager in accordance with the Book Building Process and advertised in all editions of the English national newspaper, all editions of Hindi national newspaper and in regional newspaper where our registered office is situated at least two working days prior to the Bid/Issue Opening date. The Issue Price shall be determined by our Company in consultation with the Book Running Lead Manager in accordance with the Book Building Process after the Bid/Issue Closing Date.

Principal parties involved in the Book Building Process are-

- Our Company;
- The Book Running Lead Manager in this case being Beeline Capital Advisors Private Limited;
- The Syndicate Member(s) who are intermediaries registered with SEBI / registered as brokers with National Stock Exchange of India Limited and eligible to act as Underwriters. The Syndicate Member(s) will be appointed by the Book Running Lead Manager;
- The Registrar to the Issue;
- The Escrow Collection Banks/ Bankers to the Issue and
- The Designated Intermediaries and Sponsor bank

The SEBI ICDR Regulations have permitted the Issue of securities to the public through the Book Building Process, wherein allocation to the public shall be made as per Regulation 253 of the SEBI ICDR Regulations

The Issue is being made through the Book Building Process wherein 50% of the Net Issue shall be available for allocation on a proportionate basis to QIBs, 5% of the QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders, including Mutual Funds, subject to valid Bids being received at or above the Issue Price. Further, not less than 15 % of the Net Issue shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35 % of the Net Issue shall be available for allocation to Retail Individual Bidders, in accordance with the SEBI Regulations, subject to valid Bids being received at or above the Issue Price.



All potential Bidders may participate in the Issue through an ASBA process by providing details of their respective bank account which will be blocked by the SCSBs. All Bidders are mandatorily required to utilize the ASBA process to participate in the Issue.

All Bidders, are mandatorily required to use the ASBA process for participating in the Issue. In accordance with the SEBI ICDR Regulations, QIBs bidding in the QIB Portion and Non-Institutional Bidders bidding in the Non-Institutional Portion are not allowed to withdraw or lower the size of their Bids (in terms of the quantity of the Equity Shares or the Bid Amount) at any stage. Retail Individual Bidders can revise their Bids during the Bid/Issue Period and withdraw their Bids until the Bid/Issue Closing Date.

Subject to valid Bids being received at or above the Issue Price, allocation to all categories in the Net Issue, shall be made on a proportionate basis, except for Retail Portion where allotment to each Retail Individual Bidders shall not be less than the minimum bid lot, subject to availability of Equity Shares in Retail Portion, and the remaining available Equity Shares, if any, shall be allotted on a proportionate basis. Under – subscription, if any, in any category, would be allowed to be met with spill – over from any other category or a combination of categories at the discretion of our Company in consultation with the Book Running Lead Manager and the Stock Exchange. However, under – subscription, if any, in the QIB Portion will not be allowed to be met with spill over from other categories or a combination of categories.

In terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, all the investors applying in a public Issue shall use only Application Supported by Blocked Amount (ASBA) process for application providing details of the bank account which will be blocked by the Self Certified Syndicate Banks (SCSBs) for the same. Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018, Retail Individual Investors applying in public Issue may use either Application Supported by Blocked Amount (ASBA) facility for making application or also can use UPI as a payment mechanism with Application Supported by Blocked Amount for making application. For details in this regards, specific attention is invited to the chapter titled “*Issue Procedure*” beginning on page 249 of the Draft Red Herring Prospectus.

The process of Book Building under the SEBI ICDR Regulations is subject to change from time to time and the investors are advised to make their own judgment about investment through this process prior to making a Bid or application in the Issue.

For further details on the method and procedure for Bidding, please see section entitled “*Issue Procedure*” on page 249 of this Draft Red Herring Prospectus.

Illustration of the Book Building and Price Discovery Process: Bidders should note that this example is solely for illustrative purposes and is not specific to the Issue. Bidders can bid at any price within the Price Band. For instance, assume a Price Band of ₹20 to ₹ 24 per share, Issue size of 3,000 Equity Shares and receipt of five Bids from Bidders, details of which are shown in the table below. The illustrative book given below shows the demand for the Equity Shares of the Issuer at various prices and is collated from Bids received from various investors.

Bid Quantity	Bid Amount (₹)	Cumulative Quantity	Subscription
500	24	500	16.67%
1,000	23	1,500	50.00%
1,500	22	3,000	100.00%
2,000	21	5,000	166.67%
2,500	20	7,500	250.00%

The price discovery is a function of demand at various prices. The highest price at which the Issuer is able to Issue the desired number of Equity Shares is the price at which the book cuts off, i.e., ₹ 22.00 in the above example. The Company in consultation with the BRLM, may finalise the Issue Price at or below such Cut-Off Price, i.e., at or below ₹ 22.00. All Bids at or above this Issue Price and cut-off Bids are valid Bids and are considered for allocation in the respective categories.

Steps to be taken by the Bidders for Bidding:

- Check eligibility for making a Bid (see section titled “*Issue Procedure*” on page 249 of this Draft Red Herring Prospectus);
- Ensure that you have a demat account and the demat account details are correctly mentioned in the Bid cum Application Form;
- Ensure correctness of your PAN, DP ID and Client ID mentioned in the Bid cum Application Form. Based on these parameters, the Registrar to the Issue will obtain the Demographic Details of the Bidders from the Depositories.

- Except for Bids on behalf of the Central or State Government officials, residents of Sikkim and the officials appointed by the courts, who may be exempt from specifying their PAN for transacting in the securities market, for Bids of all values ensure that you have mentioned your PAN allotted under the Income Tax Act in the Bid cum Application Form. The exemption for Central or State Governments and officials appointed by the courts and for investors residing in Sikkim is subject to the Depository Participant's verification of the veracity of such claims of the investors by collecting sufficient documentary evidence in support of their claims.
- Ensure that the Bid cum Application Form is duly completed as per instructions given in this Draft Red Herring Prospectus and in the Bid cum Application Form;

**Bid/Issue Program:**

Event	Indicative Dates
Bid/Issue Opening Date	[●]*
Bid/Issue Closing Date	[●]**
Finalization of Basis of Allotment with the Designated Stock Exchange	On or before [●]
Initiation of Allotment / Refunds / Unblocking of Funds from ASBA Account or UPI ID linked bank account	On or before [●]
Credit of Equity Shares to Demat accounts of Allottees	On or before [●]
Commencement of trading of the Equity Shares on the Stock Exchange	On or before [●]

*\*Our Company in consultation with the Book Running Lead Manager may consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bidding Date shall be one Working Day prior to the Bid/ Issue Opening Date.*

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

The above timetable is indicative and does not constitute any obligation on our Company or the Book Running Lead Manager. Whilst our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchange are taken within 3 Working Days of the Bid/Issue Closing Date, the timetable may change due to various factors, such as extension of the Bid/ Issue Period by our Company, revision of the Price Band or any delays in receiving the final listing and trading approval from the Stock Exchange. The Commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchange and in accordance with the applicable laws.

Bid Cum Application Forms and any revisions to the same will be accepted only between 10.00 a.m. to 5.00 p.m. (IST) during the Issue Period (except for the Bid/Issue Closing Date). On the Bid/ Issue Closing Date, the Bid Cum Application Forms will be accepted only between 10.00 a.m. to 3.00 p.m. (IST) for retail and non-retail Bidders. The time for applying for Retail Individual Bidders on Bid/ Issue Closing Date maybe extended in consultation with the BRLM, RTA and NSE Emerge taking into account the total number of applications received up to the closure of timings.

Due to the limitation of time available for uploading the Bid Cum Application Forms on the Bid/ Issue Closing Date, Bidders are advised to submit their applications one (1) day prior to the Bid/ Issue Closing Date and, in any case, not later than 3.00 p.m. (IST) on the Bid/ Issue Closing Date. Any time mentioned in this Draft Red Herring Prospectus is IST. Bidders are cautioned that, in the event a large number of Bid Cum Application Forms are received on the Bid/Issue Closing Date, as is typically experienced in public Issue, some Bid Cum Application Forms may not get uploaded due to the lack of sufficient time. Such Bid Cum Application Forms that cannot be uploaded will not be considered for allocation under this Issue. Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holidays). Neither our Company nor the BRLM is liable for any failure in uploading the Bid Cum Application Forms due to faults in any software/hardware system or otherwise.

In accordance with SEBI ICDR Regulations, QIBs and Non-Institutional Investors are not allowed to withdraw or lower the size of their Application (in terms of the quantity of the Equity Shares or the Application amount) at any stage. Retail Individual Bidders can revise or withdraw their Bid Cum Application Forms prior to the Bid/ Issue Closing Date. Allocation to Retail Individual Bidders, in this Issue will be on a proportionate basis.

In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical Bid Cum Application Form, for a particular Applicant, the details as per the file received from Stock Exchange may be taken as the final data for the purpose of Allotment. In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical or electronic Bid Cum Application Form, for a particular ASBA Applicant, the Registrar to the Issue shall ask the relevant SCSBs / RTAs / DPs / stock brokers, as the case may be, for the rectified data.

**WITHDRAWAL OF THE ISSUE**

Our Company in consultation with the BRLM, reserve the right not to proceed with the Issue at any time before the Bid/Issue Opening Date without assigning any reason thereof.

If our Company withdraw the Issue any time after the Bid/ Issue Opening Date but before the allotment of Equity Shares, a public notice within 2 (two) working days of the Bid/ Issue Closing Date, providing reasons for not proceeding with the Issue shall be issued by our Company. The notice of withdrawal will be issued in the same newspapers where the pre-Issue advertisements have appeared and the Stock Exchange will also be informed promptly. The BRLM, through the Registrar to the Issue, will instruct the SCSBs to unblock the ASBA Accounts within 1 (one) working Day from the day of receipt of such instruction.

If our Company withdraw the Issue after the Bid/Issue Closing Date and subsequently decides to proceed with an Issue of the Equity Shares, our Company will have to file a fresh Draft Red Herring Prospectus with the stock exchange where the Equity Shares may be proposed to be listed.

Notwithstanding the foregoing, the Issue is subject to obtaining (i) the final listing and trading approvals of the Stock Exchange with respect to the Equity Shares Issued through the Prospectus, which our Company will apply for only after Allotment; and (ii) the registration of Prospectus with RoC.

## UNDERWRITING AGREEMENT

This Issue is 100% Underwritten. The Underwriting agreement has been entered on [●]. Pursuant to the terms of the Underwriting Agreement, the obligations of the Underwriters are several and are subject to certain conditions specified therein. The Underwriters have indicated their intention to underwrite the following number of specified securities being offered through this Issue:

Details of the Underwriter	No. of shares underwritten	Amount Underwritten (₹ in Lakh)	% of the total Issue Size Underwritten
[●]	[●]	[●]	100%

*\*Includes [●] Equity shares of the Market Maker Reservation Portion which are to be subscribed by the Market Maker in its own account in order to claim compliance with the requirements of Regulation 261 of the SEBI (ICDR) Regulations, as amended.*

In the opinion of our Board of Directors (based on a certificate given by the Underwriter), the resources of the above-mentioned Underwriter is sufficient to enable it to discharge its underwriting obligation in full. The abovementioned Underwriter is registered with SEBI under Section 12(1) of the SEBI Act.

## DETAILS OF THE MARKET MAKING ARRANGEMENT FOR THIS ISSUE

Our Company and the Book Running Lead Manager have entered into an agreement dated [●] with the following Market Maker to fulfil the obligations of Market Making:

[●]

The Market Maker shall the applicable obligations and conditions as specified in the SEBI (ICDR) Regulations, 2018 and the circulars issued by the NSE and SEBI in this regard from time to time.

Following is a summary of the key details pertaining to the proposed Market Making arrangement:

- 1) The Market Maker(s) (individually or jointly) shall be required to provide a 2-way quote for 75% of the time in a day. The same shall be monitored by the stock exchange. Further, the Market Maker(s) shall inform the exchange in advance for each and every black out period when the quotes are not being issued by the Market Maker(s).
- 2) The minimum depth of the quote shall be ₹ 1,00,000. However, the investors with holdings of value less than ₹ 1,00,000 shall be allowed to Issue their holding to the Market Maker(s) (individually or jointly) in that scrip provided that he/she sells his/her entire holding in that scrip in one lot along with a declaration to the effect to the selling broker.
- 3) Execution of the order at the quoted price and quantity must be guaranteed by the Market Maker(s), for the quotes given by him.
- 4) After a period of three (3) months from the market making period, the market maker would be exempted to provide quote if the Shares of market maker in our Company reaches to 25% of Issue Size (Including the [●] Equity Shares ought to be allotted under this Issue). Any Equity Shares allotted to Market Maker under this Issue over and above

[●] Equity Shares would not be taken in to consideration of computing the threshold of 25% of Issue Size. As soon as the Shares of market maker in our Company reduce to 24% of Issue Size, the market maker will resume providing 2-way quotes.

- 5) There shall be no exemption/threshold on downside. However, in the event the Market Maker exhausts his inventory through market making process, NSE may intimate the same to SEBI after due verification.
- 6) There would not be more than five Market Makers for a script at any point of time and the Market Makers may compete with other Market Makers for better quotes to the investors.
- 7) On the first day of the listing, there will be pre-opening session (call auction) and there after the trading will happen as per the equity market hours. The circuits will apply from the first day of the listing on the discovered price during the pre-open call auction. In case equilibrium price is not discovered the price band in the normal trading session shall be based on Issue price.
- 8) The Market Maker may also be present in the opening call auction, but there is no obligation on him to do so.
- 9) There will be special circumstances under which the Market Maker may be allowed to withdraw temporarily/fully from the market – for instance due to system problems, any other problems. All controllable reasons require prior approval from the Exchange, while force-majeure will be applicable for non-controllable reasons. The decision of the Exchange for deciding controllable and non-controllable reasons would be final.
- 10) The Market Maker(s) shall have the right to terminate said arrangement by giving a One month notice or on mutually acceptable terms to the Merchant Banker, who shall then be responsible to appoint a replacement Market Maker(s).
- 11) In case of termination of the Market Making agreement prior to the completion of the compulsory Market Making period, it shall be the responsibility of the Book Running Lead Manager to arrange for another Market Maker in replacement during the term of the notice period being served by the Market Maker but prior to the date of releasing the existing Market Maker from its duties in order to ensure compliance with the requirements of regulation 261 of the SEBI (ICDR) Regulations, 2018. Further our Company and the Book Running Lead Manager reserve the right to appoint other Market Makers either as a replacement of the current Market Maker or as an additional Market Maker subject to the total number of Designated Market Makers does not exceed five or as specified by the relevant laws and regulations applicable at that particular point of time. The Market Making Agreement is available for inspection at our registered office from 11.00 a.m. to 5.00 p.m. on working days.
- 12) Risk containment measures and monitoring for Market Makers: Emerge Platform of NSE will have all margins which are applicable on the Main Board viz., Mark-to-Market, Value-At-Risk (VAR) Margin, Extreme Loss Margin, Special Margins and Base Minimum Capital etc. NSE can impose any other margins as deemed necessary from time-to-time.
- 13) Punitive Action in case of default by Market Makers: Emerge Platform of NSE will monitor the obligations on a real time basis and punitive action will be initiated for any exceptions and/or non-compliances. Penalties / fines may be imposed by the Exchange on the Market Maker, in case he is not able to provide the desired liquidity in a particular security as per the specified guidelines. These penalties / fines will be set by the Exchange from time to time. The Exchange will impose a penalty on the Market Maker in case he is not present in the market maker issuing two-way quotes) for at least 75% of the time. The nature of the penalty will be monetary as well as suspension in market making activities / trading membership.
- 14) The Department of Surveillance and Supervision of the Exchange would decide and publish the penalties / fines / suspension for any type of misconduct/ manipulation/ other irregularities by the Market Maker from time to time.
- 15) Price Band and Spreads: SEBI Circular bearing reference no: CIR/MRD/DP/ 02/2012 dated January 20, 2012, has laid down that for Issue size up to ₹ 250 crores, the applicable price bands for the first day shall be:
- 16) In case equilibrium price is discovered in the Call Auction, the price band in the normal trading session shall be 5% of the equilibrium price.
- 17) In case equilibrium price is not discovered in the Call Auction, the price band in the normal trading session shall be 5% of the Issue price.
- 18) Additionally, the trading shall take place in TFT segment for first 10 days from commencement of trading. The price band shall be 20% and the market maker spread (difference between the sell and the buy quote) shall be within 10% or as intimated by Exchange from time to time.
- 19) Pursuant to SEBI Circular number CIR/MRD/DSA/31/2012 dated November 27, 2012, limits on the upper side for market makers during market making process has been made applicable, based on the Issue size and as follows:

<b>Issue Size</b>	<b>Buy quote exemption threshold (including mandatory initial inventory of 5% of the Issue Size)</b>	<b>Re-Entry threshold for buy quote (including mandatory initial inventory of 5% of the Issue Size)</b>
Up to ₹ 20 Crore	25%	24%
₹ 20 Crore To ₹ 50 Crore	20%	19%
₹ 50 Crore To ₹ 80 Crore	15%	14%
Above ₹80 Crore	12%	11%

The Market Making arrangement, trading and other related aspects including all those specified above shall be subject to the applicable provisions of law and / or norms issued by SEBI / NSE from time to time.

## SECTION VI - CAPITAL STRUCTURE

The Equity Share Capital of our Company, before the issue and after giving effect to the issue, as on the date of filing of the Draft Red Herring Prospectus, is set forth below:

(₹ In Lakh except per share amount)			
Sr. No.	Particulars	Aggregate Nominal value	Aggregate value at issue price
1.	<b>AUTHORIZED SHARE CAPITAL</b> 2,00,00,000 Equity Shares of face value of ₹ 10/- each	2000.00	-
2.	<b>ISSUED, SUBSCRIBED AND PAID-UP EQUITY SHARE CAPITAL BEFORE THE ISSUE</b> 1,24,60,000 Equity Shares of face value of ₹ 10/- each	1246.00	-
3.	<b>PRESENT ISSUE IN TERMS OF THE DRAFT RED HERRING PROSPECTUS</b>		
	Issue of up to 44,56,000 Equity Shares of ₹ 10/- each at a price of ₹ [●]/- per Equity Share.	[●]	[●]
	<b>Which comprises</b>		
	<b>Reservation for Market Maker:</b> [●] Equity Shares of ₹ 10/- each at an Issue Price of ₹ [●]/- per Equity Share reserved as Market Maker Portion	[●]	[●]
	<b>Net Issue to Public:</b> [●] Equity Shares of ₹ 10/- each at an Issue Price of ₹ [●]/- per Equity Share to the Public	[●]	[●]
	<b>Net Issue to Public consists of</b>		
	<b>Allocation to Qualified Institutional Buyers:</b> Not more than [●] Equity Shares of ₹ 10/- each at an Issue Price of ₹ [●]/- per Equity Share will be available for allocation to Qualified Institutional Buyers	[●]	[●]
	Anchor Investors	Not more than [●] Equity Shares of ₹ 10/- each at an Issue Price of ₹ [●]/- per Equity Share will be available for allocation to Anchor Investors	[●]
	Net QIB (assuming anchor investor portion is fully subscribed)	Not more than [●] Equity Shares of ₹ 10/- each at an Issue Price of ₹ [●] per Equity Share will be available for allocation to Qualified Institutional Buyers	[●]
	<b>Allocation to Non-Retail Investors:</b> At least [●] Equity Shares of ₹ 10/- each at an Issue Price of ₹ [●]/- per Equity Share will be available for allocation to Non-Institutional Investors	[●]	[●]
	<b>Allocation to Retail Individual Investors:</b> At least [●] Equity Shares of ₹ 10/- each at an Issue Price of ₹ [●] per Equity Share will be available for allocation to Retail Investors	[●]	[●]
4.	<b>PAID UP EQUITY CAPITAL AFTER THE ISSUE</b> Up to [●] Equity Shares of ₹ 10/- each	[●]	-
5.	<b>SECURITIES PREMIUM ACCOUNT</b>	Before the Issue	657.00
		[●]	[●]

The Issue has been authorized by the Board of Directors vide a resolution passed at its meeting held on July 26, 2024 and by the shareholders of our Company vide a special resolution passed at the Extra-Ordinary General Meeting (EGM) held on August 17, 2024.

## CLASS OF SHARES

The company has only one class of shares i.e. Equity Shares of ₹10/- each only and all Equity Shares are ranked pari-passu in all respects. All Equity Shares issued are fully paid-up as on date of the Draft Red Herring Prospectus.

Our Company does not have any outstanding convertible instruments as on the date of the Draft Red Herring Prospectus.

## NOTES TO THE CAPITAL STRUCTURE:

### 1. Changes in the Authorized Equity Share Capital of our Company:

Since Incorporation of our Company, the authorized equity share capital of our Company has changed in the manner set forth below:

Sr. No.	Particulars of Increase	Cumulative no. of Equity Shares	Cumulative Authorized Share Capital (₹ in Lakhs)	Date of Meeting	Whether AGM/ EGM
1.	On incorporation	2,00,000	20.00	N.A.	N.A.
2.	Consolidation of share capital from ₹ 10/- per share to ₹ 100/- per share	20,000	20.00	February 18, 2009	EGM
3.	Increase in Authorized Share Capital from ₹ 20.00 lakhs to ₹ 22.00 lakhs	22,000	22.00	June 08, 2017	EGM
4.	Increase in Authorized Share Capital from ₹ 22.00 lakhs to ₹ 100.00 lakhs	1,00,000	100.00	July 30, 2022	EGM
5.	Sub division of share capital from ₹. 100/- per share to ₹ 10/- per share	10,00,000	100.00	October 30, 2023	EGM
6.	Increase in Authorized Share Capital from ₹ 100.00 lakhs to ₹ 2000.00 lakhs	2,00,00,000	2000.00	October 30, 2023	EGM

### 2. History of Paid-up Share Capital:

Our existing Paid-up Equity Share Capital has been subscribed and allotted in the manner set forth below:

S. No.	Date of allotment	Nature of allotment	No. of Equity Shares allotted	Face value (In ₹)	Issue price (In ₹)	Nature of consideration	Cumulative Number of Equity Shares	Cumulative Paid-up share Capital (₹ in Lakh)	Cumulative Share Premium (In ₹ Lakhs)
1.	March 14, 2006 (On Incorporation)	Subscription to Memorandum of Association <sup>(1)</sup>	10,000	10	10	Cash	10,000	1.00	0.00
2.	March 24, 2006	Right Issue <sup>(2)</sup>	85,000	10	10	Cash	95,000	9.5	0.00
3.	March 27, 2007	Right Issue <sup>(3)</sup>	95,000	10	10	Cash	1,90,000	19.00	0.00
4.	March 30, 2008	Right Issue <sup>(4)</sup>	10,000	10	10	Cash	2,00,000	20.00	0.00
5.	August 12, 2022	Bonus issue <sup>(5)</sup>	80,000	100	NA	Other than Cash	1,00,000	100.00	0.00
6.	April 05, 2024	Bonus issue <sup>(6)</sup>	1,00,00,000	10	NA	Other than Cash	1,10,00,000	1100.00	0.00
7.	May 20, 2024	Preferential Allotment <sup>(7)</sup>	14,60,000	10	55	Cash	1,24,60,000	1246.00	657.00

Source: The Figure has been certified by our Statutory Auditors, M/s. P C Bindal & Co., Chartered Accountants vide their certificate dated August 06, 2024

<sup>(1)</sup> The details of Initial Subscription to Memorandum of Association of 10000 Equity Shares on March 14, 2006, are as follows:

Sr. No.	Name of Allottee	No. of Equity Shares Allotted	Face Value per share (in ₹)	Issue Price per share (in ₹)
1.	Suman Gupta	4,000	10.00	10.00
2.	Sahil Gupta	6,000	10.00	10.00
<b>Total</b>		<b>10,000</b>		

(2) The details of allotment of 85000 Equity shares made on March 24, 2006, by way of Right Issue are as follows:

Sr. No.	Name of Allottee	No. of Equity Shares Allotted	Face Value per share (in ₹)	Issue Price per share (in ₹)
1.	Suman Gupta	60,000	10.00	10.00
2.	Palvi Gupta	25,000	10.00	10.00
<b>Total</b>		<b>85,000</b>		

(3) The details of allotment of 95000 Equity shares made on March 27, 2007, by way of Right Issue are as follows:

Sr. No.	Name of Allottee	No. of Equity Shares Allotted	Face Value per share (in ₹)	Issue Price per share (in ₹)
1.	Suman Gupta	35,000	10.00	10.00
2.	Sahil Gupta	60,000	10.00	10.00
<b>Total</b>		<b>95,000</b>		

(4) The details of allotment of 10000 Equity shares made on March 30, 2008, by way of Right Issue are as follows:

Sr. No.	Name of Allottee	No. of Equity Shares Allotted	Face Value per share (in ₹)	Issue Price per share (in ₹)
1.	Sahil Gupta	10,000	10.00	10.00
<b>Total</b>		<b>10,000</b>		

(5) The details of allotment of 80,000 Bonus Equity Shares made on August 12, 2022 in ratio of 4:1 i.e.,4 (Four) fully paid-up Equity Shares for every 1 (One) Equity Shares are as follows:

Sr. No.	Name of Allottee	No. of Equity Shares Allotted	Face Value per share (in ₹)	Issue Price per share (in ₹)
1.	Suman Gupta	72,000	100.00	0.00
2.	Sahil Gupta	4,000	100.00	0.00
3.	Palvi Gupta	4,000	100.00	0.00
<b>Total</b>		<b>80,000</b>		

(6) The details of allotment of 10000000 Bonus Equity Shares made on April 05, 2024 in ratio of 10:1 i.e.,10 (Ten) fully paid-up Equity Shares for every 1 (One) Equity Shares held on April 04, 2024, are as follows:

Sr. No.	Name of Allottee	No. of Equity Shares Allotted	Face Value per share (in ₹)	Issue Price per share (in ₹)
1.	Suman Gupta	89,99,600	10.00	0.00
2.	Sahil Gupta	5,00,000	10.00	0.00
3.	Palvi Gupta	5,00,000	10.00	0.00
4.	Gagan Aneja	100	10.00	0.00
5.	Vishal Dogra	100	10.00	0.00
6.	Vikram Singh	100	10.00	0.00
7.	Tejinder Singh	100	10.00	0.00
<b>Total</b>		<b>1,00,00,000</b>		

(7) Preferential issue of 14,60,000 Equity Shares of Rs 10/- each at a premium of Rs. 45/- per share on May 20, 2024 private placement basis:

Sr. No.	Name of Allottee	No. of Equity Shares Allotted	Face Value per share (in ₹)	Issue Price per share (in ₹)
1.	Benani Capital- Benani Capital Scheme 1	90,000	10.00	55.00



Sr. No.	Name of Allottee	No. of Equity Shares Allotted	Face Value per share (in ₹)	Issue Price per share (in ₹)
2.	Viney Equity Market LLP	1,82,000	10.00	55.00
3.	Manas Chadha	90,000	10.00	55.00
4.	Rajesh Kumar Jain	90,000	10.00	55.00
5.	Malay Rohitkumar Bhow	90,000	10.00	55.00
6.	Nitinbhai Govindbhai Patel	1,46,000	10.00	55.00
7.	Prakash Ratilal Parikh HUF	1,46,000	10.00	55.00
8.	Trishneet Arora	90,000	10.00	55.00
9.	Rishabh Pradeep Golchha	46,000	10.00	55.00
10.	Namita Parakh	90,000	10.00	55.00
11.	Deep Patel	90,000	10.00	55.00
12.	Sunil Kumar Gupta	44,000	10.00	55.00
13.	Anjani Kumar Goyal	90,000	10.00	55.00
14.	Kiritkumar Heerachand Jain	46,000	10.00	55.00
15.	Chandresh Shantilal Shah	46,000	10.00	55.00
16.	Ritesh Kumar Gupta	28,000	10.00	55.00
17.	Madan Gopal Aggarwal	18,000	10.00	55.00
18.	Swati Goel	38,000	10.00	55.00
<b>Total</b>		<b>14,60,000</b>		

- Our Company has not offer shares for consideration other than cash or out of revaluation of reserves at any point of time since incorporation except for allotment of Bonus Equity Shares, details of which are provided in point 2<sup>(5)</sup> and 2<sup>(6)</sup> of this chapter
- Our Company has not allotted any Equity Shares pursuant to any scheme approved under Sections 230 to 234 of the Companies Act, 2013.
- Our Company has not revalued its assets since inception and has not issued any Equity Shares by capitalizing any revaluation reserves.
- Our Company has not made allotment at price lower than the Issue Price during past one year from the date of the Draft Red Herring Prospectus except mentioned below:

**The details of allotment of 10000000 Bonus Equity Shares made on April 05, 2024 in ratio of 10:1 i.e.,10 (Ten) fully paid-up Equity Shares for every 1 (One) Equity Shares held on April 04, 2024, are as follows:**

Sr. No.	Name of Allottee	No. of Equity Shares Allotted	Face Value per share (in ₹)	Issue Price per share (in ₹)
1.	Suman Gupta	89,99,600	10.00	NIL
2.	Sahil Gupta	5,00,000	10.00	
3.	Palvi Gupta	5,00,000	10.00	
4.	Gagan Aneja	100	10.00	
5.	Vishal Dogra	100	10.00	
6.	Vikram Singh	100	10.00	
7.	Tejinder Singh	100	10.00	
<b>Total</b>		<b>1,00,00,000</b>		

**Preferential issue of 14,60,000 Equity Shares of Rs 10/- each at a premium of Rs. 45/- per share on May 20, 2024 private placement basis:**

Sr. No.	Name of Allottee	No. of Equity Shares Allotted	Face Value per share (in ₹)	Issue Price per share (in ₹)
1.	Benani Capital- Benani Capital Scheme 1	90,000	10.00	55.00
2.	Viney Equity Market LLP	1,82,000	10.00	55.00
3.	Manas Chadha	90,000	10.00	55.00
4.	Rajesh Kumar Jain	90,000	10.00	55.00

Sr. No.	Name of Allottee	No. of Equity Shares Allotted	Face Value per share (in ₹)	Issue Price per share (in ₹)
5.	Malay Rohitkumar Bhow	90,000	10.00	55.00
6.	Nitinbhai Govindbhai Patel	1,46,000	10.00	55.00
7.	Prakash Ratilal Parikh HUF	1,46,000	10.00	55.00
8.	Trishneet Arora	90,000	10.00	55.00
9.	Rishabh Pradeep Golchha	46,000	10.00	55.00
10.	Namita Parakh	90,000	10.00	55.00
11.	Deep Patel	90,000	10.00	55.00
12.	Sunil Kumar Gupta	44,000	10.00	55.00
13.	Anjani Kumar Goyal	90,000	10.00	55.00
14.	Kiritkumar Heerachand Jain	46,000	10.00	55.00
15.	Chandresh Shantilal Shah	46,000	10.00	55.00
16.	Ritesh Kumar Gupta	28,000	10.00	55.00
17.	Madan Gopal Aggarwal	18,000	10.00	55.00
18.	Swati Goel	38,000	10.00	55.00
<b>Total</b>		<b>14,60,000</b>		

7. Our Company does not have any Employee Stock Option Scheme / Employee Stock Purchase Scheme for our employees and we do not intend to allot any shares to our employees under Employee Stock Option Scheme / Employee Stock Purchase Scheme from the proposed issue. As and when, options are granted to our employees under the Employee Stock Option Scheme, our Company shall comply with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.

#### 8. Our Shareholding Pattern:

The Shareholding Pattern of our Company before the issue as per Regulation 31 of the SEBI (LODR) Regulations, 2015 is as under:

#### Declaration

Sr. No.	Particular	Yes/No	Promoters and Promoters Group	Public shareholder	Non-Promoters – Non-Public
1.	Whether the Company has issued any partly paid-up shares?	No	No	No	No
2.	Whether the Company has issued any Convertible Securities?	No	No	No	No
3.	Whether the Company has issued any Warrants?	No	No	No	No
4.	Whether the Company has any shares against which depository receipts are issued?	No	No	No	No
5.	Whether the Company has any shares in locked-in?*	No	No	No	No
6.	Whether any shares held by Promoters are pledge or otherwise encumbered?	No	No	NA	NA
7.	Whether company has equity shares with differential voting rights?	No	No	No	No
8.	Whether the entity has any significant beneficial owner?	No	No	No	NA

\* All Pre-IPO Equity Shares of our Company will be locked-in prior to listing of shares on Emerge Platform of NSE.

**Summary Statement showing holding of Equity Shares**

Sr. No. (I)	Category of shareholder (II)	Nos. Of shareholders (III)	No. of fully paid-up equity shares held (IV)	No. Of Partly paid-up equity shares held (V)	No. Of shares underlying Depository Receipts (VI)	Total nos. shares held (VII) = (IV)+(V)+ (VI)	Shareholding as a % of total no. 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)				No 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+C)	Number of Locked in shares (XII)		Number of shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form
								No of Voting (XIV) Rights			Total as a % of (A+B+C)			No. (a)	As a % of total shares held (b)	No. (a)	As a % of total shares held (b)	
								Class (Equity)	Class (e.g.: Y)	Total								
(A)	Promoters & Promoters Group	3	1,09,99,560	0	0	1,09,99,560	88.28	1,09,99,560	-	1,09,99,560	88.28	0	88.28	0	0	0	0	1,09,99,560
(B)	Public	31	14,60,440	0	0	14,60,440	11.72	14,60,440	-	14,60,440	11.72	0	11.72	0	0	0	0	14,60,440
(C)	Non-Promoters-Non-Public																	
(C1)	Shares underlying DRs	0	0	0	0	0	0	0	-	0	0	0	0	0	0	0	0	0
(C2)	Shares held by Employee Trusts	0	0	0	0	0	0	0	-	0	0	0	0	0	0	0	0	0
	<b>Total (C)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>-</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
	<b>Grand Total</b>	<b>34</b>	<b>12460000</b>	<b>0</b>	<b>0</b>	<b>12460000</b>	<b>100.00</b>	<b>12460000</b>	<b>-</b>	<b>12460000</b>	<b>100.00</b>	<b>0</b>	<b>100.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>12460000</b>
<b>Note:</b>																		
1.	<b>C=C1+C2</b>																	
2.	<b>Grand Total=A+B+C</b>																	

9. The shareholding pattern of our Promoters and Promoter's Group and public before and after the Issue:

Sr. No.	Name of shareholders	Pre issue		Post issue	
		No. of equity shares	As a % of Issued Capital*	No. of equity shares	As a % of Issued Capital*
<b>Promoters</b>					
1.	Suman Gupta	98,99,560	79.45	98,99,560	[●]
2.	Sahil Gupta	5,50,000	4.41	5,50,000	[●]
3.	Palvi Gupta	5,50,000	4.41	5,50,000	[●]
<b>Total – A</b>		<b>1,09,99,560</b>	<b>88.28</b>	<b>1,09,99,560</b>	<b>[●]</b>
<b>Promoter's Group</b>					
NIL					
<b>Total – B</b>		-	-	-	-
<b>Public</b>					
1.	Gagan Aneja	110	0.00	110	[●]
2.	Vishal Dogra	110	0.00	110	[●]
3.	Vikram Singh	110	0.00	110	[●]
4.	Tejinder Singh	110	0.00	110	[●]
5.	Benani Capital- Benani Capital Scheme 1	90,000	0.72	90,000	[●]
6.	Viney Equity Market LLP	1,82,000	1.46	1,82,000	[●]
7.	Manas Chadha	90,000	0.72	90,000	[●]
8.	Rajesh Kumar Jain	90,000	0.72	90,000	[●]
9.	Malay Rohitkumar Bhow	90,000	0.72	90,000	[●]
10.	Nitinbhai Govindbhai Patel	1,46,000	1.17	1,46,000	[●]
11.	Prakash Ratilal Parikh HUF	1,46,000	1.17	1,46,000	[●]
12.	Trishneet Arora	90,000	0.72	90,000	[●]
13.	Rishabh Pradeep Golchha	46,000	0.37	46,000	[●]
14.	Namita Parakh	90,000	0.72	90,000	[●]
15.	Deep Patel	90,000	0.72	90,000	[●]
16.	Divya Gupta	44,000	0.35	44,000	[●]
17.	Anjani Kumar Goyal	4,550	0.04	4,550	[●]
18.	Kiritkumar Heerachand Jain	46,000	0.37	46,000	[●]
19.	Chandresh Shantilal Shah	46,000	0.37	46,000	[●]
20.	Ritesh Kumar Gupta	28,000	0.22	28,000	[●]
21.	Madan Gopal Aggarwal	18,000	0.14	18,000	[●]
22.	Swati Goel	38,000	0.30	38,000	[●]
23.	Deen Dayal Goyal	5,000	0.04	5,000	[●]
24.	Sandeep Aggarwal HUF	18,000	0.14	18,000	[●]
25.	Ankit Aggarwal	4,550	0.04	4,550	[●]
26.	Tarun Nirankari	22,500	0.18	22,500	[●]
27.	Amit Kumar Goyal	8,250	0.07	8,250	[●]
28.	Vishal Goel HUF	9,091	0.07	9,091	[●]
29.	Astha Gupta	4,550	0.04	4,550	[●]
30.	Kriti Bindal	9,000	0.07	9,000	[●]
31.	Aakash Goyal HUF	4,509	0.04	4,509	[●]
31.	Other Public Shareholders	-	-	[●]	[●]
<b>Total-C</b>		<b>14,60,440</b>	<b>11.72</b>	[●]	[●]
<b>Total Shareholding (A+B+C)</b>		<b>12460000</b>	<b>100.00</b>	[●]	[●]

\* Rounded off

#### 10. Details of Major Shareholders:

##### (A) List of Shareholders holding 1.00% or more of the Paid-up Capital of the Company as on date of the Draft Red Herring Prospectus:

Sr. No.	Name of shareholders	No. of Equity Shares held#	% of Pre-issue paid up Capital*
1.	Suman Gupta	98,99,560	79.45
2.	Sahil Gupta	5,50,000	4.41
3.	Palvi Gupta	5,50,000	4.41
4.	Viney Equity Market LLP	1,82,000	1.46
5.	Nitinbhai Govindbhai Patel	1,46,000	1.17
6.	Prakash Ratilal Parikh HUF	1,46,000	1.17
<b>Total</b>		<b>1,14,73,560</b>	<b>92.08</b>

\*Rounded off

# The Company has not issued any convertible instruments like warrants, debentures etc. since its Incorporation and there are no outstanding convertible instruments as on date of the Draft Red Herring Prospectus.

##### (B) List of Shareholders holding 1.00% or more of the Paid-up Capital of the Company ten days prior to the date of the Draft Red Herring Prospectus:

Sr. No.	Name of shareholders	No. of Equity Shares held#	% of Pre-issue paid up Capital*
1.	Suman Gupta	98,99,560	79.45
2.	Sahil Gupta	5,50,000	4.41
3.	Palvi Gupta	5,50,000	4.41
4.	Viney Equity Market LLP	1,82,000	1.46
5.	Nitinbhai Govindbhai Patel	1,46,000	1.17
6.	Prakash Ratilal Parikh HUF	1,46,000	1.17
<b>Total</b>		<b>1,14,73,560</b>	<b>92.08</b>

\*Rounded off

# The Company has not issued any convertible instruments like warrants, debentures etc. since its Incorporation and there are no outstanding convertible instruments as on date of the Draft Red Herring Prospectus.

##### (C) List of Shareholders holding 1.00% or more of the Paid-up Capital of the Company One year prior to the date of the Draft Red Herring Prospectus:

Sr. No.	Name of shareholders	No. of Equity Shares held#	% of then existing capital*
1.	Suman Gupta	90000	89.99
2.	Sahil Gupta	5000	5.00
3.	Palvi Gupta	5000	5.00
<b>Total</b>		<b>100000</b>	<b>100.00</b>

\* Rounded off

# The Company has not issued any convertible instruments like warrants, debentures etc. since its Incorporation and there are no outstanding convertible instruments as on date of the Draft Red Herring Prospectus.

##### (D) List of Shareholders holding 1.00% or more of the Paid-up Capital of the Company Two years prior to the date of the Draft Red Herring Prospectus:

Sr. No.	Name of shareholders	No. of Equity Shares held#	% of then existing capital*
1.	Suman Gupta	90000	90.00
2.	Sahil Gupta	5000	5.00

Sr. No.	Name of shareholders	No. of Equity Shares held#	% of then existing capital*
3.	Palvi Gupta	5000	5.00
<b>Total</b>		<b>100000</b>	<b>100.00</b>

\* Rounded off

# The Company has not issued any convertible instruments like warrants, debentures etc. since its Incorporation and there are no outstanding convertible instruments as on date of the Draft Red Herring Prospectus.

**11.** There will be no further issue of capital, whether by way of issue of bonus shares, preferential allotment, and right issue or in any other manner during the period commencing from the date of the Draft Red Herring Prospectus until the Equity Shares of our Company have been listed or refund of application monies in pursuance of the Draft Red Herring Prospectus.

As on the date of filing the Draft Red Herring Prospectus, our Company does not have any such plan for altering the capital structure by way of split or consolidation of the denomination of the shares, or issue of specified securities on a preferential basis or issue of bonus or rights or further public issue of specified securities or qualified institutions placement. Further, our Company may alter its capital structure by way of split / consolidation of the denomination of Equity Shares or issue of equity shares on a preferential basis or issue of bonus or rights or further public issue of equity shares or qualified institutions placement, within a period of six months from the date of opening of the present issue to finance an acquisition, merger or joint venture or for regulatory compliance or such other scheme of arrangement or for any other purpose, as the Board of Directors may deem fit, if an opportunity of such nature is determined by the Board of Directors to be in the interest of our Company.

**12. Shareholding of the Promoters and promoter group of our Company:**

As on the date of the Draft Red Herring Prospectus, our Promoters Mr. Sahil Gupta, Mrs. Suman Gupta and Mrs. Palvi Gupta hold 1,09,99,560 Equity Shares representing 88.28% of the pre-issue paid-up equity share capital of the company. The Build-up of equity shareholding of Promoters of our Company is as follows:

Mrs. Suman Gupta								
Date of Allotment / Transfer	Nature of Issue Allotment / Transfer	Number of Equity shares	Cumulative No. of Equity Shares	Face Value (in ₹) per share	Issue/ Transfer Price (in ₹) per share	Total Consideration Paid (in ₹)	% of Pre Issue Capital	% of post issue Capital
March 14, 2006	On incorporation	4000	4000	10	10	40,000	0.03	[•]
March 24, 2006	Right Issue	60,000	64,000	10	10	6,00,000	0.51	[•]
March 27, 2007	Right Issue	35,000	99,000	10	10	3,50,000	0.79	[•]
February 18, 2009	Consolidation of share from face value of ₹ 10 to ₹ 100		9,900	100	100	-	-	-
February 10, 2010	Acquisition by way transfer of shares	8,100	18,000	100	100	8,10,000	0.14	[•]
August 12, 2022	Bonus Issue	72,000	90,000	100	Nil	Nil	0.72	[•]
October 01, 2023	Transfer of shares to Gagan Aneja	(1)	89,999	100	100	(100)	0.72	[•]
October 01, 2023	Transfer of shares to Vishal Dogra	(1)	89,998	100	100	(100)	0.72	[•]
October 01, 2023	Transfer of shares to	(1)	89,997	100	100	(100)	0.72	[•]

Mrs. Suman Gupta								
Date of Allotment / Transfer	Nature of Issue Allotment / Transfer	Number of Equity shares	Cumulative No. of Equity Shares	Face Value (in ₹) per share	Issue/ Transfer Price (in ₹) per share	Total Consideration Paid (in ₹)	% of Pre Issue Capital	% of post issue Capital
	Vikram Singh							
October 01, 2023	Transfer of shares to Tejinder Singh	(1)	89,996	100	100	(100)	0.72	[•]
October 30, 2023	Sub Division of Equity Shares from Face Value of ₹ 100/- per Equity Share to ₹ 10/- per Equity Shares		8,99,960	10	10	Nil	0.72	[•]
April 05, 2024	Bonus Issue	89,99,600	98,99,560	10	Nil	Nil	79.45	[•]
<b>Total</b>		<b>98,99,560</b>				<b>17,99,600</b>	<b>79.45</b>	<b>[•]</b>

Mr. Sahil Gupta								
Date of Allotment / Transfer	Nature of Issue Allotment / Transfer	Number of Equity shares	Cumulative No. of Equity Shares	Face Value (in ₹) per share	Issue/ Transfer Price (in ₹) per share	Total Consideration Paid (in ₹)	% of Pre Issue Capital	% of post issue Capital
March 14, 2006	On Incorporation	6,000	6,000	10	10	60,000	0.05	[•]
March 27, 2007	Right Issue	60,000	66,000	10	10	6,00,000	0.53	[•]
March 30, 2008	Right Issue	10,000	76,000	10	10	1,00,000	0.61	[•]
February 18, 2009	Consolidation of share from face value of ₹ 10 to ₹ 100		7,600	100	100	-	-	-
February 10, 2010	Transfer of Shares to Suman Gupta	(6,600)	1,000	100	100	(6,60,000)	(0.01)	[•]
August 12, 2022	Bonus Issue	4,000	5,000	100	Nil	Nil	0.04	[•]
October 30, 2023	Sub Division of Equity Shares from Face Value of ₹ 100/- per Equity Share to ₹ 10/- per Equity Shares		50000	10	10	Nil	0.40	[•]
April 05, 2024	Bonus Issue	5,00,000	5,50,000	10	Nil	Nil	4.41	[•]
<b>Total</b>		<b>5,50,000</b>				<b>5,50,000</b>	<b>4.41</b>	<b>[•]</b>

Mrs. Palvi Gupta								
Date of Allotment / Transfer	Nature of Issue Allotment / Transfer	Number of Equity shares	Cumulative No. of Equity Shares	Face Value (in ₹) per share	Issue/ Transfer Price (in ₹) per share	Total Consideration Paid (in ₹)	% of Pre Issue Capital	% of post issue Capital
March 24, 2006	Right Issue	25,000	25,000	10	10	2,50,000	0.20	[•]
February 18, 2009	Consolidation of share from face value of ₹ 10 to ₹ 100		2,500	100	100	-	-	-
February 10, 2010	Transfer of Shares to Suman Gupta	(1,500)	1,000	100	100	(1,50,000)	(0.01)	[•]
August 12, 2022	Bonus Issue	4,000	5,000	100	Nil	Nil	0.04	[•]
October 30, 2023	Sub Division of Equity Shares from Face Value of ₹ 100/- per Equity Share to ₹ 10/- per Equity Shares		50,000	10	10	Nil	0.40	[•]
April 05, 2024	Bonus Issue	5,00,000	5,50,000	10	Nil	Nil	4.41	[•]
<b>Total</b>		<b>5,50,000</b>				<b>5,50,000</b>	<b>4.41</b>	<b>[•]</b>

All the Equity Shares held by our Promoters were fully paid-up on the respective dates of acquisition of such Equity Shares. Further, none of the Equity Shares held by our Promoters are pledged as of the date of this Draft Red Herring Prospectus.

13. The average cost of acquisition of or subscription to Equity Shares by our Promoter is set forth in the table below:

Sr. No.	Name of Promoters and Promoter Group	No. of Equity Shares held	Average Cost of Acquisition per equity share (in ₹)*
1.	Suman Gupta	98,99,560	0.18
2.	Sahil Gupta	5,50,000	1.37
3.	Palvi Gupta	5,50,000	0.45
<b>TOTAL</b>		<b>1,09,99,560</b>	

^Average Cost of Acquisition doesn't include shares transferred by the Promoters

As certified by M/s S V J K and Associates, Chartered Accountants, by way of their certificate dated September 24, 2024.

14. Weighted average cost of acquisition of all Equity Shares transacted in the three years, eighteen months and one year preceding the date of this Draft Red Herring Prospectus is set forth in the table below:

Particulars	Weighted Average Cost of Acquisition (WACA) (in ₹)	Cap Price is 'X' times the Weighted Average Cost of Acquisition#	Range of acquisition price Lowest Price-Highest Price (in ₹)
Last 3 years	Nil	[•]	N.A.*
Last 18 months	Nil	[•]	N.A.*
Last 1 year	Nil	[•]	N.A.*

\* Being only Share-split and Bonus Shares in respective period

# To be updated in the Prospectus following finalization of Cap Price, as per the finalized Price Band.

As certified by M/s S V J K and Associates, Chartered Accountants, by way of their certificate dated September 24, 2024.

15. We have 34 (Thirty-Four) shareholders as on the date of filing of the Draft Red Herring Prospectus.

16. As on the date of the Draft Red Herring Prospectus, our Promoters and Promoters' Group hold total 1,09,99,560 Equity Shares representing 88.28 % of the pre-issue paid up share capital of our Company.



17. There were no shares purchased/sold by the Promoters and Promoter Group, directors of our Company and their relatives during last six months.

18. Our Promoters, the members of the Promoter’s Group, our directors and the relatives of our directors have not financed the purchase by any other person of securities of our Company, other than in the normal course of the business of the financing entity, during the six months immediately preceding the date of filing the Draft Red Herring Prospectus.

**19. Details of Promoter’s Contribution locked in for three years:**

Our Promoters have given written consent to include Upto 33,84,000 Equity Shares subscribed and held by them as a part of Minimum Promoter’s Contribution constituting 20.00% of the post issue Paid-up Equity Shares Capital of our Company (“Minimum Promoter’s contribution”) in terms of Sub-Regulation (1) of Regulation 236 of the SEBI (ICDR) Regulations, 2018 and have agreed not to sell or transfer or pledge or otherwise dispose of in any manner, the Minimum Promoter’s Contribution, and to be marked Minimum Promoter’s Contribution as locked-in.

In terms of clause (a) of Regulation 238 of the SEBI (ICDR) Regulations, 2018, Minimum Promoter’s Contribution as mentioned above shall be locked-in for a period of three years from the date of commencement of commercial production or date of allotment in the Initial Public Offer, whichever is later.

*Explanation: The expression "date of commencement of commercial" production" means the last date of the month in which commercial production of the project in respect of which the funds raised are proposed to be utilized as stated in the offer document, is expected to commence.*

*In our case, the company is going to utilize proceeds of issue towards existing projects of the company. Therefore, Minimum Promoter’s Contribution shall be locked in for a period of 3 years from date of allotment in Initial Public Offer.*

We further confirm that Minimum Promoter’s Contribution of 20.00% of the post Issue Paid-up Equity Shares Capital does not include any contribution from Alternative Investment Fund.

The Minimum Promoter’s Contribution has been brought into to the extent of not less than the 20.00% of the Post Issue Capital and has been contributed by the persons defined as Promoter under the SEBI (ICDR) Regulations, 2018.

The lock-in of the Minimum Promoter’s Contribution will be created as per applicable regulations and procedure and details of the same shall also be provided to the Stock Exchange before listing of the Equity Shares.

The details of Minimum Promoter’s Contribution are as follows:

SUMAN GUPTA							
Date of Allotment / Transfer	Date when Fully Paid-up	Nature of Issue/ Allotment / Transfer	Number of Equity shares	Face Value (in ₹) per share	Issue/ Transfer Price (in ₹) per share	% of Pre issue Capital	% of post issue Capital
April 05, 2024	April 05, 2024	Bonus Issue	33,84,000	10	Nil	27.15	20.00
<b>Total</b>			<b>33,84,000</b>			<b>27.15</b>	<b>20.00</b>

All the Equity Shares held by the Promoters / members of the Promoter’s Group are in already dematerialized as on date of this Draft Red Herring Prospectus.

In terms of Regulation 237 of the SEBI (ICDR) Regulations, 2018, we confirm that the Minimum Promoter’s Contribution of 20.00% of the Post Issue Capital of our Company as mentioned above does not consist of;

- Equity Shares acquired during the preceding three years for;
  - consideration other than cash and revaluation of assets or capitalization of intangible assets is involved in such transaction;
  - resulting from a bonus issue by utilization of revaluation reserves or unrealized profits of the company or from bonus issue against equity shares which are ineligible for minimum Promoter’s contribution;
- The Equity Shares held by the Promoters and offered for Minimum Promoter’s contribution which are subject to any pledge with any creditor;
- Equity Shares acquired by Promoters during the preceding one year at a price lower than the price at which equity shares are being offered to public in the Initial Public offer;

As per Regulation 237 (1) if the Shares are issued to the Promoters during the preceding One Year at a price less than the Price at which specified securities are being offer to the public in initial public offer is ineligible for minimum ’s contribution.

However as per clause (c) of sub regulation (1) of Regulation 237 of SEBI (ICDR), 2018 specified securities allotted to Promoters during the preceding one year at a price less than the issue price, against funds brought in by them during that period, in case of an issuer formed by conversion of one or more partnership firms, where the partners of the erstwhile partnership firms are the Promoters of the issuer and there is no change in the management: **-Not Applicable**

Provided that specified securities, allotted to promoters against capital existing in such firms for a period of more than one year on a continuous basis, shall be eligible: **-Not Applicable**

**20. Lock in of Equity Shares held by Promoters in excess of Minimum Promoter's contribution:**

In addition to Minimum Promoter's Contribution, which shall be locked-in for three years, the balance 76,15,560 Equity Shares held by Promoters shall be locked in for a period of one year from the date of allotment in the Initial Public Offer as provided in clause (b) of Regulation 238 of the SEBI (ICDR) Regulations, 2018.

**21. Lock in of Equity Shares held by Persons other than the Promoters:**

In terms of Regulation 239 of the SEBI (ICDR) Regulations, 2018, the entire 14,60,440 Equity Shares held by the Persons other than the Promoters shall be locked in for a period of one year from the date of allotment in the Initial Public Offer.

**22. Inscription or recording of non-transferability:**

In terms of Regulation 241 of the SEBI (ICDR) Regulations, 2018, our Company confirms that certificates of Equity Shares which are subject to lock in shall contain the inscription "Non-Transferable" and specify the lock-in period and in case such equity shares are dematerialized, the Company shall ensure that the lock-in is recorded by the Depository.

**23. Pledge of Locked in Equity Shares:**

In terms of Regulation 242 of the SEBI (ICDR) Regulations, 2018, the Equity Shares held by our Promoters and locked in may be pledged as a collateral security for a loan granted by a scheduled commercial bank or public financial institution or a systemically important non-banking finance company or housing finance company, subject to following;

- In case of Minimum Promoter's Contribution, the loan has been granted to the issuer company or its subsidiary(ies) for the purpose of financing one or more of the Objects of the Issue and pledge of equity shares is one of the terms of sanction of the loan.
- In case of Equity Shares held by Promoters in excess of Minimum Promoter's contribution, the pledge of equity shares is one of the terms of sanction of the loan.

However, lock in shall continue pursuant to the invocation of the pledge and such transferee shall not be eligible to transfer the equity shares till the lock in period stipulated has expired.

**24. Transferability of Locked in Equity Shares:**

In terms of Regulation 243 of the SEBI (ICDR) Regulations, 2018 and subject to provisions of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 as applicable;

- The Equity Shares held by our Promoters and locked in as per Regulation 238 of the SEBI (ICDR) Regulations, 2018 may be transferred to another Promoters or any person of the Promoter's Group or to a new promoter(s) or persons in control of our Company, subject to continuation of lock-in for the remaining period with transferee and such transferee shall not be eligible to transfer them till the lock-in period stipulated has expired.
- The equity shares held by persons other than Promoters and locked in as per Regulation 239 of the SEBI (ICDR) Regulations, 2018 may be transferred to any other person (including Promoters and Promoter's Group) holding the equity shares which are locked-in along with the equity shares proposed to be transferred, subject to continuation of lock-in for the remaining period with transferee and such transferee shall not be eligible to transfer them till the lock-in period stipulated has expired.

**25.** Our Company, our Promoters, our Directors and the Book Running Lead Manager to this Issue have not entered into any buy-back or similar arrangements with any person for purchase of Equity Shares being offered through the Issue.

**26.** As on date of the Draft Red Herring Prospectus, there are no Partly Paid-up Shares and all the Equity Shares of our Company are fully paid up. Further, since the entire money in respect of the Issue is being called on application, all the successful applicants will be issued fully paid-up equity shares.

**27.** Neither the Book Running Lead Manager, nor their associates hold any Equity Shares of our Company as on the date of the Draft Red Herring Prospectus. The BRLM, their associates may engage in the transactions with and perform services for our Company in the ordinary course of business or may in the future engage in commercial banking and investment banking transactions with our Company for which they may in the future receive customary compensation.

**28.** Our Company has not made any public issue since its incorporation

29. There are no safety net arrangements for this public issue.
30. As on the date of filing of the Draft Red Herring Prospectus, there are no outstanding warrants, options or rights to convert debentures, loans or other financial instruments into our Equity Shares.
31. As per RBI regulations, OCBs are not allowed to participate in this issue.
32. Our Company has not raised any bridge loan against the proceeds of this Issue. However, depending on business requirements, we may consider raising bridge financing facilities, pending receipt of the Net Proceeds.
33. There are no Equity Shares against which depository receipts have been issued.
34. As on date of the Draft Red Herring Prospectus, other than the Equity Shares, there are no other class of securities issued by our Company and all Equity Shares are ranked pari-passu in all respect.
35. Our Company undertakes that at any given time, there shall be only one denomination for our Equity Shares, unless otherwise permitted by law.
36. An Applicant cannot make an application for more than the number of Equity Shares being issued through this Issue, subject to the maximum limit of investment prescribed under relevant laws applicable to each category of investors.
37. Since present issue is a Book Built Issue, the allocation in the net issue to the public category in terms of Regulation 253(1) of the SEBI (ICDR) (Amendment) Regulations, 2018 shall be made as follows:
  - (a). not less than thirty-five per cent to Retail Individual Investors;
  - (b). not less than fifteen per cent to Non-Institutional Investors;
  - (c). not more than fifty per cent to Qualified Institutional Buyers, five per cent of which shall be allocated to mutual funds

Provided that the unsubscribed portion in either of the categories specified in clauses (a) or (b) may be allocated to applicants in any other category.

Provided further that in addition to five per cent allocation available in terms of clause (c), mutual funds shall be eligible for allocation under the balance available for qualified institutional buyers.

An over-subscription to the extent of 10% of the Net Issue, can be retained for the purpose of rounding off to the nearest integer during finalizing the allotment, subject to minimum allotment, which is the minimum application size in this Issue. Consequently, the actual allotment may go up by a maximum of 10% of the Net Issue, as a result of which, the post-issue paid up capital after the Issue would also increase by the excess amount of allotment so made. In such an event, the Equity Shares held by the Promoters and subject to 3-year lock- in shall be suitably increased; so as to ensure that 20% of the post Issue paid-up capital is locked in.

Under-subscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill over from any other category or a combination of categories at the discretion of our Company, in consultation with the BRLM and the Designated Stock Exchange. Such inter-se spill over, if any, would be affected in accordance with applicable laws, rules, regulations and guidelines. Under-subscription, if any, in the QIB Category will not be allowed to be met with spill over from any category or combination thereof

38. No incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise shall be offered by any person connected with the distribution of the issue to any person for making an application in the Initial Public Offer, except for fees or commission for services rendered in relation to the issue.
39. Our Promoters and the members of our Promoter's Group will not participate in this Issue.
40. Our Company shall ensure that transactions in the Equity Shares by the Promoters and the Promoter's Group between the date of filing the Draft Red Herring Prospectus and the Issue Closing Date shall be reported to the Stock Exchanges within twenty-four hours of such transaction.
41. Our Company shall comply with such disclosure and accounting norms as may be specified by the designated stock exchange, SEBI and other regulatory authorities from time to time
42. In terms of Rule 19(2)(b)(i) of the Securities Contracts (Regulation) Rules, 1957, as amended, (the SCRR) the Issue is being made for at least 25% of the post-issue paid-up Equity Share capital of our Company. Further, this Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time.
43. Except as stated below, none of our other Directors, Key Managerial Personnel or Senior Managerial Personnel holds Equity Shares in our Company.

<b>Sr. No.</b>	<b>Name</b>	<b>Designation</b>	<b>No. of Equity Shares held</b>	<b>% of Pre-Issue Equity Share Capital</b>	<b>% of Post Issue Equity Share Capital</b>
1.	Sahil Gupta	Chairman and Managing Director	5,50,000	4.41	[●]
2.	Suman Gupta	Non-Executive Director	98,99,560	79.45	[●]
3.	Palvi Gupta	Chief Human Resource Officer	5,50,000	4.41	[●]
4.	Vishal Dogra	Chief Financial Officer	110	0.00	[●]
5.	Tejinder Singh	Chief Executive Officer	110	0.00	[●]

## SECTION VII – PARTICULARS OF THE ISSUE

### OBJECTS OF THE ISSUE

The Issue constitutes a public Issue of Up to 44,56,000 Equity Shares having face value of ₹ 10 each of our Company at an Issue Price of ₹ [●]/- per Equity Share.

#### FRESH ISSUE

The Issue Proceeds from the Fresh Issue will be utilized towards the following objects:

1. To Meet Working Capital Requirements
2. General Corporate Purposes

(Collectively referred as the “Objects”)

We believe that listing will enhance our corporate image and visibility of brand name of our Company. We also believe that our Company will receive the benefits from listing of Equity Shares on the NSE Emerge Platform. It will also provide liquidity to the existing shareholders and will also create a public trading market for the Equity Shares of our Company.

We are engaged in the field of providing security services to varied sectors including Institutions, Banks, residential clients, commercial businesses, state & central government, industrial areas & specific industries such as healthcare, education etc. Over the years we have diversified in the field of operations and maintenance services for telecommunication services. We deploy dedicated technical teams and support staff to handle each Operations and Maintenance (O&M) task efficiently. Our O&M services encompass activities such as laying underground fibre cables and troubleshooting network connectivity issues arising from faults in Fibre cables or other hardware installations. In addition to these we also provide services of refuelling the Diesel generator sets installed with the telecom towers, replacement of hardware as and when required, wiring etc.

As at March 31, 2024 for the purpose of our core operations our company hold manpower strength of 5197 employees out of which 3537 employees are deployed under Security and Manpower Business and 1660 employees are deployed under Operations and Maintenance Services for Telecommunication Sector.

The main objects and objects incidental and ancillary to the main objects, as set out in our Memorandum of Association, enable our Company to undertake our existing business activities and the activities for which funds are being raised by us through the Fresh Issue. We confirm that the activities which we have been carrying out till date are in accordance with the objects clause of our Memorandum of Association.

#### REQUIREMENT OF FUNDS

The proceeds of the Issue, after deducting Issue related expenses, are estimated to be ₹ [●] Lakhs (the “Net Proceeds”).

The following table summarizes the requirement of funds:

Particulars	Amount (₹ in Lakhs)
Gross Proceeds	[●]*
Less: Public Issue Related Expenses	[●]
<b>Net Proceeds</b>	<b>[●]*</b>

\*Subject to finalization of Basis of Allotment.

#### UTILIZATION OF NET PROCEEDS

The Net Proceeds will be utilized for following purpose:

Sr. No.	Particulars	Amount (₹ in Lakhs)	% of Gross Proceeds
1.	To Meet Working Capital Requirements	2,100.00	[●]
2.	General Corporate Purposes <sup>^</sup>	[●]	[●]
	<b>Net Proceeds</b>	<b>[●]</b>	<b>[●]</b>

<sup>^</sup>To be finalized on determination of the Issue Price and updated in the Prospectus prior to filing with the ROC. The amount utilized for general corporate purposes shall not exceed 25% of the Gross Proceeds of the Issue.

#### MEANS OF FINANCE

We intend to finance our Objects of the Issue through Net Proceeds which are as follows:

(₹ in Lakhs)

Sr. No.	Particulars	Amount Required	From IPO Proceeds	Internal Accruals / Borrowing
1.	To Meet Working Capital Requirements	9,380.46	2,100.00	7,280.90
2.	General Corporate Purposes*	[•]	[•]	0.00
<b>Total</b>		<b>[•]</b>	<b>[•]</b>	<b>7,280.90</b>

\* Subject to finalization of Price at the time of filing of Prospectus.

Accordingly, we confirm that we are in compliance with the requirement to make the firm arrangement of finance under Regulation 230(1)(e) of the SEBI ICDR Regulations and Clause 9(C) of Part A of Schedule VI of the SEBI ICDR Regulations (which requires firm arrangements of finance through verifiable means for 75% of the stated means of finance, excluding the Net Proceeds and existing identifiable internal accruals).

The fund requirement and deployment is based on internal management estimates and has not been appraised by any bank or financial institution. These are based on current conditions and are subject to change in the light of changes in Internal / external circumstances or costs or other financial conditions and other factors. In case of any increase in the actual utilization of funds earmarked for the Objects, such additional funds for a particular activity will be met by way of means available to our Company, including from internal accruals. If the actual utilization towards any of the Objects is lower than the proposed deployment such balance will be used for future growth opportunities including funding existing objects, subject to regulatory approval required under applicable law. In case of delays in raising funds from the Issue, our Company may deploy certain amounts towards any of the above-mentioned Objects through a combination of Internal Accruals or Unsecured Loans (Bridge Financing) and in such case the Funds raised shall be utilized towards repayment of such Unsecured Loans or recouping of Internal Accruals. However, we confirm that no bridge financing has been availed as on date, which is subject to being repaid from the Net Proceeds.

We further confirm that no part proceed of the Issue shall be utilized for repayment of any Part of unsecured loan outstanding as on date of Draft Red Herring Prospectus. As we operate in competitive environment, our Company may have to revise its business plan from time to time and consequently our fund requirements may also change. Our Company's historical expenditure may not be reflective of our future expenditure plans. Our Company may have to revise its estimated costs, fund allocation and fund requirements owing to various factors such as economic and business conditions, increased competition and other external factors which may not be within the control of our management. This may entail rescheduling or revising the planned expenditure and funding requirements, including the expenditure for a particular purpose at the discretion of the Company's management.

For further details on the risks involved in our business plans and executing our business strategies, please refer section titled "Risk Factors" beginning on Page 26 of this Draft Red Herring Prospectus.

#### **DETAILS OF USE OF NET PROCEEDS**

##### **1. TO MEET WORKING CAPITAL REQUIREMENTS:**

Net Working Capital requirement of our Company as on March 31, 2024 on restated basis was ₹ 6,679.90 Lakhs as against that of ₹ 2,623.63 Lakhs, and ₹ 2,057.60 Lakhs as on March 31, 2023, and March 31, 2022 respectively. The Net Working capital requirements for the FY 2024-25 is estimated to be ₹ 6,575.22 Lakhs, and ₹ 9,380.46 Lakhs for FY 2025-26. The Company will meet the requirement to the extent of ₹ 2,100.00 Lakhs from the Net Proceeds of the Issue and balance from borrowings and internal accruals at an appropriate time as per the requirement.

##### **Reasons for raising additional working capital.**

We are engaged in the field of providing security services to varied sectors including Institutions, Banks, residential clients, commercial businesses, state & central government, industrial areas & specific industries such as healthcare, education etc. Over the years we have diversified in the field of operations and maintenance services for telecommunication services. We deploy dedicated technical teams and support staff to handle each Operations and Maintenance (O&M) task efficiently. Our O&M services encompass activities such as laying underground fibre cables and troubleshooting network connectivity issues arising from faults in Fibre cables or other hardware installations. In addition to these we also provide services of refuelling the Diesel generator sets installed with the telecom towers, replacement of hardware as and when required, wiring etc.

Our business is working capital intensive and we fund our working capital requirements in the ordinary course of business from our internal accruals and financing facilities from various banks, financial institutions and unsecured lenders. Our Company requires additional working capital for funding future growth requirements of our Company and for other corporate purposes.

As at March 31, 2024 for the purpose of our core operations our company hold manpower strength of 5197 employees out of which 3537 employees are deployed under Security and Manpower Business and 1660 employees are deployed under Operations and Maintenance Services for Telecommunication Sector.

Company proposes to increase their workforce strength, Company is looking to add and increase the workforce strength in following business lines:

## 1. Security Service:

Our security services comprise of providing security solutions which ranges from planning and deployment of security guards, security officers, armed guards, firemen, bouncers, event security services and command and control centre employees for the CCTV cameras. As on March 31, 2024, our security services business deploys around 3537 security guards.

**Following is the details regarding the Revenue from Security services generated per employee in past three restated years:**

Particulars	For the year ended on		
	31-Mar-24	31-Mar-23	31-Mar-22
Work force In Security Services	3537	3672	3685
Revenue per Employee (₹ in lakhs)	1.92	1.51	0.93

**Notes:**

1. Revenue per Employee means the Revenue from Operations from security service as appearing in the Restated Financial Statements divided by Number of workforce in security service.

Industries like finance, healthcare, and transportation are facing heightened security concerns, driving demand for specialized security services. Emerging nations undergoing urbanization and infrastructural development are presenting new opportunities for private security firms to expand their operations (Source: *Future Market Insights Report*). Therefore, with increasing demand for security services, Company proposes to expand their workforce deployed in providing security services. Credit period for security service historically has ranged between 50 to 80 days.

## 2. Telecom O & M Service:

Our Valued clients from the telecom industry engage our services to ensure uninterrupted and seamless operations for their day-to-day activities and maintenance needs. We deploy dedicated technical teams and support staff to handle each Operations and Maintenance (O&M) task efficiently. Our O&M services encompass activities such as laying underground fibre cables and troubleshooting network connectivity issues arising from faults in Fibre cables or other hardware installations. In addition to these we also provide services of refuelling the Diesel generator sets installed with the telecom towers, replacement of hardware as and when required, wiring etc. As on March 31, 2024 1660 manpower were deployed by the company.

**Following is the details regarding the Revenue from Telecom O & M Services generated per employee in past three restated years:**

Particulars	For the year ended on		
	31-Mar-24	31-Mar-23	31-Mar-22
Work force in Telecom O & M Services (₹ in lakhs)	1660	1351	1132
Revenue per Employee (₹ in lakhs)	3.06	2.15	2.01

**Notes:**

1. Revenue per Employee means the Revenue from Operations from Telecom O & M Services as appearing in the Restated Financial Statements divided by Number of workforce providing Telecom O & M Service.

The Telecom industry in India is the second largest in the world with a subscriber base of 1.091 Bn as of Apr 2024 (wireless + wireline subscribers). India has an overall tele-density of 85.76%, of which, the tele-density of the rural market, which is largely untapped, stands at 59.44% while the tele-density of the urban market is 133.42%. The industry's exponential growth over the last few years is primarily driven by affordable tariffs, wider availability, roll-out of Mobile Number Portability (MNP), expanding 3G and 4G coverage, evolving consumption patterns of subscribers, Government's initiatives towards bolstering India's domestic telecom manufacturing capacity, and a conducive regulatory environment (Source: <https://www.investindia.gov.in/sector/telecom>).

The increasing number of mobile internet users is expected to drive the telecom operations management market forward going forward. Increasing internet users put an excessive burden on telecommunications companies. This operational stress is managed through telecom operations management solutions as these solutions help manage repetitive tasks and complex procedures (Source: <https://www.thebusinessresearchcompany.com/report/telecom-operations-management-global-market-report>). Therefore, Company proposes to expand their workforce deployed in providing Telecom O &

M services. Credit period for security service historically has ranged between 120 to 160 days higher than the security service business.

Thus, Company expect that their working capital requirement will correspondingly increase in line with increase in workforce under the Company and increase in revenue from operations.

**Basis of estimation of working capital requirement and estimated working capital requirement**

(₹ in lakhs)

Particulars	(Restated)			(Projected)	
	31-Mar-22	31-Mar-23	31-Mar-24	31-Mar-25	31-Mar-26
Inventories	139.02	592.35	592.01	600.00	600.00
Trade receivables	1,470.10	1,487.21	3,246.64	4,599.91	6,395.20
Cash and cash equivalents	702.50	109.77	1,916.52	55.53	258.16
Loans and Advances	231.83	425.32	268.86	349.52	471.85
Other Assets	161.72	686.24	1,655.41	2,105.22	2,971.56
<b>Total Current Assets</b>	<b>2,705.17</b>	<b>3,300.88</b>	<b>7,679.44</b>	<b>7,710.17</b>	<b>10,696.77</b>
Trade payables	155.37	218.52	329.03	379.14	450.32
Other Liabilities	442.77	346.31	397.99	437.79	481.57
Short-term provisions	49.43	112.42	272.52	318.03	384.42
<b>Total Current Liabilities</b>	<b>647.57</b>	<b>677.25</b>	<b>999.54</b>	<b>1,134.96</b>	<b>1,316.31</b>
<b>Net Working Capital</b>	<b>2,057.60</b>	<b>2,623.63</b>	<b>6,679.90</b>	<b>6,575.22</b>	<b>9,380.46</b>
<b>Sources of Funds</b>					
Internal Accruals/ Borrowing <sup>[1]</sup>	<b>2,057.60</b>	<b>2,623.63</b>	<b>6,679.90</b>	<b>5,825.22</b>	<b>7,280.46</b>
Proceeds from IPO*	0.00	0.00	0.00	750.00	2,100.00
<b>Total</b>	<b>2,057.60</b>	<b>2,623.63</b>	<b>6,679.90</b>	<b>6,575.22</b>	<b>9,380.46</b>

<sup>[1]</sup>As on March 31, 2024, Company has outstanding amount of ₹ 4,553.56 lakhs as Working Capital, Business loan and Cash Credit limit from various Bank.

\*The estimates of incremental working capital requirements for the year ended March 31, 2024, March 31, 2025 and Fiscal 2026

(₹ in lakhs)

Particulars	31-Mar-24	31-Mar-25	31-Mar-26
Incremental Working Capital	4,056.27	-104.68*	2,805.24
<b>Funding Pattern</b>			
From Internal Accruals / Borrowing	<b>4,056.27</b>	<b>(854.68)</b>	<b>1,455.24</b>
<b>From IPO Proceeds</b>	<b>-</b>	<b>750.00</b>	<b>1,350.00</b>

\* Note: Reason for decrease in aggregate working capital requirement for FY 2024-25 and high incremental working capital in FY 2023-24 is mainly due to demand draft received from HDFC Bank i.e. ₹ 1,894.99 lakhs for taking over the existing Cash credit from J & K Bank (temporary in nature).

**Assumptions for working capital requirements:**

Particulars	Holding level (in Months/Days)				
	(Restated)			(Projected)	
	31-Mar-22	31-Mar-23	31-Mar-24	31-Mar-25	31-Mar-26
<b>Trade Receivables (A)</b>					
Number of months of Trade Receivables	3.09	2.11	3.29	3.45	3.55
Number of Days of Trade Receivables	93.00	63.00	99.00	103.00	107.00
<b>Current Liabilities (B)</b>					
Number of months of Trade Payable	2.11	2.63	2.26	2.05	1.86
Number of days of Trade Payable	63.00	79.00	68.00	61.00	56.00

**Note:**

1. Holding period level (in months/days) of Trade Receivables is calculated by dividing trade receivables by revenue from operations multiplied by number of months/days in the year.



2. Holding period level (in months/days) of Trade Payables is calculated by dividing trade payables by sum of total expenses reduced by finance cost and depreciation & amortization cost multiplied by number of months/days in the year.

*Source: Based on certificate by Peer Reviewed Auditor, M/s. S V J K & Associates, Chartered Accountants vide its certificate dated September 24, 2024, bearing UDIN: 24193591BKAFRM9597.*

Our Company's estimated working capital requirements on a restated basis are based on the following key assumptions:

Sr No	Particulars	Details
<b>Current Assets</b>		
1.	Trade receivables	<p>Trade receivables are amount owed to Company by clients in following sale of services i.e. Security and Telecom O &amp; M Service.</p> <p>Our Company had trade receivable days in the range of 90-100 days in the FY 2021-22, and FY 2023-24. Company's Trade Receivable holding days in FY 2022-23 of 63 days is not comparable due to realization of receivable before the reporting period.</p> <p>Company estimates Trade Receivables Holding period gradually increasing with increase in Revenue from Operation to 103 days in FY 2024-25, to 107 days in FY 2025-26. Increase in Trade Receivable days is mainly due to increase in estimated value of sales and increase in amount receivable from customers.</p>
<b>Current Liabilities</b>		
2.	Trade Payables	<p>Trade payables are amount to be paid to suppliers by company following purchase of Raw material and services provided by supplier on credit.</p> <p>The trade payables holding period remained in the range of 60-80 days for the FY 2021-22, FY 2022-23, and FY 2023-24.</p> <p>Company estimates Trade Payable Holding period to reduce in FY 2024-25 to 60 days, and to 56 days in FY 2025-26. Company expects better pricing and continuous supply from vendors by making early payment and negotiating better deals. With improved cash flow, we can settle our trade payables more promptly, further reducing the holding period which will provide better pricing from vendors and negotiating better deals.</p>

Apart from above there are other working capital requirements such as Inventories, Cash and cash equivalents, Other Assets, Loans and advances, short term provisions and other Liabilities. Details of which are given below.

<b>Inventories</b>	<p>Inventories includes diesel at various location for refuelling the Diesel generator sets installed with the telecom towers of clients. Inventories balance is estimated based on amount required for day-to-day Business operation and for expected Business requirement of company.</p>
<b>Cash and Cash Equivalents</b>	<p>Cash and cash equivalents include cash in hand and balance in current account including demand draft held in hand, and excluding Fixed Deposits held under lien.</p> <p>Company had a high cash and cash equivalent during the FY 2023-24 due to demand draft received from HDFC Bank for taking over the existing Cash credit from J &amp; K Bank (temporary in nature). Due to above reason, Short Term borrowing and Cash and Cash equivalent both increased by ₹ 1,894.99 lakhs which is temporary in nature and will be normalized after the takeover of the cash credit.</p> <p>Cash and Cash Equivalent balance is estimated based on amount required for day-to-day Business operation and for expected Business requirement of company.</p>
<b>Loans and Advances</b>	<p>Loans and advances mainly include Balance With Government Authority, advance to related party and advance to employees. Loans and advances is estimated based on previous year's outstanding amount and for expected Business requirement of company</p>

<b>Other Assets</b>	Other Assets include Interest receivable, Prepaid Expense and Unbilled Revenue (i.e. work done but no invoice raised on client as at reporting date), and Security Deposits. Unbilled revenue is completely linked with Revenue from Telecom O & M Service and company estimated increase in Unbilled Revenue with increase in value of Revenue from Telecom O & M service. Projected Other Assets are estimated based on previous year outstanding amount and for expected Business requirement of company.
<b>Other liabilities</b>	Other Liabilities mainly include Statutory dues, Advance from Customers, employee benefit expense and Other payables. Other current liabilities are estimated based on previous year outstanding amount and for expected Business requirement of company.
<b>Short-term provisions</b>	Short-term provisions mainly include provision for gratuity and Provision for tax expense. Short-term provisions are estimated based on previous year outstanding amount and for expected Business requirement of company.

## 2. GENERAL CORPORATE PURPOSES:

Our management, in accordance with the policies of our Board, will have flexibility in utilizing the proceeds earmarked for general corporate purposes. We intend to deploy ₹ [●] Lakh towards the general corporate purposes to drive our business growth. Our management, in accordance with the policies of our Board, will have flexibility in utilizing the proceeds earmarked for general corporate purpose subject to above mentioned limit, as may be approved by our management, including but not restricted to, the following:

- acquisition/hiring of land/property for building up corporate house,
- hiring human resources including marketing people or technical people in India or abroad,
- to enter into strategic alliances with other body corporates for expansion of our business in abroad or in India.
- funding growth opportunities;
- servicing our repayment obligations (principal and interest) under our existing & future financing arrangements;
- capital expenditure, including towards expansion/development/refurbishment/renovation of our assets;
- working capital;
- meeting expenses incurred by our Company in the ordinary course of business or other uses or contingencies; and/or
- strategic initiatives and
- On-going general corporate exigencies or any other purposes as approved by the Board subject to compliance with the necessary regulatory provisions.

The quantum of utilization of funds towards each of the above purposes will be determined by our Board of Directors based on the permissible amount actually available under the head “General Corporate Purposes” and the business requirements of our Company, from time to time. We, in accordance with the policies of our Board, will have flexibility in utilizing the Net Proceeds for general corporate purposes, as mentioned above in any permissible manner. We confirm that any issue related expenses shall not be considered as a part of General Corporate Purpose. Further, we confirm that the amount for general corporate purposes, as mentioned in this Prospectus, shall not exceed 25% of the amount raised by our Company through this Issue.

## 3. ISSUE RELATED EXPENSES

The total expenses of the Issue are estimated to be approximately ₹ [●] lakhs. The expenses of this include, among others, underwriting and management fees, printing and distribution expenses, advertisement expenses, legal fees and listing fees.

**The estimated Issue related expenses are as follows:**

<b>Expenses</b>	<b>Expenses (₹ in Lakh)</b>	<b>Expenses (% of Total Issue expenses)</b>	<b>Expenses (% of Gross Proceeds)</b>
Book Running Lead Manger Fees	[●]	[●]	[●]
Fees Payable to Registrar to the Issue	[●]	[●]	[●]
Fees Payable to Legal Advisors	[●]	[●]	[●]
Fees Payable to Regulators including Stock Exchanges and other Intermediaries	[●]	[●]	[●]

Expenses	Expenses (₹ in Lakh)	Expenses (% of Total Issue expenses)	Expenses (% of Gross Proceeds)
Fees payable to Peer Review Auditor	[●]	[●]	[●]
Fees Payable to Market Maker (for Three Years)	[●]	[●]	[●]
Others (Fees payable for marketing & distributing expenses, selling commission, brokerage, processing fees, underwriting fees and miscellaneous expenses.)	[●]	[●]	[●]
Escrow Bank Fees	[●]	[●]	[●]
<b>Total Estimated Issue Expenses</b>	<b>[●]</b>	<b>100.00</b>	<b>[●]</b>

**Notes:**

- Up to September 13, 2024, Our Company has deployed/incurred expense of ₹ 11.89 Lakhs towards Issue Expenses and custodian connectivity charges out of internal accruals duly certified by Statutory Auditor, M/s. P C Bindal & Co., Chartered Accountants vide its certificate dated September 13, 2024, bearing UDIN: 24094713BKETWO9297.
- Any expenses incurred towards aforesaid issue related expenses during the period from March 31, 2023 to till the date of listing of Equity Shares will be reimburse/recouped out of the gross proceeds of the issue.
- Selling commission payable to the members of the CDPs, RTA and SCSBs, on the portion for RIIs and NIIs, would be as follows:  
Portion for RIIs 0.01% or ₹ 100/- whichever is less ^ (exclusive of GST)  
Portion for NIIs 0.01% or ₹ 100/- whichever is less ^ (exclusive of GST)  
^Percentage of the amounts received against the Equity Shares Allotted (i.e. the product of the number of Equity Shares Allotted and the Issue Price).
- The Members of RTAs and CDPs will be entitled to application charges of ₹ 10/- (plus applicable GST) per valid ASBA Form. The terminal from which the application has been uploaded will be taken into account in order to determine the total application charges payable to the relevant RTA/CDP.
- Registered Brokers will be entitled to a commission of ₹ 10/- (plus GST) per Application Form, on valid Applications, which are eligible for allotment, procured from RIIs and NIIs and submitted to the SCSB for processing. The terminal from which the application has been uploaded will be taken into account in order to determine the total processing fees payable to the relevant Registered Broker.
- SCSBs would be entitled to a processing fee of ₹ 10/- (plus GST) for processing the Application Forms procured by the members of the Registered Brokers, RTAs or the CDPs and submitted to SCSBs.
- Issuer banks for UPI Mechanism as registered with SEBI would be entitled to a processing fee of ₹ 10/- (plus GST) for processing the Application Forms procured by the members of the Registered Brokers, RTAs or the CDPs and submitted to them.
- Notwithstanding anything contained above the total processing / uploading / bidding charges under above clauses payable to Syndicate/ Sub Syndicate members, SCSBs, RTAs, CDPs, Registered Brokers, Sponsor Bank will not exceed ₹ [●]/- (plus applicable taxes) and in case if the total uploading / bidding charges exceeds ₹ [●]/- (plus applicable taxes) then uploading charges will be paid on pro-rata basis except the fee payable to respective Sponsor Bank.

The processing fees for applications made by Retail Individual Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 02, 2021 read with SEBI Circular No.: SEBI/HO/CFD/DIL2/CIR/P/2022/51 April 20, 2022.

**SCHEDULE OF IMPLEMENTATION AND DEPLOYMENT OF FUNDS**

We propose to deploy the Net Proceeds for the aforesaid purposes in accordance with the estimated schedule of implementation and deployment of funds set forth in the table below:

(₹ in Lakhs)

Sr. No.	Particulars	Total Estimated Cost	Amount to be funded from Internal Accruals / Borrowing	Amount to be funded from the Net Proceeds	Amount already deployed	Estimated Utilization of Net Proceeds In FY 2024-25)*	Estimated Utilization of Net Proceeds In FY 2025-26)*
1.	Working Capital Requirements	9,380.46	7,280.46	2,100.00	0.00	750.00	1,350.00
2.	General Corporate Purposes	[•]	[•]	[•]	[•]	[•]	[•]
	<b>Total</b>	[•]	[•]	[•]	[•]	[•]	[•]

*\*To the extent our Company is unable to utilize any portion of the Net Proceeds towards the Object, as per the estimated schedule of deployment specified above; our Company shall deploy the Net Proceeds in the subsequent Financial Years towards the Object. Due to general business exigencies, the use of Net proceeds may be interchangeable.*

However, the use of Net proceeds for General Corporate Purposes shall not exceed 25% at any point of time.

#### **APPRAISAL REPORT**

None of the objects for which the Net Proceeds will be utilised have been financially appraised by any financial institutions / banks.

#### **BRIDGE FINANCING**

We have not entered into any bridge finance arrangements that will be repaid from the Net Proceeds. However, we may draw down such amounts, as may be required, from an overdraft arrangement / cash credit facility with our lenders, to finance the existing ongoing project facility requirements until the completion of the Issue. Any amount that is drawn down from the overdraft arrangement / cash credit facility during this period to finance our existing/ongoing projects will be repaid from the Net Proceeds of the Issue.

#### **INTERIM USE OF FUNDS**

Pending utilization of the Net Proceeds for the Objects of the Issue described above, our Company shall deposit the funds only in Scheduled Commercial Banks included in the Second Schedule of Reserve Bank of India Act, 1934.

In accordance with Section 27 of the Companies Act, 2013, our Company confirms that, pending utilization of the proceeds of the Issue as described above, it shall not use the funds from the Net Proceeds for any investment in equity and/or real estate products and/or equity linked and/or real estate linked products.

#### **MONITORING UTILIZATION OF FUNDS**

There is no requirement for the appointment of a monitoring agency, as the Issue size is less than ₹ 10,000 Lakhs. Our Board will monitor the utilization of the proceeds of the Issue and will disclose the utilization of the Net Proceeds under a separate head in our balance sheet along with the relevant details, for all such amounts that have not been utilized. Our Company will indicate investments, if any, of unutilized Net Proceeds in the balance sheet of our Company for the relevant Fiscal subsequent to receipt of listing and trading approvals from the Stock Exchanges.

Pursuant to Regulation 32 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, our Company shall on half-yearly basis disclose to the Audit Committee the Application of the proceeds of the Issue. On an annual basis, our Company shall prepare a statement of funds utilized for purposes other than stated in this Draft Red Hearing Prospectus and place it before the Audit Committee. Such disclosures shall be made only until such time that all the proceeds of the Issue have been utilized in full.

#### **VARIATION IN OBJECTS**

In accordance with Section 13(8) and Section 27 of the Companies Act, 2013 and applicable rules, our Company shall not vary the objects of the Issue without our Company being authorized to do so by the Shareholders by way of a special resolution through postal ballot. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution (the "Postal Ballot Notice") shall specify the prescribed details as required under the Companies Act and applicable rules. The Postal Ballot Notice shall simultaneously be published in the newspapers, one in English and one in the vernacular language of the jurisdiction where the Registered Office is situated. Our Promoters or controlling Shareholders will be required to provide an exit opportunity to such Shareholders who do not agree to the proposal to vary the objects, at such price, and in such manner, as may be prescribed by SEBI, in this regard.

## **OTHER CONFIRMATIONS**

No part of the proceeds of the Issue will be paid by us to the Promoters and Promoter Group, the Directors, Associates, Key Management Personnel or Group Companies except in the normal course of business and in compliance with the applicable law.

## BASIS FOR ISSUE PRICE

The Price Band and Issue Price will be determined by our Company, in consultation with the Book Running Lead Manager, on the basis of assessment of market demand for the Equity Shares offered through the Book Building Process and on the basis of the following quantitative and qualitative factors as described below. The financial data presented in this section are based on our Company's Restated Financial Statements. The face value of the Equity Shares is ₹ 10 each and the Issue Price is [●] times the face value at the lower end of the Price Band and [●] times the face value at the higher end of the Price Band.

Investors should also refer to the sections/chapters titled "Risk Factors", "Business Overview" and "Restated Financial Information" on page no. 26, 106 and 162 respectively, of this Draft Red Herring Prospectus to have an informed view before making an investment decision.

### QUALITATIVE FACTORS

- Experienced Leadership and Management Team
- Extensive and Diverse Customer Base
- Comprehensive In-House Training and Development
- Stability and Continuity
- Quality & ISO Certifications

For details of qualitative factors, please refer to the paragraph "Our Competitive Strengths" in the chapter titled "Business Overview" beginning on page no. 106 of this Draft Red Herring Prospectus.

### QUANTITATIVE FACTORS

Some of the quantitative factors which may form the basis for calculating the Issue Price are as follows:

#### 1. Basic & Diluted Earnings Per Share (EPS):

$$\text{Basic earnings per share (₹)} = \frac{\text{Restated Profit After Tax attributable to Equity Shareholders}}{\text{Weighted Average Number of Equity Shares outstanding}}$$

$$\text{Diluted earnings per share (₹)} = \frac{\text{Restated Profit After Tax attributable to Equity Shareholders}}{\text{Weighted Average Number of Equity Shares outstanding after adjusting adjusted for the effects of all dilutive potential equity shares}}$$

#### Weighted Average

Financial Year/Period	Basic and Diluted EPS (in ₹)	Weights
Financial Year ended March 31, 2024	7.29	3
Financial Year ended March 31, 2023	3.06	2
Financial Year ended March 31, 2022	1.34	1
<b>Weighted Average</b>	<b>4.89</b>	

#### Notes:

1. The shareholders passed special resolution at an Extra-Ordinary General Meeting held on April 05, 2024 to issue Bonus Equity Shares in the ratio of 10:01 (Ten) new equity share of ₹ 10/- each for every 1 (One) existing fully paid-up shares of ₹ 10/- each to existing shareholders of the company. Pursuant to which our company has allotted 100,00,000 Bonus Equity Shares on April 04, 2024. Accordingly, the earnings per Equity Share have been adjusted for the bonus issue.
2. Weighted average = Aggregate of year-wise weighted EPS divided by the aggregate of weights i.e. sum of (EPS x Weight) for each year/ Total of weights.
3. Basic and diluted EPS are based on the Restated Financial Information.

#### Simple Average

Financial Year/Period	Basic and Diluted EPS (in ₹)
Financial Year ended March 31, 2024	7.29
Financial Year ended March 31, 2023	3.06
Financial Year ended March 31, 2022	1.34
<b>Simple Average</b>	<b>3.90</b>

**Notes:**

- The shareholders passed special resolution at an Extra-Ordinary General Meeting held on April 05, 2024 to issue Bonus Equity Shares in the ratio of 10:01 (Ten) new equity share of ₹ 10/- each for every 1 (One) existing fully paid-up shares of ₹ 10/- each to existing shareholders of the company. Pursuant to which our company has allotted 100,00,000 Bonus Equity Shares on April 04, 2024. Accordingly, the earnings per Equity Share have been adjusted for the bonus issue.
- Weighted average = Aggregate of year-wise weighted EPS divided by the aggregate of weights i.e. sum of (EPS x Weight) for each year/ Total of weights.
- Basic and diluted EPS are based on the Restated Financial Information.

**2. Price to Earnings (P/E) ratio in relation to Price Band of ₹ [●] to ₹ [●] per Equity Share:**

$$\text{Price to Earnings Ratio(P/E)} = \frac{\text{Floor Price / Cap Price}}{\text{Restated Earnings Per Share}}$$

Particulars	EPS (in ₹)	P/E at the Floor Price (No. of times)**	P/E at the Cap Price (No. of times)**
Based on Basic and Diluted EPS as per the Restated Financial Information for the Financial Year ended March 31, 2024	7.29	[●]	[●]

\*\* The details shall be provided post the fixing of price band by our Company at the stage of Red Herring Prospectus or the filing of price band advertisement.

**Industry PE:**

Industry Average	P/E Ratio	Company Name
Highest	29.05	Dynamic Services & Security Limited
Lowest	29.05	Dynamic Services & Security Limited
Average	29.05	Dynamic Services & Security Limited

**Note:** The highest and lowest industry P/E shown above is based on the peer set provided in Point 5 below under “Comparison of Accounting Ratios with Listed Peer Group Companies”, listed peer includes Dynamic Services & Security Limited only, which have been identified by our Company.

**3. Return on Net Worth:**

$$\text{Return on Net Worth (\%)} = \frac{\text{Restated Profit After Tax attributable to Equity Shareholders}}{\text{Closing Net Worth}} * 100$$

Financial Year/Period	Return on Net Worth (%)	Weights
Financial Year ended March 31, 2024	44.71%	3
Financial Year ended March 31, 2023	33.40%	2
Financial Year ended March 31, 2022	19.08%	1
<b>Weighted Average</b>	<b>36.67%</b>	

**Note:**

- Net Worth shall mean the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the Restated Financial Information, but does not include reserves created out of revaluation of assets, write -back of depreciation and amalgamation.

2. *Weighted average = Aggregate of year-wise weighted RoNW divided by the aggregate of weights i.e. (RoNW x Weight) for each year/Total of weights.*

#### 4. Net Asset Value per Equity Share:

$$\text{Restated Net Asset Value per equity share (₹)} = \frac{\text{Restated Net Worth as at the end of the year}}{\text{Number of Equity Shares outstanding}}$$

Particular	Amount (in ₹)
Financial Year ended March 31, 2024	16.30
Financial Year ended March 31, 2023	9.18
Financial Year ended March 31, 2022	7.02
<b>After the Issue</b>	
- At Floor Price	[●]
- At Cap Price	[●]
Issue Price*	[●]

\* To be determined after the book building process.

#### Notes:

- The shareholders passed special resolution at an Extra-Ordinary General Meeting held on April 05, 2024 to issue Bonus Equity Shares in the ratio of 10:01 (Ten) new equity share of ₹ 10/- each for every 1 (One) existing fully paid-up shares of ₹ 10/- each to existing shareholders of the company. Pursuant to which our company has allotted 100,00,000 Bonus Equity Shares on April 04, 2024. Accordingly, the earnings per Equity Share have been adjusted for the bonus issue.
- Net Worth shall mean the aggregate value of the paid-up share capital and all reserves created out of the profit, securities premium account and debit or credit balance of profit and loss account after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the restated financial information, but does not include reserves created out of revaluation of assets, write -back of depreciation and amalgamation.
- Issue Price per equity share has been determined by our Company, in consultation with the Book Running Book Running Lead Manager.

#### 5. Comparison of Accounting Ratios with Peer Group Companies:

Name of the company	Standalone / Consolidated	Face Value (₹)	Current Market Price (₹)	Diluted EPS (₹)	P/E Ratio	RoNW (%)	NAV per Equity Share (₹)	Revenue from operations (₹ in Lakhs)
B D Security Limited	Standalone	10.00	[●]#	7.29	[●]#	44.71%	16.30	11,859.20
<b>Peer Group</b>								
Dynamic Services & Security Limited	Consolidated	10.00	111.25	3.83	29.05	10.43%	36.72	11,934.59

# will be updated in the Prospectus

**Source:** All the financial information for listed industry peer mentioned above is on information sourced from the Annual Reports/Information of the peer company uploaded on the NSE website for the year ended March 31, 2024.

#### Notes:

- P/E Ratio has been computed based on the closing market price of equity shares on the NSE on March 28, 2024 divided by the Diluted EPS.
- RoNW is computed as net profit after tax divided by the closing net worth.
- Net Worth shall mean the aggregate value of the paid-up share capital and all reserves created out of the profit, securities premium account and debit or credit balance of profit and loss account after deducting the aggregate value



of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the restated balance sheet, but does not include reserves created out of revaluation of assets, write -back of depreciation and amalgamation.

4. NAV is computed as the closing net worth divided by the closing outstanding number of equity shares adjusted for bonus and sub-division of shares.
5. The face value of Equity Shares of our Company is ₹ 10/- per Equity Share and the Issue price is [●] times the face value of equity share.

#### KEY FINANCIAL AND OPERATIONAL PERFORMANCE INDICATORS (“KPIs”)

Key Performance Indicators (KPIs) are imperative to the Financial and Operational performance evaluation of the company. However, KPIs disclosed below shall not be considered in isolation or as substitute to the Restated Financial information. In the opinion of our Management the KPIs disclosed below shall be supplementary tool to the investor for evaluation of the company

The KPIs disclosed below have been approved by a resolution of our Audit Committee dated September 24, 2024 and the members of the Audit Committee have verified the details of all KPIs pertaining to the Company. Further, the members of the Audit Committee have confirmed that there are no KPIs pertaining to our Company that have been disclosed to any investors at any point of time during the three years period prior to the date of filing of the Draft Red Herring Prospectus. Additionally, the KPIs have been subjected to verification and certification by M/s. S V J K and Associates, Peer Review Auditors by their certificate dated September 24, 2024.

The KPIs of our Company have been disclosed in the sections “*Business Overview*” and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” starting on pages 106 and 199, respectively. We have described and defined the KPIs, as applicable, in “*Definitions and Abbreviations*” beginning on page 1.

Our Company confirms that it shall continue to disclose all the KPIs included in this section on a periodic basis, at least once in a year (or any lesser period as determined by the Board of our Company), for a duration of one year after the date of listing of the Equity Shares on the Stock Exchange or till the complete utilization of the proceeds of the Fresh Issue as per the disclosure made in the Objects of the Issue Section, whichever is later or for such other duration as may be required under the SEBI (ICDR) Regulations, 2018.

Set forth below are KPIs which have been used historically by our Company to understand and analyse the business performance, which in result, help us in analysing the growth of various verticals of the Company that have a bearing for arriving at the Basis for the Issue Price.

#### FINANCIAL KPIs OF OUR COMPANY

Particulars	For the year ended on		
	31-Mar-24	31-Mar-23	31-Mar-22
Revenue from Operations (₹ in Lakhs)	11,859.20	8,445.67	5,708.57
Growth in Revenue from Operations (YoY %)	40.42%	47.95%	-
EBITDA (₹ in Lakhs)	1,424.69	605.59	250.09
EBITDA Margin (%)	12.01%	7.17%	4.38%
Profit After Tax (₹ in Lakhs)	801.87	337.14	147.34
PAT Margin (%)	6.76%	3.99%	2.58%
RoE (%)	57.22%	37.84%	21.09%
RoCE (%)	24.65%	19.23%	11.94%
Net Working Capital Days (In days)	137.75	93.70	101.30
Operating Cash Flows (₹ in Lakhs)	-1,122.13	-532.67	11.89

#### Notes:

- 1) Revenue from Operations means the Revenue from Operations as appearing in the Restated Financial Statements.
- 2) Growth in Revenue from Operations (%) is calculated as a percentage of Revenue from Operations of the relevant period minus Revenue from Operations of the preceding period, divided by Revenue from Operations of the preceding period.
- 3) EBITDA is calculated as Profit Before Extraordinary Items and Tax, plus tax expenses (consisting of current tax and deferred tax), finance costs and depreciation and amortization expenses reduced by other income.

- 4) EBITDA Margin (%) is calculated as EBITDA divided by Revenue from Operations.
- 5) Profit After Tax Means Profit for the period/year attributable to equity shareholders as appearing in the Restated Financial Statements.
- 6) PAT Margin (%) is calculated as Profit for the year/period as a percentage of Revenue from Operations.
- 7) RoE (Return on Equity) (%) is calculated as net profit after tax for the year / period divided by Average Shareholder Equity.
- 8) RoCE (Return on Capital Employed) (%) is calculated as earnings before interest and taxes (Profit before extraordinary items and tax plus Interest Expense/finance costs) divided by average capital employed. Capital Employed includes Tangible Net Worth, Long-Term Borrowing & Short-Term Borrowing and Deferred Tax Liability.
- 9) Net Working Capital Days is calculated as average working capital as at the end of the year divided by revenue from operations multiplied by number of days in a year. Working Capital is calculated as Current Assets minus Current Liabilities (excluding Short term borrowing).
- 10) Operating cash flows means net cash generated from operating activities as mentioned in the Restated Financial Statements.

**Source: The Figure has been certified by Peer Review Auditors, M/s. S V J K and Associates, Chartered Accountants vide their certificate dated September 24, 2024 having UDIN: 24193591BKAFRI8700.**

#### **OPERATIONAL KPIs OF OUR COMPANY**

Particulars	For the year ended on		
	31-Mar-24	31-Mar-23	31-Mar-22
<b>Work force</b>			
In Security Services	3537	3672	3685
In Telecom O & M Services	1660	1351	1132
<b>Average Revenue per Employee</b>			
In Security Services (₹ in lakhs)	1.92	1.51	0.93
In Telecom O & M Services (₹ in lakhs)	3.06	2.15	2.01
<b>Revenue Split between different verticals of the company</b>			
In Security Services (₹ in lakhs)	6,776.15	5,546.71	3,432.12
In percentage (%)	57.14%	65.68%	60.12%
In Telecom O & M Services (₹ in lakhs)	5,083.05	2,898.97	2,276.45
In percentage (%)	42.86%	34.32%	39.88%

#### **Notes:**

- 1) Revenue per Employee means the Revenue from Operations from respective service as appearing in the Restated Financial Statements divided by Number of workforce providing that respective service.

**Source: The Figure has been certified by Peer Review Auditors, M/s. S V J K and Associates, Chartered Accountants vide their certificate dated September 24, 2024 having UDIN: 24193591BKAFRI8700**

#### **Explanation for KPI metrics**

<b>KPI</b>	<b>Explanations</b>
Revenue from Operations (₹ in Lakhs)	Revenue from Operations is used by the management to track the revenue profile of the business and in turn helps assess the overall financial performance of the Company and size of the business.
Growth in Revenue from Operations	Growth in Revenue from Operations provides information regarding the growth of our business for the respective period.
EBITDA (₹ in Lakhs)	EBITDA provides a comprehensive view of our financial health. It facilitates evaluation of the year-on-year performance of our business and excludes other income
EBITDA Margin (%)	EBITDA Margin (%) is an indicator of the profitability of our business and assists in tracking the margin profile of our business and our historical performance, and provides financial benchmarking against peers.
Profit After Tax (₹ in Lakhs)	Profit after tax provides information regarding the overall profitability of the business.

KPI	Explanations
PAT Margin (%)	PAT Margin (%) is an indicator of the overall profitability of our business and provides financial benchmarking against peers as well as to compare against the historical performance of our business.
RoE (%)	RoE provides how efficiently the Company generates profits from shareholders' funds
RoCE (%)	ROCE provides how efficiently the Company generates earnings from the capital employed in the business.
Net Working Capital Days (in days)	Net working capital days indicates the working capital requirements of our Company in relation to revenue generated from operations
Operating Cash Flows (₹ in Lakhs)	Operating cash flows provides how efficiently our company generates cash through its core business activities
Work Force	Work force strength is a valuable indicator of a company's sales performance and its ability to generate revenue.
Average Revenue per Employee (RPE)	Revenue per employee (RPE) is a financial metric that measures contribution to Revenue per employee.
Revenue split between different verticals of company	This metric enables us to track the progress of our revenues in the different verticals of the company.

**COMPARISON OF FINANCIAL KPIs OF OUR COMPANY AND OUR LISTED PEERS:**

Particulars	B D Security Limited			Dynamic Services & Security Limited		
	For the Year ended on			For the Year ended on		
	March 31, 2024	March 31, 2023	March 31, 2022	March 31, 2024	March 31, 2023	March 31, 2022
Revenue from Operations (₹ in Lakhs)	11,859.20	8,445.67	5,708.57	11,934.59	8,187.50	7,151.22
Growth in Revenue from Operations (%)	40.42%	47.95%	-	45.77%	14.49%	-
EBITDA (₹ in Lakhs)	1,424.69	605.59	250.09	1,722.78	661.49	513.28
EBITDA Margin (%)	12.01%	7.17%	4.38%	14.44%	8.08%	7.18%
Profit After Tax (₹ in Lakhs)	801.87	337.14	147.34	886.88	1019.29	215.98
PAT Margin (%)	6.76%	3.99%	2.58%	7.43%	12.45%	3.02%
RoE (%)	57.22%	37.84%	21.09%	11.54%	17.85%	9.05%
RoCE (%)	24.65%	19.23%	11.94%	16.15%	7.82%	8.76%
Net Working Capital Days (In days)	137.75	93.70	101.30	191.37	266.03	268.13
Operating Cash Flows (₹ in Lakhs)	-1,122.13	-532.67	11.89	-3469.16	2210.73	-148.77

Source: The Figure has been certified by Peer Review Auditors, M/s. M/s. S V J K and Associates, Chartered Accountants vide their certificate dated September 24, 2024 having UDIN: 24193591BKAFRI8700

**COMPARISON OF OPERATIONAL KPIs OF OUR COMPANY AND OUR LISTED PEERS:**

Particulars	B D Security Limited			Dynamic Services & Security Limited		
	For the Year ended on			For the Year ended on		
	March 31, 2024	March 31, 2023	March 31, 2022	March 31, 2024	March 31, 2023	March 31, 2022
<b>Work force</b>						
In Security Services	3537	3672	3685	N.A.	N.A.	N.A.
In Operating and Maintenance Services	1660	1351	1132	N.A.	N.A.	N.A.
<b>Average Revenue per Employee</b>						
In Security Services (₹ in lakhs)	1.92	1.51	0.93	N.A.	N.A.	N.A.
In Operating and Maintenance Services (₹ in lakhs)	3.06	2.15	2.01	N.A.	N.A.	N.A.
<b>Revenue Split between different verticals of the company</b>						

Particulars	B D Security Limited			Dynamic Services & Security Limited		
	For the Year ended on			For the Year ended on		
	March 31, 2024	March 31, 2023	March 31, 2022	March 31, 2024	March 31, 2023	March 31, 2022
In Security Services (₹ in lakhs)	6,776.15	5,546.71	3,432.12	N.A.	N.A.	N.A.
In percentage (%)	57.14%	65.68%	60.12%	N.A.	N.A.	N.A.
In Operating and Maintenance Services (₹ in lakhs)	5,083.05	2,898.97	2,276.45	N.A.	N.A.	N.A.
In percentage (%)	42.86%	34.32%	39.88%	N.A.	N.A.	N.A.

Source: The Figure has been certified by Peer Review Auditors, M/s. M/s. S V J K and Associates, Chartered Accountants vide their certificate dated September 24, 2024 having UDIN: 24193591BKA FRI8700

#### WEIGHTED AVERAGE COST OF ACQUISITION:

##### a) The Price per share of our Company based on the primary/ new issue of shares (equity / convertible securities).

The details of issuance of Equity Shares or convertible securities, excluding shares issued under ESOP/ESOS and issuance of bonus shares, during the 18 months preceding the date of this Draft Red Herring Prospectus, where such issuance is equal to or more than 5% of the fully diluted paid-up share capital of the Company (calculated based on the pre-issue capital before such transaction(s)), in a single transaction or multiple transactions combined together over a span of 30 days, are as follows:

Date of Allotment	Number of securities allotted	Name of Allottee	Nature of allotment	Issue price per Equity Share (in ₹)	Total Consideration (₹ in lakhs)	
20-May-24	90000	Benani Capital Scheme	Preferential Allotment	55.00	49.50	
20-May-24	182000	Viney Equity Market LLP		55.00	100.10	
20-May-24	90000	Manas Chadha		55.00	49.50	
20-May-24	90000	Rajesh Jain		55.00	49.50	
20-May-24	90000	Malay Rohitkumar Bhow		55.00	49.50	
20-May-24	146000	Nitinbhai Govindbhai Patel		55.00	80.30	
20-May-24	146000	Prakash Ratilal Parikh HUF		55.00	80.30	
20-May-24	90000	Trishneet Arora		55.00	49.50	
20-May-24	46000	Rishabh Golchha		55.00	25.30	
20-May-24	90000	Namita Parakh		55.00	49.50	
20-May-24	90000	Patel Deep Yogesh Kumar		55.00	49.50	
20-May-24	44000	Sunil Kumar Gupta		55.00	24.20	
20-May-24	90000	Anjani Kumar Goyal		55.00	49.50	
20-May-24	46000	Kiritkumar Heerachand Jain		55.00	25.30	
20-May-24	46000	Chandresh Shantilal Shah		55.00	25.30	
20-May-24	28000	Ritesh Kumar Gupta		55.00	15.40	
20-May-24	18000	Madan Gopal Aggarwal		55.00	9.90	
20-May-24	38000	Swati Goel		55.00	20.90	
<b>Weighted average cost of acquisition (WACA) for Primary Transactions</b>					<b>55.00</b>	

##### b) The price per share of our Company based on the secondary sale / acquisition of shares (equity / convertible securities).

The details of secondary sale / acquisition of whether equity shares or convertible securities, where the promoter, members of the promoter group, selling shareholders, or shareholder(s) having the right to nominate director(s) in the board of directors of the Company are a party to the transaction (excluding gifts), during the 18 months preceding the date of this Draft Red Herring Prospectus, where either acquisition or sale is equal to or more than 5% of the fully diluted paid up share capital of the Company (calculated based on the pre-issue capital before such transaction(s) and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days, are as follows:

*There has been no transfer of Equity Shares during the 18 months more than 5% of the fully diluted paid up share capital of the Company preceding the date of this Draft Red Herring Prospectus.*

**c) Price per share based on the last five primary or secondary transactions;**

Since there are transactions to report under (a) therefore, information based on last 5 primary or secondary transactions (secondary transactions where Promoters / Promoter Group entities or Selling Shareholder or shareholder(s) having the right to nominate director(s) in the Board of our Company, are a party to the transaction) not older than 3 years prior to the date of this Draft Red Herring Prospectus irrespective of the size of transactions is not required to disclosed.

**d) Weighted average cost of acquisition, floor price and cap price:**

Based on the above transactions, below are the details of the weighted average cost of acquisition, as compared to the Floor Price and the Cap Price:

Types of transactions	Weighted average cost of acquisition (₹ per Equity Share)	Floor Price (i.e. ₹ [●])	Cap Price (i.e. ₹ [●])
Weighted average cost of acquisition for last 18 months for primary / new issue of shares (equity / convertible securities), excluding shares issued under an employee stock option plan/employee stock option scheme and issuance of bonus shares, during the 18 months preceding the date of filing of this Draft Red Herring Prospectus, where such issuance is equal to or more than five per cent of the fully diluted paid-up share capital of our Company (calculated based on the pre-issue capital before such transaction/s and excluding employee stock options), in a single transaction or multiple transactions combined together over a span of rolling 30 days.	55.00	[●]*	[●]*
Weighted average cost of acquisition for last 18 months for secondary sale / acquisition of shares equity / convertible securities), where promoter / promoter group entities or Selling Shareholder or shareholder(s) having the right to nominate director(s) in our Board are a party to the transaction (excluding gifts), during the 18 months preceding the date of filing of this Draft Red Herring Prospectus, where either acquisition or sale is equal to or more than 5% of the fully diluted paid-up share capital of our Company (calculated based on the pre-issue capital before such transaction(s) and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days.**	N.A.	N.A.	N.A.
Since there were no secondary transactions of equity shares of our Company during the 18 months preceding the date of filing of this Draft Red Herring Prospectus, which are equal to or more than 5% of the fully diluted paid-up share capital of our Company, the information has been disclosed for price per share of our Company based on the last five secondary transactions where promoter /promoter group entities or Selling Shareholder or shareholder(s) having the right to nominate director(s) on our Board, are a party to the transaction, not older than three years prior to the date of filing of this Draft Red Herring Prospectus irrespective of the size of the transaction.	N.A.	N.A.	N.A.

*\* The details shall be provided post the fixing of price band by our Company at the stage of Red Herring Prospectus or the filing of price band advertisement.*

**Source: The Figure has been certified by Peer Review Auditors, M/s. M/s. S V J K and Associates, Chartered Accountants vide their certificate dated September 24, 2024 having UDIN: 24193591BKAFRI8700**

**Justification for Basis of Issue price: -**

Explanations for Issue Price / Cap Price being [●] times of weighted average cost of acquisition of primary issuance price / secondary transaction price of Equity Shares set out above along with our Company's key performance indicators and financial ratios for the Financial Years 2024, 2023 and 2022 and in view of the external factors which may have influenced the pricing of the Issue, are provided below

[●]

*(To be included on finalization of Price Band)*

The Issue Price of ₹ [●] has been determined by our Company, in consultation with the BRLMs, on the basis of the demand from investors for the Equity Shares through the Book Building process. Investors should read the abovementioned information along with "Risk Factors", "Business Overview", "Summary of Restated Financial Information", and "Management Discussion and Analysis of Financial Position and Results of Operations" beginning on pages 26, 106, 162 and 199, respectively of this Draft Red Herring Prospectus, to have a more informed view. The trading price of the Equity Shares of our Company could decline due to the factors mentioned in "Risk Factors" on page 26 and you may lose all or part of your investments.

## STATEMENT OF SPECIAL TAX BENEFITS

To,  
**The Board of Directors,**  
**B D Security Limited**  
BD House, 3rd Building, Lane No 1st,  
Greater Kailash, Jammu,  
Jammu & Kashmir, India, 180011

Dear Sir,

**Subject - Statement of possible tax benefits (“the statement”) available to B D Security Limited (“the company”), and its shareholder prepared in accordance with the requirement in Point No. 9 (L) of Part A of Schedule VI to the Securities Exchange Board of India (Issue of Capital Disclosure Requirements) Regulations, 2018.**

**Reference - Initial Public Offer of Equity Shares by B D Security Limited.**

1. We hereby confirm that the enclosed **Annexure I**, prepared by B D Security Limited (“the Company”), which provides the possible special tax benefits under direct tax and indirect tax laws presently in force in India, including the Income-tax Act, 1961, the Central Goods and Services Tax Act, 2017, the Integrated Goods and Services Tax Act, 2017, the Union Territory Goods and Services Tax Act, 2017, respective State Goods and Services Tax Act, 2017, (collectively the “Taxation Laws”), the rules, regulations, circulars and notifications issued thereon, as applicable to the assessment year 2025-26 relevant to the financial year 2024-25, available to the Company, and its shareholders. Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the Taxation Laws. Hence, the ability of the Company or its shareholders to derive the tax benefits is dependent upon their fulfilling such conditions which, based on business imperatives the Company faces in the future, the Company or its shareholders may or may not choose to fulfil.
2. We have examined the Restated Statement of assets and liabilities, the Restated Statement of profit and loss, the Restated Statement of cash flows, for the financial year ended on March 31, 2024, 2023 and 2022; together with the respective Schedules, Annexures and Notes thereto, prepared in accordance with the requirements of the Companies Act, 1956, as amended and the Companies Act, 2013, to the extent notified and made effective (together, the "Companies Act") and Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI ICDR Regulations") and the Guidance Note on "Reports in Company's Prospectus (Revised)" issued by the ICAI, to the extent applicable, as amended from time to time ("Guidance Note") (together with the "Restated Financial Statements").
3. This statement of possible special tax benefits is required as per Schedule VI (Part A) (9)(L) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended (‘SEBI ICDR Regulations’). While the term ‘special tax benefits’ has not been defined under the SEBI ICDR Regulations, it is assumed that with respect to special tax benefits available to the Company, and its shareholders and the same would include those benefits as enumerated in the statement. The benefits discussed in the enclosed statement cover the possible special tax benefits available to the Company, and its Shareholders and do not cover any general tax benefits available to them. Any benefits under the Taxation Laws other than those specified in the statement are considered to be general tax benefits and therefore not covered within the ambit of this statement. Further, any benefits available under any other laws within or outside India, except for those specifically mentioned in the statement, have not been examined and covered by this statement.
4. The benefits discussed in the enclosed Annexure are not exhaustive and the preparation of the contents stated is the responsibility of the Company's management. We are informed that these Annexure is only intended to provide information to the investors and are neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the proposed initial public offering.
5. In respect of non-residents, the tax rates and the consequent taxation shall be further subject to any benefits available under the applicable Double Taxation Avoidance Agreement, if any, between India and the country in which the non-resident has fiscal domicile.
6. We do not express any opinion or provide any assurance as to whether
  - i) the Company or its shareholders will continue to obtain these benefits in future;

- ii) the conditions prescribed for availing the benefits have been met with; and
- iii) the revenue authorities courts will concur with the views expressed herein.

7. The Content of the enclosed Annexure is based on information, explanations and representations obtained from the company and on the basis of their understanding of the business activities and operations of the company.
8. No assurance is given that the revenue authorities / Courts will concur with the view expressed herein. Our views are based on existing provisions of law and its implementation, which are subject to change from time to time. We do not assume any responsibility to updates the views consequent to such changes.
9. We shall not be liable to any claims, liabilities or expenses relating to this assignment except to the extent of fees relating to this assignment, as finally judicially determined to have resulted primarily from bad faith or intentional misconduct. We will not be liable to any other person in respect of this statement.
10. This certificate is provided solely for the purpose of assisting the addressee Company in discharging its responsibility under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 for inclusion in the Draft Red Herring Prospectus/ Red Herring Prospectus/Prospectus in connection with the proposed issue of equity shares and is not be used, referred to or distributed for any other purpose without our written consent.

**For M/s. SVJK and Associates**  
**Chartered Accountants**  
**FRN: 135182W**

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**CA Reeturaj Verma**  
**Partner**  
**Membership No.:** 193591  
**UDIN:** 24193591BKAFRF8287  
**Place:** Ahmedabad  
**Date:** September 24, 2024



## **ANNEXURE I TO THE STATEMENT OF TAX BENEFITS**

The information provided below sets out the possible special tax benefits available to the Company, and its Shareholders under the Taxation Laws presently in force in India. It is not exhaustive or comprehensive and is not intended to be a substitute for professional advice. Investors are advised to consult their own tax consultant with respect to the tax implications of an investment in the Equity Shares particularly in view of the certain recently enacted legislation may not have a direct legal precedent or may have a different interpretation on the benefits, which an investor can avail.

### **YOU SHOULD CONSULT YOUR OWN TAX ADVISORS CONCERNING THE INDIAN TAX IMPLICATIONS AND CONSEQUENCES OF PURCHASING, OWNING AND DISPOSING OF EQUITY SHARES IN YOUR PARTICULAR SITUATION**

#### **A. SPECIAL TAX BENEFITS TO THE COMPANY**

The Company is not entitled to any special tax benefits under the Taxation Laws.

#### **B. SPECIAL TAX BENEFITS TO THE SHAREHOLDER**

The Shareholders of the Company are not entitled to any special tax benefits under the Taxation Laws.

#### **Note:**

1. All the above benefits are as per the current tax laws and will be available only to the sole / first name holder where the shares are held by joint holders.

We hereby give our consent to include our above referred opinion regarding the special tax benefits available to the Company, to its shareholders in the Draft Red Herring Prospectus / Red Herring Prospectus / Prospectus.

## SECTION VIII – ABOUT THE COMPANY

### INDUSTRY OVERVIEW

The information in this section has been extracted from various websites and publicly available documents from various industry sources. The data may have been re-classified by us for the purpose of presentation. Neither we nor any other person connected with the Issue has independently verified the information provided in this section. Industry sources and publications, referred to in this section, generally state that the information contained therein has been obtained from sources generally believed to be reliable, but their accuracy, completeness and underlying assumptions are not guaranteed, and their reliability cannot be assured, and, accordingly, investment decisions should not be based on such information.

#### GLOBAL ECONOMY

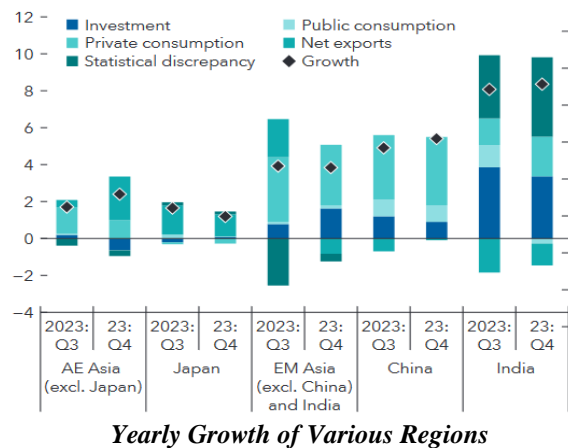
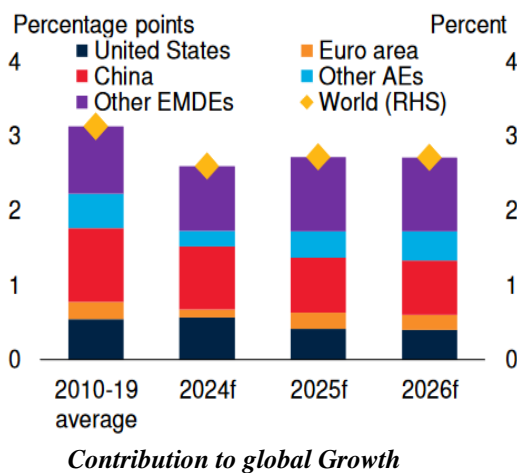
The global economy is showing signs of stabilization after weathering a series of negative shocks in recent years. Despite facing challenges such as higher financing costs and geopolitical tensions, global economic activity strengthened in early 2024. This improvement is primarily driven by the robust expansion of the U.S. economy, which has prompted a slight upward revision in global growth projections for the year. However, expectations for a significant decrease in global interest rates have tempered due to persistent inflationary pressures in key economies, indicating a cautious economic outlook.

Looking ahead, both advanced economies and emerging markets are anticipated to experience slower growth rates compared to the pre-pandemic decade. Emerging markets, in particular, are poised for a modest recovery in domestic demand amidst ongoing challenges like inflation, tight financial conditions, and varying economic conditions across major economies. Nonetheless, vulnerable economies, including low-income countries and those affected by conflict, continue to face severe growth constraints.

While global trade is rebounding, led by an increase in goods trade, the outlook remains subdued relative to previous decades. Services trade, especially tourism, is expected to contribute less to growth this year despite nearing pre-pandemic levels. Persistent trade barriers and uncertainties in trade policies further dampen the global trade outlook, underscoring the subdued economic environment compared to historical norms.

Inflationary pressures have moderated somewhat as commodity prices stabilize and supply chain disruptions ease. However, core inflation rates remain sticky, prompting central banks to adopt a cautious approach to monetary easing to maintain price stability. Financial conditions have improved marginally in emerging markets due to improved risk appetite, although a significant proportion of these economies remain vulnerable to debt-related stresses.

In summary, while the near-term global economic outlook has brightened, ongoing challenges persist, necessitating careful monitoring and policy adjustments to sustain the recovery momentum amidst a complex and uncertain global landscape.



#### GLOBAL SCENARIO ACROSS DIVERSE TERRITORIES

In the latter half of 2023, Asia and the Pacific experienced a remarkable upturn in economic growth, reaching 5.0 percent for the year, a notable improvement from the 3.9 percent recorded in 2022 and surpassing the October 2023 projections by 0.4 percentage points. This positive surprise was predominantly driven by Emerging Asia, which saw robust expansions in countries such as Malaysia, the Philippines, Vietnam, and notably India. In contrast, growth outcomes in advanced economies largely aligned with earlier forecasts, with the exception of New Zealand, which entered a technical recession.

Despite facing challenges such as high monetary policy rates and external uncertainties, the region exhibited surprising resilience throughout 2023. Asia-Pacific remained a powerhouse, contributing nearly two-thirds of global growth, with

domestic consumption, particularly strong in Emerging Asia, serving as the primary growth engine. Concurrently, inflationary pressures eased across the region, supported by timely monetary tightening in 2022 and early 2023, alongside declines in commodity and goods prices. This disinflationary trend sets a favourable backdrop for a potential "soft landing" in 2024, bolstering consumer purchasing power and potentially paving the way for monetary easing later in the year. However, some economies face the risk of falling below their inflation targets, necessitating vigilance against potential deflationary pressures.

In emerging markets within the region, growth was buoyed by robust private demand, supplemented by significant public investment in countries like China and India. Export demand remained subdued overall, reflecting a shift in consumer preferences back towards services compared to goods following the COVID-19 pandemic. Notably, advanced Asia's technology sector saw heightened demand, particularly in high-end semiconductor products for artificial intelligence applications towards the end of the year. Service sector activities generally outpaced industrial production in emerging markets, while in advanced economies, growth in service sectors slowed, but industrial output began to show signs of recovery in the fourth quarter.

(Source: *Global Economic Prospects- A World Bank Group Flagship Report June 2024*)

(Source: *Regional Economic Outlook- Published by IMF, April 2024*)

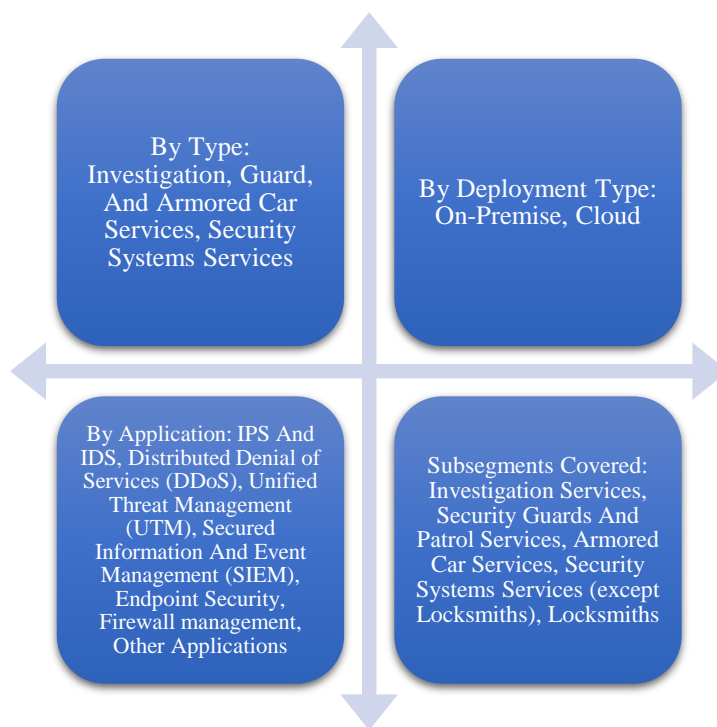
( <https://openknowledge.worldbank.org/server/api/core/bitstreams/6feb9566-e973-4706-a4e1-b3b82a1a758d/content> )

( <file:///C:/Users/Admin/Downloads/text-5.pdf> )

### SECTOR SPECIFIC GLOBAL OUTLOOK

The investigation and security services market size has grown strongly in recent years. It will grow from \$388.69 billion in 2023 to \$423.82 billion in 2024 at a compound annual growth rate (CAGR) of 9.0%. The growth in the historic period can be attributed to crime and threats, regulatory compliance, corporate security, data security. The investigation and security services market size is expected to see strong growth in the next few years. It will grow to \$589.62 billion in 2028 at a compound annual growth rate (CAGR) of 8.6%. The growth in the forecast period can be attributed to terrorism and political instability, public safety concerns, digital transformation, remote work security. Major trends in the forecast period include digital transformation, security technology advancements, artificial intelligence and automation. Asia-Pacific was the largest region in the investigation and security services market, whereas North-America stood at second largest region in the investigation and security services market.

The investigation and security services market could be segmented on the basis of various factors:



The global telecom operations management market size reached US\$ 70.2 Billion in 2023. Looking forward, IMARC Group expects the market to reach US\$ 116.1 Billion by 2032, exhibiting a growth rate (CAGR) of 5.6% during 2024-2032.

(Source: *Investigations and Security Services Global Market Report 2024*, by the Business Research Company)

(Source: *Telecom Operations Management Market Report*, by IMARC)

( <https://www.thebusinessresearchcompany.com/report/investigation-and-security-services-global-market-report> )

( <https://www.imarcgroup.com/telecom-operations-management-market> )

## INDIAN ECONOMY

### SERVICES SECTOR

The reforms initiated in the 1990s catalysed India's service sector expansion, marking a pivotal shift in the economy. By mid-1980s, initial signs of growth emerged, but it was the comprehensive economic reforms of the 1990s that propelled the sector forward, addressing critical balance of payments challenges. Today, the service sector stands as a cornerstone of India's economy, commanding over 50% of its GDP and demonstrating robust growth, notably 9.1% in the fiscal year 2022-23 alone. This growth is underscored by the sector's role as a major employer, with significant contributions from IT, banking, and finance.

Moreover, the services sector is pivotal in India's export landscape, with substantial foreign investment inflows and a crucial role in enhancing global market share. Recent figures underscore its dominance, contributing 55% to India's Gross Value Added as of the latest estimates. The sector's performance is buoyed by government initiatives fostering a conducive environment, such as initiatives focused on digital transformation and urban development. These efforts are crucial in positioning India's services on the global stage, projected to unlock trillions in economic potential, benefiting not just India but fostering symbiotic growth globally.

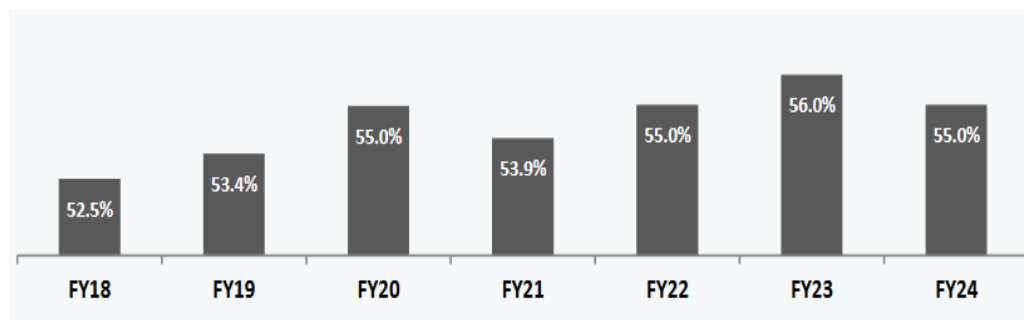
Recent data highlights a resilient performance in services exports, driven by key segments like software, business services, and tourism, underscoring India's competitive edge in knowledge-based services. Amidst positive demand signals, the sector continues to expand, evident in rising business volumes and job creation. Looking ahead, forecasts suggest further growth, with India's IT and business services market projected to reach US\$ 19.93 billion by 2025, reflecting sustained momentum and resilience in the face of global economic shifts.

In conclusion, India's service sector remains a beacon of economic growth and resilience, leveraging its unique advantages to propel not only national development but also global economic integration, underlining its role as a pivotal engine of India's economic success in the 21st century

### Key Highlights On Sector Development Endeavours

- In December 2023, India's services exports increased by 1.3% to reach US\$ 31.6 billion, supported primarily by growth in software, business, and travel services. Concurrently, imports of services declined by 1.2%, resulting in a record net earnings of US\$ 16.0 billion for the month.
- For the October-December 2023 quarter, India's overall trade in goods and services amounted to US\$ 87.7 billion, marking a 5.1% year-on-year growth. This period also witnessed a significant trade surplus of US\$ 44.9 billion, driven by robust performance in services exports, particularly in software, business, and travel services.
- Throughout the second half of the fiscal year 2022-23, India's services industry thrived, buoyed by contact-intensive services and construction activities. Notably, the IT and business services market is forecasted to expand to US\$ 19.93 billion by 2025.
- As of April 2024, India's Purchasing Managers' Index (PMI) for services stood at 60.8, indicating continued expansion albeit at a slower pace. The service sector remains pivotal, contributing 66% to India's GDP and employing about 28% of the national workforce, making it the fastest-growing service sector globally.
- Looking ahead, India's medical tourism sector is poised for a strong recovery, with expectations of welcoming 7.3 million medical tourists in 2024, surpassing pre-pandemic levels.
- The services sector has been a significant recipient of foreign direct investment (FDI), attracting US\$ 109 billion between April 2000 and March 2024. Additionally, equity inflows into the sector for the fiscal year 2023-24 amounted to US\$ 6 billion.
- In telecommunications, India's subscriber base reached 1,199.28 million as of March 2024, with the top five service providers controlling 98.35% of the broadband market. Reliance Jio led with 470.19 million subscribers, followed by Bharti Airtel with 264.76 million, Vodafone Idea with 127.29 million, BSNL with 25.12 million, and Atria Convergence with 2.23 million subscribers.
- The IT and business services market is anticipated to grow at a compound annual growth rate (CAGR) of 8.3% from 2021 to 2026, aiming to reach US\$ 20.5 billion by the end of the forecast period.

- The Indian government has implemented strategic initiatives such as the 'Action Plan for Champion Sectors in Services' to prioritize and boost twelve identified key service sectors. Furthermore, policies like the production-linked incentive (PLI) scheme for telecom and networking products aim to attract investments and generate employment.
- Under the Union Budget 2021-22, Rs. 7,000 crores (US\$ 963.97 million) was allocated to the BharatNet programme, enhancing digital connectivity across rural India. Initiatives like the National Broadband Mission are also underway to ensure broadband access to all villages, further promoting digital inclusion.
- In the realm of international cooperation, India has signed agreements, such as the MoU with Japan in January 2021, aimed at enhancing collaboration in 5G technologies, telecom security, and submarine optical fibre cable systems.
- Looking forward, the Ministry of Electronics and Information Technology aims to elevate the digital economy's contribution to 20% of GDP within the next five years. Efforts are underway to develop a cloud-based infrastructure to foster collaborative networks and support AI entrepreneurs and startups in creating innovative solutions.



*India's Service GVA as a percentage of Total GVA*

(Source: IBEF)

(<https://www.ibef.org/industry/services>)

## TELECOMMUNICATIONS SECTOR

India has solidified its position as the world's second-largest telecommunications market, boasting a substantial telephone subscriber base of 1,199.28 million as of March 2024, marking significant growth over the past decade. The Indian mobile economy, highlighted in a report by GSM Association (GSMA) and Boston Consulting Group (BCG), is set to become a pivotal contributor to India's Gross Domestic Product (GDP). In a landmark achievement, India surpassed the US in 2019 to secure the second-largest spot in global app downloads.

The growth trajectory of India's telecom sector owes much to the liberal and reformist policies of the Government of India, complemented by robust consumer demand. These policies have facilitated market access for telecom equipment and established a fair and proactive regulatory framework, ensuring affordable telecom services for consumers. The deregulation of Foreign Direct Investment (FDI) norms has further propelled the sector, making it one of the fastest-growing and a key generator of employment in the country.

As of March 2024, the wireless subscriber base stood at a staggering 1,165.49 million, with prominent players like Reliance Jio Infocom Ltd leading at 469.73 million subscribers, followed by Bharti Airtel with 265.50 million, Vodafone Idea with 127.69 million, and BSNL with 20.65 million. Wired broadband subscriptions reached 40.06 million in the fiscal year 2023-24, while wireless broadband subscribers totaled 884.01 million by the same period.

Data consumption has soared, with December 2023 witnessing an aggregate usage of 50,00,047 GB. The quarterly wireless data usage surged to 49,543 PB by December 2023, marking a 4.01% increase from September 2023. Notably, 4G data dominated with 86.66% of the total usage, followed by 5G at 12.59%, while 2G and 3G made up smaller fractions.

Financially, the telecom sector recorded a robust gross revenue of Rs. 2.4 lakh crore (US\$ 29.00 billion) in FY24, underscoring its economic significance. Looking ahead, India anticipates adding 500 million new internet users over the next five years, driven by increased mobile-phone penetration and declining data costs, which will create fertile ground for emerging businesses. Moreover, the impending rollout of 5G technology is expected to necessitate approximately 22 million skilled workers in fields such as Internet of Things (IoT), Artificial Intelligence (AI), robotics, and cloud computing by 2025, further underlining the sector's transformative potential in India's economic landscape.



**Telecom Sector Gross Revenue**

### Significant developments

- Foreign Direct Investment (FDI) in India's telecom sector totaled US\$ 39.32 billion between April 2000 and March 2024.
- India's Bharat 6G alliance plans to collaborate with the European telecom industry organization to develop 6G technology, enhancing global partnerships in telecom innovation.
- Efforts are underway to fiberize telecom towers to support India's readiness for 5G. Currently, 36% of towers are fiberized, with plans to deploy 12 lakh towers.
- Total broadband subscriptions surged from 149.75 million in FY16 to 846.57 million in FY23. Wired broadband subscriptions stood at 33.49 million, while wireless broadband subscribers reached 813.08 million as of FY23.
- According to TRAI, average wireless data usage per subscriber rose significantly, from 61.66 MB in March 2014 to 17.11 GB per month in December 2022, showcasing the rapid expansion of data consumption.
- The Department of Telecommunications received an allocation of Rs. 97,579.05 crore (US\$ 11.92 billion) in the Union Budget 2023-24. This includes Rs. 400 crore (US\$ 48.88 million) for Research and Development and Rs. 5,000 crore (US\$ 611.1 million) for BharatNet, highlighting investments in infrastructure and innovation.
- RailTel launched the Prime Minister Wi-Fi Access Network Interface (PM-WANI) across 100 railway stations, featuring 2,384 Wi-Fi hotspots in 22 states, enhancing public Wi-Fi accessibility.
- The Quantum Communication Lab at C-DOT, Delhi, was inaugurated by Telecom Secretary Mr. K. Rajaraman, unveiling an indigenously developed Quantum Key Distribution (QKD) solution capable of supporting distances greater than 100 km on standard optical fibre, marking a milestone in secure communication technology.
- The FDI cap in the telecom sector was raised to 100% from the previous 74%. This liberalization, effective from October 2021, permits 100% FDI via the automatic route in infrastructure services such as dark fibre, electronic mail, and voice mail, fostering greater foreign investment opportunities.
- The Department of Telecommunications launched 'Tarang Sanchar', a web portal aimed at disseminating information on mobile towers and EMF emission compliances, promoting transparency and regulatory adherence in the telecom sector.

(Source: <https://www.ibef.org/industry/telecommunications> )

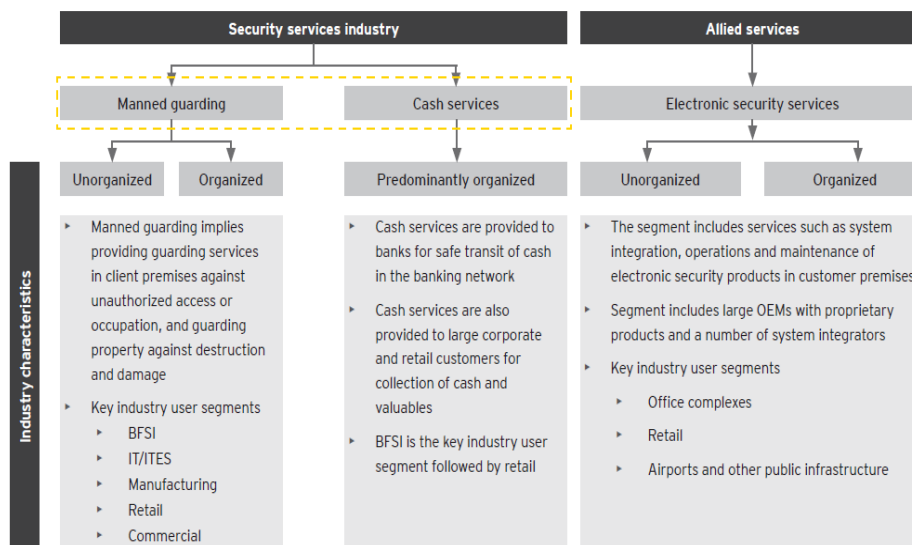
## EXECUTIVE SUMMARY

### I) PRIVATE SECURITY INDUSTRY

The global private security market size is projected to be worth US\$ 3, 51,893.2 million by 2034. According to the estimates, the market is anticipated to exhibit a 3.60% CAGR until 2034. In 2024, the private security market size is valued at US\$ 2, 47,333.2 million. Private security firms are incorporating behavioural analytics into their threat detection processes. This process searches for abnormalities that indicate possible security risks in both digital and physical environments.

Security companies are likely to establish themselves as pioneers in anticipatory security solutions by taking a proactive stance and utilizing human behavioural patterns to identify and address risks. Security companies can be recognized as providers of advanced threat detection tools based on behavioural analytics and gain prominence in the private security industry.

The organisation structure of Private security industry could be further explained as follows:

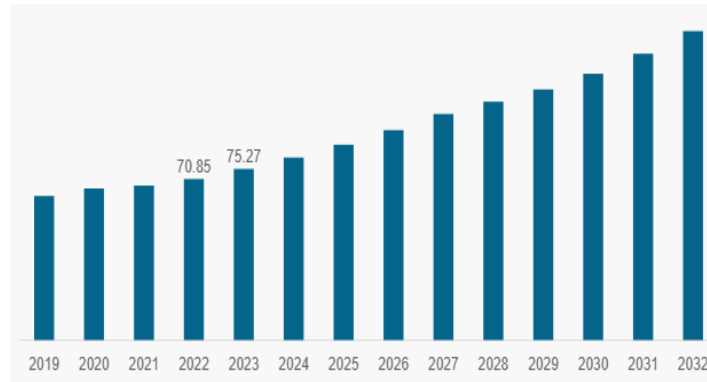


The Chart below displays end-user classification for the security services market in India:

Type of Customer Segment	End-users Included
B2B	Private commercial office, private educations institutions, Hotels, Hospitals, IT&ITES, BFSI etc.
B2G	Government offices, Research and Educational Institutes (CLRI, CPRI, IITs, IIMs etc), Housing Colonies for Government Staff, Aviation, Metros etc.
B2C	Bunglows, Row Houses, Condominiums, Large apartment complexes

### Private Security Market Trends Analysis

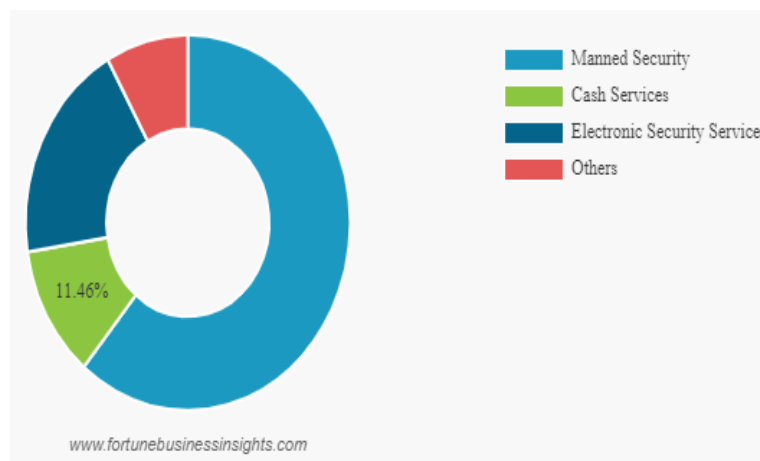
- ❖ **Increasing Demand for Cyber security Services:** Digitalization and growing cyber risks are boosting the demand for cyber security solutions. Private security firms are expanding into digital security, offering services like network monitoring, threat intelligence, and incident management.
- ❖ **Impact of AI and Automation:** AI and automation technologies are revolutionizing the security industry. They enable advanced surveillance systems, predictive analytics, and autonomous security robots. These technologies enhance efficiency, accuracy, and response times, thereby driving market growth.
- ❖ **Regulatory Compliance Driving Investment:** Stringent data protection laws such as GDPR and CCPA are prompting organizations to invest in robust security systems. Private security services specializing in data privacy and compliance are experiencing significant growth as a result.
- ❖ **Rise of Remote Monitoring:** Remote monitoring solutions like CCTV surveillance and remote guarding are becoming popular among businesses and homeowners. Managed security services offering continuous surveillance and proactive threat detection are witnessing substantial development as companies seek to outsource their security needs.
- ❖ **Industry-Specific Security Needs:** Industries like finance, healthcare, and transportation are facing heightened security concerns, driving demand for specialized security services. Emerging nations undergoing urbanization and infrastructural development are presenting new opportunities for private security firms to expand their operations.



*Asia-Pacific Private Security market Size, 2019-2032 (USD Billion)*

### Private Security Market Opportunity Analysis

- ❖ The rising use of drones for monitoring and security creates unique opportunities for private security organizations. Providing specialized drone security services for broad regions, event management, and fast response can be a profitable niche, delivering expanded capabilities to clients in a variety of industries.
- ❖ Creating and providing integrated threat intelligence systems that aggregate data from various sources, such as social media, open-source intelligence, and proprietary databases, represents a unique opportunity.
- ❖ As the global population ages, private security firms can explore opportunities to provide expert protection services targeted to the demands of the elderly and medical institutions. This encompasses personal security services, medical facility protection, and the use of technology to provide health-related security solutions.
- ❖ The rise of smart cities creates new potential for private security corporations to offer personalized protection solutions. This involves using IoT devices, sensors, and data analytics to provide sophisticated surveillance, public safety, and emergency response services in metropolitan areas.
- ❖ With the growing complexity of sporting events and entertainment gatherings, private security services have a unique potential to specialize in sports and event security management. This involves crowd management, threat assessments, and assuring the safety of participants and spectators.



*Global Private Security Market Share, By Service Type, 2023*

With demand in the private security space increasing and with the increased need for quality and skilled resources, a tertiary sector quietly growing is that of training agencies not only providing training for in-house employment but also servicing the industry at large. Various allied services covered under the private security market are as follows:





### GUARD SERVICES GAIN TOP MARKET SHARES

Based on services, the guard service segment holds 33.60% of private security market shares in 2024.

Guard services in private security occasionally perform multiple duties, integrating security operations with client service along with access control responsibilities. Their presence helps to provide a sense of security for customers, staff, and visitors. Guards at access points can enforce entrance rules, verify identification, and assist, improving overall safety and enabling smooth operations.

Manned guarding in private security can be customized for a variety of situations and industries. Security guards can be placed in a variety of locations, including retail enterprises, factories, educational institutions, and residential areas. This versatility makes guard services a versatile and broadly applicable solution, leading to their continued demand in a variety of industries.

### COMMERCIAL SECTOR DOMINATES AS THE LEADING END USER

Based on end user, the commercial sector captured 49.20% of private security market shares in 2024.

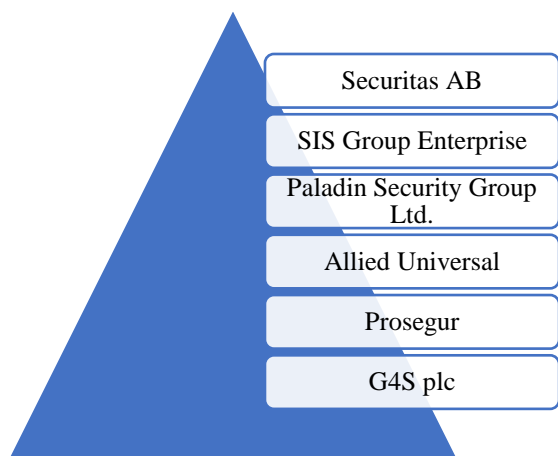
The commercial sector encounters a variety of security concerns, such as theft, burglary, and vandalism that can interrupt operations and ruin reputations. Private security services inhibit criminal activity by keeping a visible presence, conducting patrols, and installing surveillance systems. Businesses defend their assets, ensure company continuity, and retain their market reputation by preventing possible threats.

The commercial sector emphasizes risk management to mitigate possible liabilities and protect against financial losses. Private security organizations specialize in detecting security threats, executing preventative measures, and successfully responding to security crises. Businesses that outsource security services witness a decline in risks, save insurance costs, and demonstrate due diligence in meeting their duty of care.

Countries	Value CAGR (2024 to 2034)
United States	1.90%
Germany	0.70%
Japan	4.30%
China	3.30%
India	6.80%

#### Country Wise Insights

The demand for private security in India is anticipated to surge at a 6.80% CAGR through 2034. India's growing emphasis on home security leads to an additional demand for private security services in gated communities, apartment buildings, and single-family homes. Access control, monitoring, and community patrols are just a few options private security companies provide. This aspect is indicative of the evolving demands for home security in India, where private security specific security difficulties stems from greater awareness and growing concerns for women's safety in India. Private security companies provide solutions such as women's safety services, secure transportation services, and expert security personnel trained to handle crises involving women. This aspect emphasizes the importance of private security in contributing to society's safety and meeting unique security demands in the context of gender.



**Key Players in the Private Security Market**



**Key Growth Drivers of Private Security Market**

(Source: Future Market Insights Report)

(Source: <https://www.futuremarketinsights.com/reports/private-security-market> )

(Source: [https://ficci.in/api/sector\\_details/91](https://ficci.in/api/sector_details/91) )

**II) TELECOMMUNICATION OPERATIONS AND MAINTENANCE SERVICES (O&M) SECTOR**

The Telecom industry in India is the second largest in the world with a subscriber base of 1.091 Bn as of Apr 2024 (wireless + wireline subscribers). India has an overall tele-density of 85.76%, of which, the tele-density of the rural market, which is largely untapped, stands at 59.44% while the tele-density of the urban market is 133.42 %. By the end of Sept 2023, the total number of internet subscribers increased to 918.19 Mn (narrowband + broadband subscribers), out of which 40.91% of the internet subscribers belonged to the rural areas. The average monthly data consumption per wireless data subscriber has also increased to 17.36 GB in Mar 2023 from 61.66 MB in Mar 2014.

The industry’s exponential growth over the last few years is primarily driven by affordable tariffs, wider availability, roll-out of Mobile Number Portability (MNP), expanding 3G and 4G coverage, evolving consumption patterns of subscribers, Government’s initiatives towards bolstering India’s domestic telecom manufacturing capacity, and a conducive regulatory environment. To further expedite digital connectivity, the Government has approved the auction of IMT/5G spectrum for deployment of 5G services within the country. This auction was successfully held by the end of Jul 2022 and grossed \$18.77 Bn. The Telecom sector is the 4th largest sector in terms of FDI inflows, contributing 6% of total FDI inflow, and contributes directly to 2.2 Mn employment and indirectly to 1.8 Mn jobs. Between 2014 and 2021, the FDI inflows in the Telecom sector rose by 150% to \$20.72 Bn from \$8.32 Bn during 2002-2014. 100% Foreign Direct Investment (FDI) has now been allowed in the Telecom.

(Source: <https://www.investindia.gov.in/sector/telecom> )

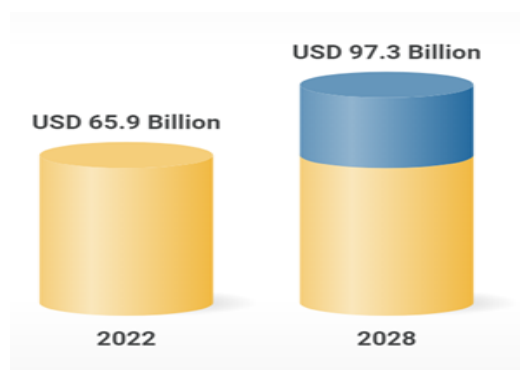
Telecom operations management encompasses the comprehensive oversight of day-to-day activities within telecommunications networks and service providers. This includes ensuring efficient and effective operations to meet customer demands and service level agreements. Key service areas within telecom operations management comprise planning and consulting, operations and maintenance, system integration, and managed services. These functions are crucial for maintaining network reliability, optimizing resource utilization, and enhancing service delivery.

Billing and Revenue Management (BRM) plays a pivotal role in telecom operations management by managing billing processes, revenue streams, pricing strategies, invoicing, payments, and revenue recognition. This integral business process ensures financial stability and operational efficiency for telecom service providers. BRM software solutions are essential components of telecom operations management, encompassing billing and revenue management systems, customer and

product management platforms, service fulfilment and assurance tools, resource inventory management systems, network management software, and service delivery platforms available both on-premise and in the cloud.

The telecom operations management market has experienced robust growth, with projections indicating further expansion. In 2023, the market size reached \$68.62 billion and is forecasted to grow to \$74.28 billion in 2024, demonstrating a compound annual growth rate (CAGR) of 8.2%. This growth trajectory reflects advancements in OSS/BSS solutions, increasing digital transformation initiatives, enhancements in service quality, adoption of cloud-based solutions, and a heightened focus on cost optimization.

Looking ahead, the telecom operations management market is poised for continued strong growth, projected to reach \$103.49 billion by 2028 at a CAGR of 8.6%. Anticipated drivers include the rapid expansion of Software-Defined Networking (SDN) and Network Functions Virtualization (NFV), efforts towards energy efficiency, adoption of zero-touch automation, integration of AI-powered analytics, and intensified focus on network virtualization. Major trends in the forecast period include the integration of automation and AI, migration towards cloud-based solutions, heightened emphasis on network security, rollout of 5G networks, and initiatives aimed at enhancing customer experiences. These trends underscore the dynamic evolution and strategic importance of telecom operations management in the telecommunications industry.



*Global Telecom Operations Management Market*

(Source: <https://www.researchandmarkets.com/reports/5577988/telecom-operations-management-market-global>)

### **Telecom Operations and Management Market Surges amidst Growth in Mobile Internet Usage**

The increasing number of mobile internet users is expected to drive the telecom operations management market forward going forward. Mobile internet refers to the ability to access the internet on a mobile device, such as a smartphone or tablet, using wireless communication technology. Increasing internet users put an excessive burden on telecommunications companies. This operational stress is managed through telecom operations management solutions as these solutions help manage repetitive tasks and complex procedures. For instance, in 2022, according to the International Telecommunication Union, a Switzerland-based specialized agency of the United Nations, 5.3 billion people in the world use the internet, which is about 66% of the world's population. The growth rate was 6.1% in 2021-2022, up from 5.1% in 2020-2021. As a result, the increasing number of mobile internet users is driving the telecom operations management market.

### **Empowering telecom through government initiatives with the catalyst for telecom operations management market expansion**

- **Regulatory Support:** Government initiatives in the telecommunications sector provide crucial regulatory frameworks that guide telecom operators' activities. These regulations ensure fair competition and consumer protection while fostering industry growth.
- **Financial Support:** Significant financial investments from governments boost infrastructure development and technological advancement within the telecom sector. For instance, in 2021, the US allocated \$65 billion under the Infrastructure Investment and Jobs Act for broadband initiatives, managed by the NTIA's Internet Connectivity and Growth office.
- **Program Implementation:** Governments implement targeted programs like the Broadband Equity, Access, and Deployment (BEAD) Program to expand broadband access, supported by substantial funding allocations such as \$42.45 billion from the IJA. These initiatives aim to bridge digital divides and enhance connectivity nationwide.
- **Market Expansion:** By creating favourable conditions for investment and innovation, government initiatives stimulate market growth in telecom operations management. These efforts encourage the adoption of advanced technologies and operational efficiencies across the industry.

- Global Impact: Internationally, government actions influence global telecommunications trends and standards, promoting interoperability and international cooperation in telecom operations management.
- Strategic Partnerships: Collaboration between governments and industry stakeholders fosters strategic partnerships that drive research, development, and implementation of cutting-edge telecom management solutions.

(Source: <https://www.thebusinessresearchcompany.com/report/telecom-operations-management-global-market-report> )

## BUSINESS OVERVIEW

**The following information is qualified in its entirety by, and should be read together with, the more detailed financial and other information included in the Prospectus, including the information contained in the section titled “Risk Factors” on Page no. 26 of this Draft Red Herring Prospectus. In this chapter, unless the context requires otherwise, any reference to the terms “We”, “Us”, “B D Security”, “BDSL” and “Our” refers to Our Company. Unless stated otherwise, the financial data in this section is as per our Restated financial statements prepared in accordance with Accounting Standard set forth in the Draft Red Herring Prospectus.**

Our Company was originally formed under the name and style of M/s “B D Security Private Limited” under the provisions of the Companies Act, 1956 pursuant to Certificate of Incorporation dated March 14, 2006 issued by the Registrar of Companies Jammu and Kashmir. Subsequently, our Company was converted from a private limited company to a public limited company, pursuant to a special resolution passed by our Shareholders at an Extra-ordinary General Meeting held on October 30, 2023 and the name of Company was changed to “B D Security Limited” and a fresh certificate of incorporation consequent upon conversion dated December 04, 2023 was issued by the Registrar of Companies, Jammu. The Corporate Identification Number of our Company is U74920JK2006PLC002638.

Our company was founded by Mr. Sahil Gupta and Mrs. Suman Gupta, Promoters of the Company with a vision to build a professional organization with a corporate set up in the service sector. Later on, Mrs. Palvi Gupta associated with our company as a Director from the year 2007. Mr. Sahil Gupta ventured into field of manpower services particularly in the field of Security Service from the year 2000 under a proprietorship concern namely M/s. B D Security. Our Promoters namely Mr. Sahil Gupta and Mrs. Suman Gupta have more than 17 years and 13 years of experience respectively in the private security and man guard services business while Mrs. Palvi Gupta carries as experience of more than 12 years in the field of human resource management.

Our company is working in the field of providing security services to varied sectors including Institutions, Banks, residential clients, commercial businesses, state & central government departments, industrial areas & specific industries such as healthcare, education etc. Over the years we have diversified in the field of operations and maintenance services for telecommunication services. We deploy dedicated technical teams and support staff to handle each Operations and Maintenance (O&M) task efficiently. Our O&M services encompass activities such as laying underground fibre cables and troubleshooting network connectivity issues arising from faults in Fibre cables or other hardware installations. In addition to these we also provide services of refuelling the Diesel generator sets installed with the telecom towers, replacement of hardware as and when required, wiring etc.

As no March 31, 2024 for the purpose of our core operations our company hold manpower strength of 5197 employees out of which 3537 employees are deployed under Security and Manpower Business and 1660 employees are deployed under Operations and Maintenance Services for Telecommunication Sector.

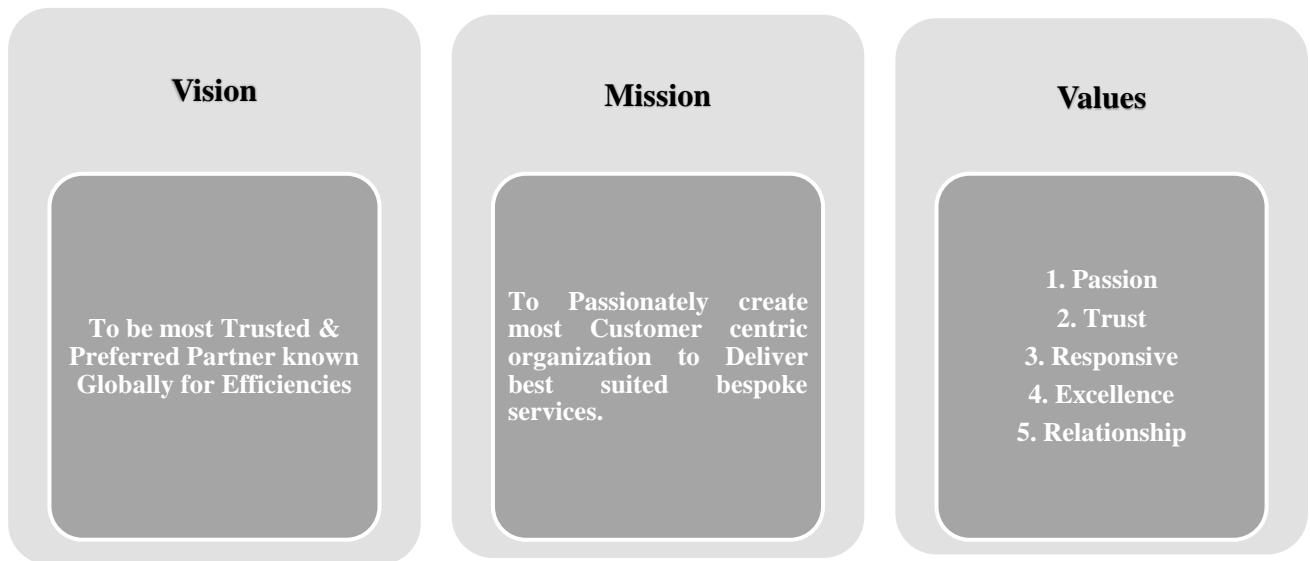
We operate from our office situated at Jammu and we have strategically expanded our presence and network to different parts of the country, taking on security assignments and O&M assignments in various regions, including Jammu and Kashmir, Punjab, Himachal Pradesh and Tamil Nadu. We primarily secure contracts through a competitive tender bidding process and by approaching our client directly. Our pricing strategy is carefully tailored to each project's unique requirements, taking into account factors such as type of manpower required, skill set required for the job, duration of the assignment, and other factors like cost of deputation of manpower, location etc. needed for successful project execution. We offer flexible payment terms to our clients other than Government, usually extending our services on credit. While we maintain a meticulous record of receivables from our customers, the settlements are typically made on a periodic basis. Our skilled resources together with our strong management team have enabled us to successfully implement our growth plans. The company with its team handles all possible aspects of the projects and caters to all sorts of varying needs of the customers, safety protocols and tech driven solutions, like monitoring of security systems, CCTV cameras etc. While at the beginning of the project itself infusion of cost starts from our end in the form of costs of hiring the required manpower, monthly salaries payable to them, lodging and boarding costs, if required etc., our payback from client starts by 90 to 120 days after initiation of the assigned project. This makes our business operating capital intensive as main operations cost in our both business verticals is the cost of manpower.

Our promoters along with our management team are responsible for identifying the projects in which the company should participate and make sure that the selected projects are related to our business. Our Promoters are the guiding force behind the success of our company. We believe the stability of our management team and the industry experience brought in by our individual Promoters will enable us to continue to take advantage of future market opportunities and expand into newer markets. We make sure that we give our clients the best so that they can meet the different challenges faced by the prevailing business environment. We have built in a pool of talent resources wherein they are constantly groomed through inhouse training programme so that they are readily adaptable to the specific needs of any clients spread across sectors.

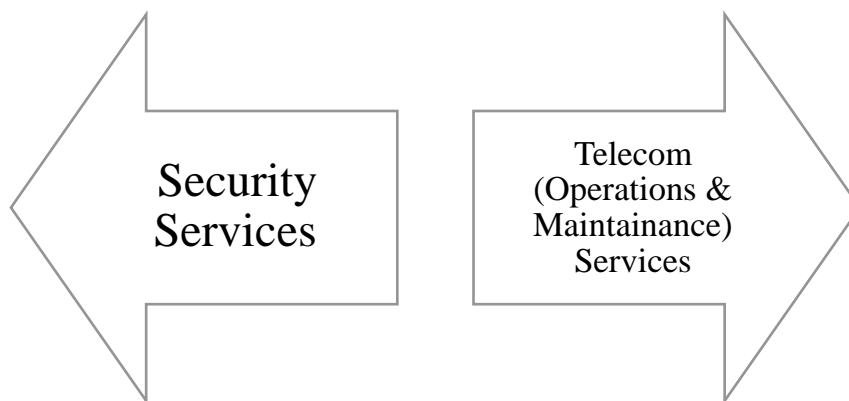
Our company has many certifications advocating the standard procedures and processes followed by us in carrying out our business activities. Our Social accountability systems adhere to the standard SA8000:2014, occupational health and safety

management systems are in compliance of ISO 45001:2018. In addition to these our company complies with ISO 9001:2015 for quality management systems, with ISO/IEC 27001:2022 for information security management systems and ISO/IEC 20000-1: 2018 for information technology service management.

**VISION, MISSION AND VALUES OF OUR COMPANY**



**Our portfolio of services include:**



**1. Security Service:** - We provide comprehensive security services solution to our customers’ business in India. Our security services comprise of providing security solutions which ranges from planning and deployment of security guards, security officers, armed guards, firemen, bouncers, event security services and command and control centre employees for the CCTV cameras. As on March 31, 2024, our security services business deploys around 3537 security guards which are servicing around 258 customers. Our key customers in India include leading businesses across wide range of sectors such as banking and financial services, telecom, automobile, steel and heavy industries, governmental undertakings, Malls, hospitality and real estate, utilities, educational institutions, healthcare, consumer goods, manufacturing, engineering and construction.

We also provide security services to several Government organizations and public sector undertakings in India.

While providing manned guarding services we provide value added services also towards providing electronic security services, and surveillance solutions combining electronic security with trained manpower like CCTV control room security services.

**2. Operations and Maintenance Services for Telecommunication Sector:**

From facilitating seamless conversations across continents to powering the Internet of Things (IoT) revolution, telecom services have become an indispensable part of our daily lives. Behind the scenes of this intricate web of connectivity lies a crucial element that ensures its smooth operation and efficiency: operations management.

Telecom operations management involves overseeing the daily functions and activities of a telecommunications network or service provider. Its purpose is to guarantee the smooth and effective operation of telecom networks and services.

Our Valued clients from the telecom industry engage our services to ensure uninterrupted and seamless operations for their day-to-day activities and maintenance needs. We deploy dedicated technical teams and support staff to handle each Operations and Maintenance (O&M) task efficiently. Our O&M services encompass activities such as laying underground fibre cables and troubleshooting network connectivity issues arising from faults in Fibre cables or other hardware installations. In addition to these we also provide services of refuelling the Diesel generator sets installed with the telecom towers, replacement of hardware as and when required, wiring etc. As on March 31, 2024 1660 manpower were deployed by the company for 4 number of Operations and maintenance sites with different customers.

The following table sets forth information pertaining to revenue earned from our both the business verticals for the periods indicated as below:

## REVENUE BIFURCATION:

### Category Wise Revenue Bifurcation

The revenue bifurcation of our company for the year ended on March 31, 2024, 2023 and 2022 as per restated financial Statement are as follows:-

(₹ in Lakhs)

Particulars	For Financial Year Ended March 31					
	2024		2023		2022	
	Amount	%	Amount	%	Amount	%
Security services	6,776.15	57.14	5,546.71	65.68	3,432.12	60.12
Operations and maintenance services	5,083.05	42.86	2,898.97	34.32	2,276.45	39.88
<b>Total</b>	<b>11,859.20</b>	<b>100.00</b>	<b>8,445.67</b>	<b>100.00</b>	<b>5,708.57</b>	<b>100.00</b>

### State Wise Revenue Bifurcation

(₹ in Lakhs)

Particulars	For Financial Year Ended March 31					
	2024		2023		2022	
	Amount	%	Amount	%	Amount	%
Jammu and Kashmir	10,249.80	86.43	7,282.78	86.23	4,986.27	87.35
Himachal Pradesh	53.50	0.45	48.39	0.57	60.62	1.06
Punjab	384.02	3.24	323.47	3.83	328.18	5.75
Tamil Nadu	1,171.88	9.88	791.03	9.37	333.51	5.84
<b>Total</b>	<b>11,859.20</b>	<b>100.00</b>	<b>8,445.67</b>	<b>100.00</b>	<b>5,708.57</b>	<b>100.00</b>

The key clients of the company include State Governments, Central Government, banking sector and educational institutes, Institutions, residential clients, commercial businesses, industrial areas & specific industries such as healthcare, education etc.

## BUSINESS PROCESS

We take on our business through two type of business processes namely Direct and through Tender Process.

### A. Business process where we approach the client Directly:

Here is a general overview of how we at BDSL typically conduct our operations where we are approaching our client directly:

- Client Consultation:** We typically begin by conducting a consultation with potential client to understand their specific security needs. This involves assessing the client's property, identifying potential risks, and discussing the desired level of security.
- Security Assessment:** Once a client is onboarded, BDSL conducts a comprehensive security assessment of the client's premises. This includes evaluating existing security measures, identifying vulnerabilities, and developing a tailored security plan.
- Planning and Strategy:** Based on the security assessment, BDSL creates a detailed security plan that outlines

the recommended measures and strategies to mitigate risks. This is the phase when the security personnel are deployed.

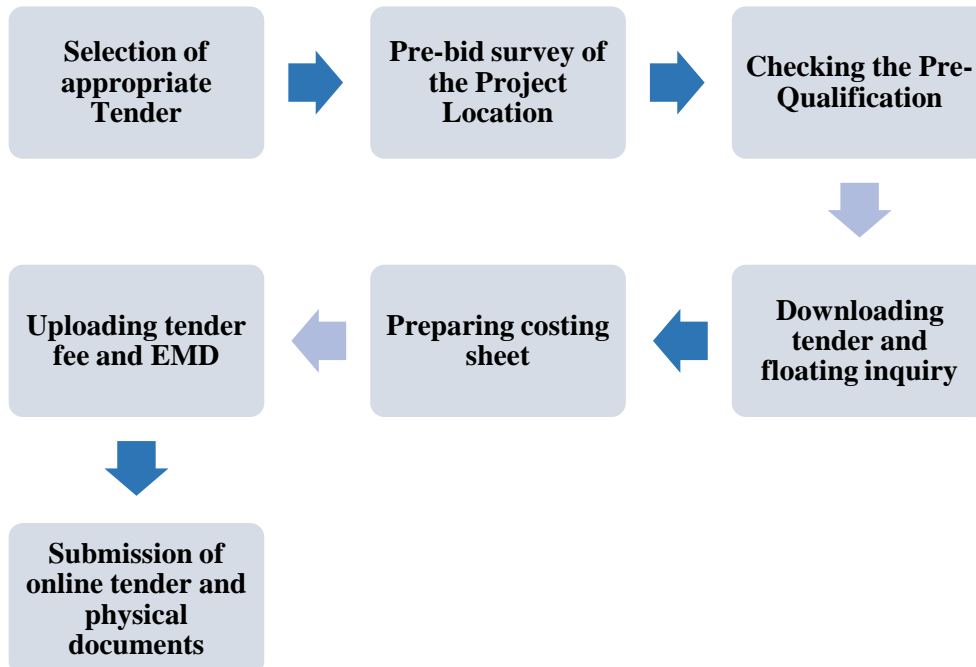
4. **Security Personnel Deployment:** BDSL deploys trained security staff to the designated locations. The staff may conduct regular patrols, monitor surveillance systems, enforce access control, and respond to any security incidents.
5. **Technology Integration:** BDSL often employ advanced technology solutions to enhance our services. This may include monitoring of CCTV cameras, alarm systems, intrusion detection systems, access control systems, and other security-related technologies.
6. **Incident Response:** In the event of a security breach, BDSL’s personnel are trained to respond swiftly and appropriately. They follow predefined protocols to handle the situation, minimize the impact, and ensure the safety of the client and their property. This may involve alerting the authorities, coordinating emergency services, and documenting the incident for further analysis.
7. **Monitoring and Patrolling:** BDSL provide 24/7 monitoring services to ensure constant support. We also generate regular reports on security activities, incidents, and any recommended improvements. We conduct regular Day & night Inspection & surprise checks.
8. **Training and Education:** BDSL invest in training personnel to ensure they have the necessary skills and knowledge to handle various security situations. This includes training in security procedures, conflict resolution, first aid, emergency response, and customer service, through ON Job & Off-Site Training.
9. **Ongoing Evaluation and Improvement:** BDSL continuously evaluate their operations to identify areas for improvement. They may conduct internal audits, review incident reports, gather client feedback, and implement changes to enhance their services and adapt to evolving security threats.

It’s important to note that the specific operations of BDSL can vary depending on factors such as the type of security services offered and the industries served- residential, commercial, government, etc.

**B. Business process for conducting business through Tender Process:**

We follow below mentioned procedure for taking on assignments through tender process:

**A. PRE-TENDER ACTIVITY**

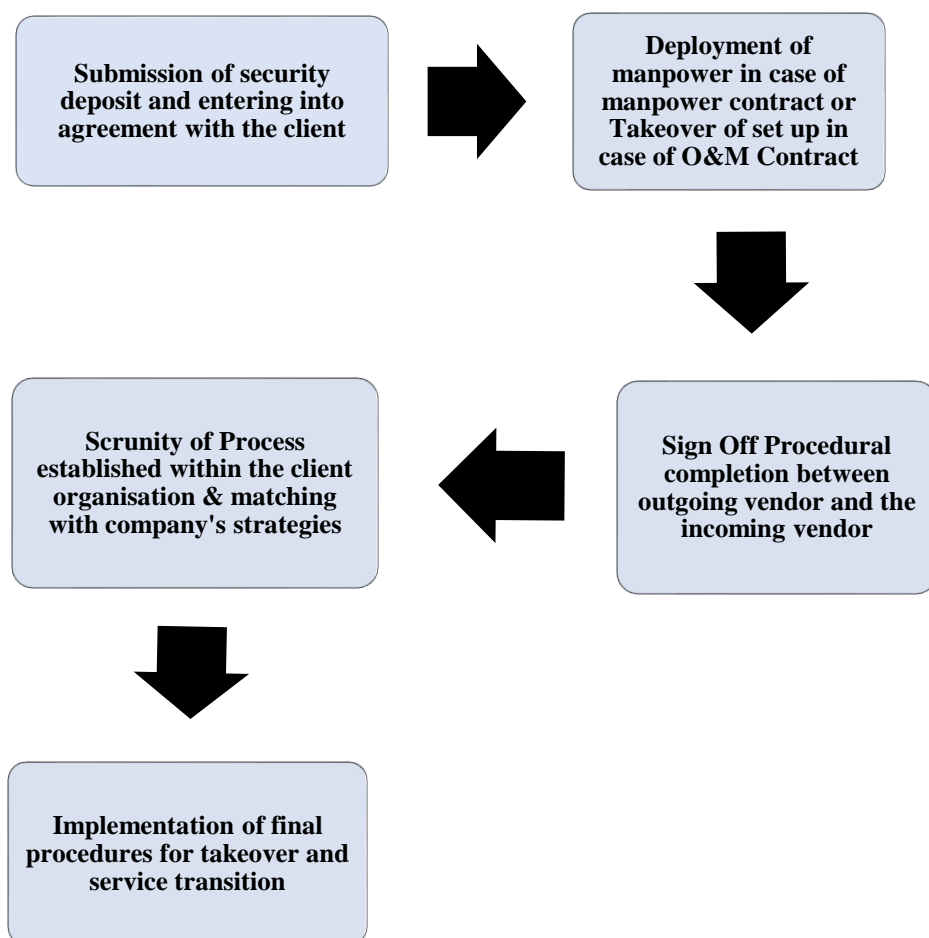


1. **Selection of appropriate tender:** This involves identifying relevant tenders from the respective websites and assessing if the project matches the company's capabilities and requirements.
2. **Pre-bid survey of the project location:** This involves survey of the project location to analyse and understand the requirement of the client and articulate the best possible method to serve the client.



3. **Checking prequalification:** Ensuring that the company meets the criteria set forth in the tender documents to participate in the bidding process. This may involve verifying financial stability, technical expertise, past experience, etc.
4. **Downloading tender and floating inquiry:** Downloading the tender documents from the website and initiating inquiries with approved suppliers or manufacturers of capital equipment to gather technical specifications and quotations.
5. **Preparing costing sheet:** Creating a costing sheet according to the tender schedule, which includes estimating all the costs associated with the project such as material costs, labour costs, overheads, profit, etc.
6. **Uploading tender fee and EMD:** Uploading the tender fee (if applicable) and Earnest Money Deposit (EMD) requirement along with the necessary documentation for tracking and compliance purposes.
7. **Submission of online tender and physical documents:** Completing the online submission process for the tender documents as per the specified requirements and physically submitting the tender fee and EMD (if required) to the relevant department within the stipulated timeframe.

#### B. POST-WORK ORDER ACTIVITY



1. **Submission of security deposit and entering into agreement with the department:** This involves submitting the required security deposit and signing a formal agreement with the department or relevant authority.
2. **Deployment of manpower in case of manpower contract or Takeover of set up in case of O&M Contract:** This process involves the takeover of the contract from the previous service entity through either deployment of manpower in case of manpower contract or through taking over the physical established telecom system of fibres, cables, telecommunication devices, network devices, towers equipment etc. from the previous O&M vendor.
3. **Sign off Procedural completion between outgoing vendor and the incoming vendor:** In both the type of contracts it is required as a procedure to sign off the pendencies/material/status with the outgoing vendor so as to establish the status position as on the date of taking over of the contract.

**4. Scrutiny of Process established within the client organisation & matching with company's strategies:** In this process the company checks the procedures already functioning within the client organisation and matches them with the set standards and procedures that the company has set as minimum acceptable standards to follow.

**5. Implementation of final procedures for takeover and service transition:** In this process the final transition takes place and the deployment procedures etc. are completed and services initiated.

These steps are crucial for ensuring that the company effectively participates in the tendering process and submits competitive bids for procurement of projects.

## SALES AND MARKETING

Robust and sustained sales and marketing operations are essential drivers of our company's success and growth. Below are pivotal elements of our sales and marketing strategies:

- Clearly Defined Target Market:** We have meticulously identified market segments that align seamlessly with the services we offer. Our target clientele encompasses residential customers, commercial enterprises, state and central government entities, industrial regions, and specific sectors such as healthcare and education. We engage these segments primarily through tenders and direct one-on-one interactions.
- Strong Value Proposition:** We articulate the unique value and benefits that BDSL provides, emphasizing how our services effectively address clients' security needs, mitigate risks, and ensure peace of mind.
- Professional Brand Development:** BDSL has cultivated a trustworthy and professional brand identity within the security sector in North India.
- Networking and Strategic Partnerships:** We actively participate in industry events, trade shows, and conferences to connect with potential clients and industry professionals. By forming strategic alliances with complementary businesses, we create mutually beneficial referral opportunities.
- Client Referrals and Testimonials:** We encourage our satisfied clients to share testimonials and referrals. Positive word-of-mouth has proven to be an invaluable asset in our marketing efforts.
- Relationship Building:** We prioritize the cultivation of strong relationships with our existing clients through exceptional service, consistent communication, and dedicated customer support. A delighted client is more likely to become a repeat customer and refer others to us.
- Skilled Sales Team and Efficient Processes:** Our competent sales team is trained to effectively convey the company's value proposition, understand client needs, and successfully close deals. We have established clear sales processes encompassing lead generation, qualification, proposal development, and negotiation.
- Competitive Pricing Strategy:** We conduct thorough market research to gain insights into the pricing models and rates offered by competitors. Our aim is to ensure that our pricing remains competitive while safeguarding our profitability.
- Industry Certifications and Accreditations:** We have obtained relevant certifications, and accreditations, enhancing our company's credibility and demonstrating our commitment to industry standards.
- Performance Tracking and Measurement:** We utilize advanced analytics and tracking tools to evaluate the efficacy of our marketing campaigns, lead generation sources, and sales efforts. By leveraging data insights, we continually refine our strategies to optimize marketing and sales performance.

### Business Performance:

We have sustained steady growth year after year. This growth is reflected in the following snapshot of our financial figures for last 3 financial years:

Particulars	For the year ended on		
	31-Mar-24	31-Mar-23	31-Mar-22
Net worth	1,793.38	1,009.49	772.34
Profit before tax (PBT)	1,072.10	450.99	197.02
Profit after tax (PAT)	801.87	337.14	147.34
Earnings per share (EPS)	7.29	3.06	1.34
Net asset value (NAV)	16.30	9.18	7.02

### FINANCIAL KPIs OF THE COMPANY:

Particulars	For the year ended on		
	31-Mar-24	31-Mar-23	31-Mar-22
Revenue from Operations (₹ in Lakhs)	11,859.20	8,445.67	5,708.57
Growth in Revenue from Operations (YoY %)	40.42%	47.95%	-
EBITDA (₹ in Lakhs)	1,424.69	605.59	250.09
EBITDA Margin (%)	12.01%	7.17%	4.38%
Profit After Tax (₹ in Lakhs)	801.87	337.14	147.34
PAT Margin (%)	6.76%	3.99%	2.58%
RoE (%)	57.22%	37.84%	21.09%
RoCE (%)	24.65%	19.23%	11.94%
Net Working Capital Days (In days)	137.75	93.70	101.30
Operating Cash Flows (₹ in Lakhs)	-1,122.13	-532.67	11.89

**Notes:**

- 1) Revenue from Operations means the Revenue from Operations as appearing in the Restated Financial Statements.
- 2) Growth in Revenue from Operations (%) is calculated as a percentage of Revenue from Operations of the relevant period minus Revenue from Operations of the preceding period, divided by Revenue from Operations of the preceding period.
- 3) EBITDA is calculated as Profit Before Extraordinary Items and Tax, plus tax expenses (consisting of current tax and deferred tax), finance costs and depreciation and amortization expenses reduced by other income.
- 4) EBITDA Margin (%) is calculated as EBITDA divided by Revenue from Operations.
- 5) Profit After Tax Means Profit for the period/year attributable to equity shareholders as appearing in the Restated Financial Statements.
- 6) PAT Margin (%) is calculated as Profit for the year/period as a percentage of Revenue from Operations.
- 7) RoE (Return on Equity) (%) is calculated as net profit after tax for the year / period divided by Average Shareholder Equity.
- 8) RoCE (Return on Capital Employed) (%) is calculated as earnings before interest and taxes (Profit before extraordinary items and tax plus Interest Expense/finance costs) divided by average capital employed. Capital Employed includes Tangible Net Worth, Long-Term Borrowing & Short-Term Borrowing and Deferred Tax Liability.
- 9) Net Working Capital Days is calculated as average working capital as at the end of the year divided by revenue from operations multiplied by number of days in a year. Working Capital is calculated as Current Assets minus Current Liabilities (excluding Short term borrowing).
- 10) Operating cash flows means net cash generated from operating activities as mentioned in the Restated Financial Statements.

**OPERATIONAL KPIs OF THE COMPANY:**

Particulars	For the year ended on		
	31-Mar-24	31-Mar-23	31-Mar-22
<b>Work force</b>			
In Security Services	3537	3672	3685
In Telecom O & M Services	1660	1351	1132
<b>Average Revenue per Employee</b>			
In Security Services (₹ in lakhs)	1.92	1.51	0.93
In Telecom O & M Services (₹ in lakhs)	3.06	2.15	2.01
<b>Revenue Split between different verticals of the company</b>			
In Security Services (₹ in lakhs)	6,776.15	5,546.71	3,432.12
In percentage (%)	57.14%	65.68%	60.12%
In Telecom O & M Services (₹ in lakhs)	5,083.05	2,898.97	2,276.45
In percentage (%)	42.86%	34.32%	39.88%

## OUR COMPETITIVE STRENGTH

- 1. Experienced Leadership and Management Team:** Our Promoter Directors, Mr. Sahil Gupta and Mrs. Suman Gupta, bring over 17 years and 13 years of extensive experience respectively in the industry to our organization. Additionally, Mrs. Palvi Gupta contributes more than 12 years of expertise in human resource management. The wealth of experience possessed by our Promoters has played a pivotal role in driving the consistent growth of our company. They, along with our management team, are instrumental in identifying strategic projects that align with the company's goals. Our Promoters serve as the guiding force behind our success, while the combined efforts of our management and employee teams, bolstered by the expertise of our Promoters, have shaped our strategic plans and fostered the overall development of our company. For further details regarding the qualifications and experience of our management team, please refer to the section "*Our Management*" beginning on page 140 of this Draft Red Herring Prospectus.
- 2. Extensive and Diverse Customer Base:** We provide our manned guarding services to a broad spectrum of customer segments, including business entities, government organizations, industrial sectors, hospitals, shopping malls, and households. Our clientele spans various industries, such as banking and financial services, telecommunications, automotive, steel and heavy industries, governmental enterprises, hospitality and real estate, utilities, educational institutions, healthcare, consumer goods, and engineering and construction. This diversification helps mitigate our exposure to economic fluctuations and reduces reliance on any single customer segment. We believe that our ability to tailor our manned guarding services to meet the diverse needs of our customers across multiple sectors fosters deeper relationships and enables us to capture a greater share of their requirements. Our strong market position, commitment to quality services, and reputable brand have significantly contributed to our success in retaining existing clients and attracting new ones.
- 3. Comprehensive In-House Training and Development:** We have established an extensive employee platform encompassing recruitment, tailored training and development, deployment, incentivization, and personnel management. Our dedicated training facility, located at our registered office in Jammu, provides our security personnel with rigorous physical and classroom training. We source our workforce from across India and have appointed Area Officers in selected districts to support this initiative. These officers also facilitate the recruitment of ex-servicemen through Zila Sainik Welfare Boards and State Ex-Servicemen Associations. Additionally, we employ former Army personnel to train civilian recruits in security protocols, facility management, and first aid. We believe that our robust recruitment and training programs not only foster employee loyalty and retention but also ensure quality assurance, allowing us to deliver consistent and reliable services to our customers.
- 4. Stability and Continuity:** A high employee retention ratio is indicative of employee satisfaction and commitment to the organization. Retention rates often reflect a positive workplace culture and organizational health. A strong retention ratio facilitates continuity in operations, minimizing disruptions caused by personnel turnover. This stability enables us to maintain consistent service delivery and nurture long-term client relationships.
- 5. Quality & ISO Certifications:** Our ISO certificates show our good quality of services and good financial performance and strength.

## OUR STRATEGIES

### 1. Augmenting the Workforce resources of our company

The organization intends to augment its workforce capabilities within the Security services sector, as well as in the realm of Telecom Operations and maintenance services. This strategic initiative aims to bolster the company's operational effectiveness and service delivery in these critical areas. By increasing the number of skilled professionals in the Security services segment, the company seeks to improve its ability to safeguard assets and ensure the safety of our clients. Concurrently, the expansion in Telecom Operations and maintenance services is designed to optimize network performance and reliability, thereby meeting the growing demands for reliable security solutions of clients in an increasingly digital landscape. This workforce expansion reflects the company's commitment to adapting to market needs and enhancing its service offerings. By investing in human resources, the organization aims to position itself as a leader in both Security services and Telecom Operations and maintenance, ultimately driving growth and customer satisfaction.

### 2. Leveraging our capabilities and growing our business

We intend to cater to the increasing demand of our existing customers and also to increase our existing customer base by enhancing our reach to different parts of the country and to new/different customer in new industries. We also propose to provide our customer with the best services which will help us in maintaining and establishing cordial relationship with customers. We also want to enhance our presence in additional regions which will enable us to reach out to a larger population.

### 3. Improving operational efficiencies

Increasing our operational efficiencies result not only in increased customer satisfaction which will as a result improve our margins and profitability. Further, we plan to increase our productivity by leveraging our network to realize economies of scale, improving our processes and planning. We also plan to continue to focus on cost management, as well as optimizing the cost, improve connectivity and communication across our branches and operations and with our customers, to further increase efficiencies and productivity.

### 4. Develop and maintain relationships with our customers

We believe in maintaining good relationship with our customers which is the most important factor to keep our Company growing. Our dedicated and focused approach and efficient performance has helped us build strong relationships over a number of years. Based on our performance we are trusted by our customers. For us, establishing strong, mutually beneficial long-term relationships with our customer is a critical step in improving performance and enabling the business to grow and develop.

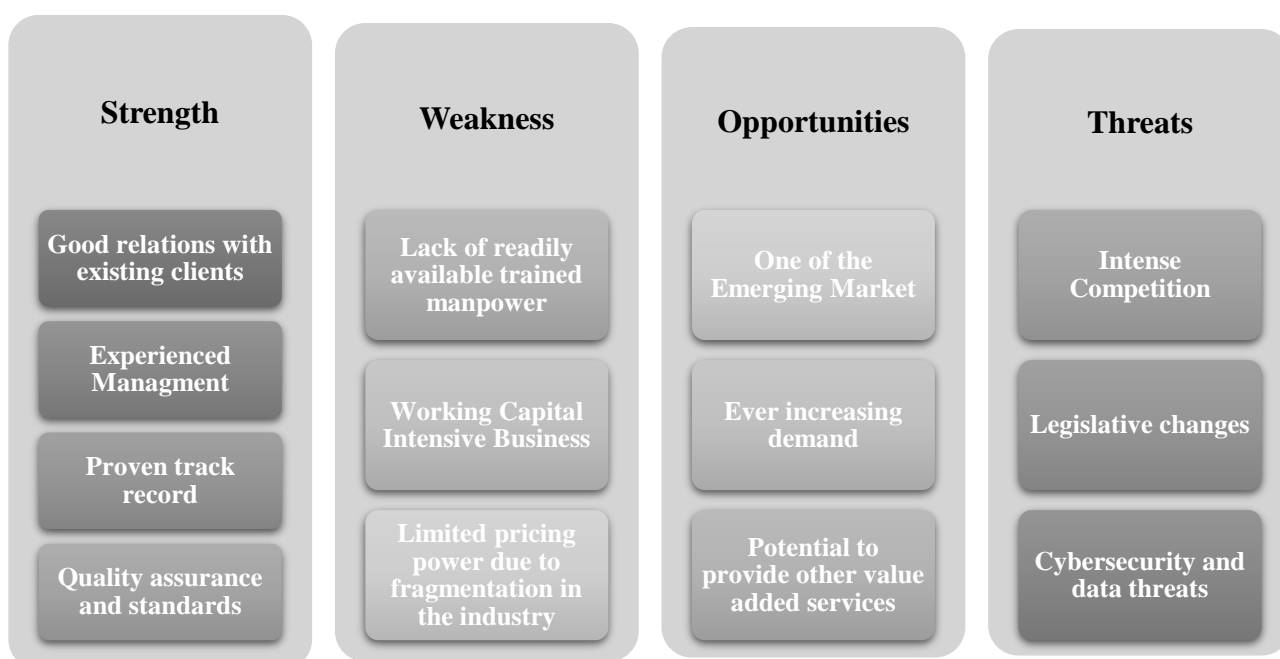
### 5. Enhancing our organizational capabilities

We aim at providing to our employees a compelling place to work and striving to attract the best talent in the industry by focusing on our employees' development, retention and contribution to our success. We believe that this, together with providing our comprehensive training and development resources on ongoing and as-needed basis, benefits our employees and creates efficiencies within our business by improving the ability of our employees to perform their jobs. We have an in-house training centre, which focuses on enhancing the skills and knowledge of our workforce in areas relevant to our business. We also plan to continue to focus on diversity in hiring, health programs for our employees and offering specialized safety programs to our workforce to ensure they conduct their jobs safely and efficiently.

#### MILESTONES AND ACHIEVEMENTS:

Period	Key Events/Milestones/Achievements
March 2006	Incorporation of our Company as private limited company
2006-07	Beginning of Commercial Operations with Turnover clocking >1 Cr in very First Year
2008-09	Turnover Crosses Rs Ten Crores Mark & Company Becomes one of the Largest Local Manpower Service Agency of J&K
2023-24	Turnover Crosses Rs One Hundred Crores Mark
December 2023	Conversion of our Company from Private Limited to Public Limited Company
May 2024	ISO 9001:2015 in accordance with the requirements of Quality Management System standard
June 2024	ISO/IEC 20000-1:2018 in accordance with information technology service requirement standard

#### SWOT ANALYSIS



## HUMAN RESOURCES

Our workforce plays a crucial role in maintaining quality and safety standards, as well as ensuring timely project completion. We carefully recruit skilled and competent employees based on project requirements and adhere to a selective approach. To enhance their expertise, we provide comprehensive training programs and instructional courses that focus on job-related skills. Our policies also prioritize the integration of new employees through well-structured induction programs. By nurturing the development of our workforce, we aim to sustain a motivated and proficient team capable of consistently delivering high-quality work. Our commitment to their well-being and professional growth enables us to uphold stringent safety protocols and consistently meet project requirements. As of March 31, 2024, our Company had 7 permanent staff and management employees on the payroll of the company. Apart from our permanent employees we also avail Manpower services from our Group Company, Alliance Outsourcing Private Limited (Services Provider) for our administrative purpose. As on March 31, 2024 services provider has deployed 34 person for our administrative purpose.

Department wise breakup of the same has been provided below:

Sr. No.	Particulars	Number of Permanent Employees	Outsourced from Service Provider	Total
1.	Executive Directors /KMP	4	0	4
2.	Administrative Personnel	2	1	3
3.	Finance & Accounts	0	6	6
4.	Sales & Marketing staff	0	2	2
5.	Supervisors/Operational Staff	1	21	22
6.	Skilled and Semi-Skilled Worker	0	4	4
	<b>Total</b>	<b>7</b>	<b>34</b>	<b>41</b>

As on March 31, 2024 for the purpose of our core operations our company hold manpower strength of 5197 employees. Detailed bifurcation of which has been provided below:

Business Category	Manpower	No. of Customers
Security & Manpower	3537	258
Telecom O&M	1660	4
<b>Total</b>	<b>5197</b>	<b>262</b>

### Work environment at B D Security Limited

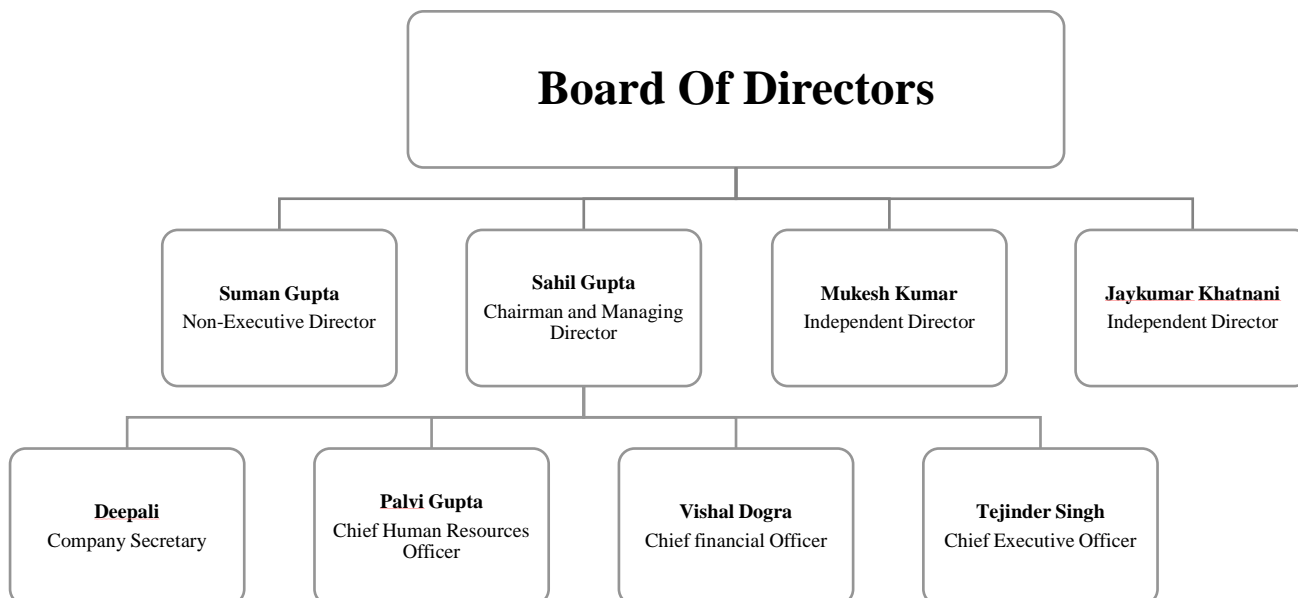
At B D Security Limited., our work environment thrives on a foundation of collaboration, inclusivity, and relentless improvement. The Human Resources (HR) department is instrumental in nurturing this atmosphere by spearheading initiatives designed to engage employees across all facets of the company. These initiatives not only elevate job satisfaction but also drive the company's success and growth.

Highlighted below are key programs and activities that underscore our dedication to these objectives:

- Monthly Kick-off Meetings: Engage and align our teams with the company's goals and achievements.
- Training Programs: Enhance skills and knowledge to support professional development.
- Medical Camps: Promote employee well-being through comprehensive health services.
- Skill Development Workshops: Provide opportunities for employees to acquire new competencies and advance their careers.
- Employee Recognition Programs: Acknowledge and reward exceptional contributions to motivate and inspire our workforce.

Through these programs, we remain committed to creating a supportive and dynamic workplace that drives both personal and organizational success.

## ORGANISATION STRUCTURE



## COMPETITION

### The Competitive Landscape in the Security Services Industry

The security services industry is a dynamic and competitive sector marked by rapid advancements and evolving demands. Companies operating within this space face a multifaceted competitive environment influenced by several key factors:

#### 1. Market Saturation and Fragmentation

The security services market is highly fragmented, with numerous players ranging from large multinational corporations to smaller, specialized firms. This saturation increases competition as companies vie for market share and strive to differentiate themselves through unique value propositions. The presence of diverse competitors necessitates innovative strategies and high standards of service to stand out in the crowded field.

#### 2. Technological Advancements

Technological innovation is a significant driver of competition in the security sector. The integration of cutting-edge technologies, such as artificial intelligence (AI), machine learning, advanced surveillance systems, and cybersecurity solutions, has become crucial. Companies that successfully leverage these technologies can offer enhanced security solutions, gain a competitive edge, and meet the evolving needs of clients.

#### 3. Regulatory Compliance and Standards

The security services industry is subject to stringent regulations and standards that vary by region and sector. Compliance with these regulations is critical for maintaining credibility and operational efficiency. Companies must continuously adapt to changing regulations and demonstrate their commitment to high standards to stay competitive.

#### 4. Customer Expectations and Service Quality

Customer expectations in the security services industry are continually rising, driven by the demand for more comprehensive and personalized solutions. Providers must focus on delivering exceptional service quality, building strong client relationships, and offering tailored solutions to meet specific needs. High levels of customer satisfaction and positive referrals are essential for maintaining a competitive advantage.

#### 5. Pricing Strategies

Competitive pricing is a key factor in the security services industry. Firms must balance the need to offer cost-effective solutions with the desire to maintain profitability. Strategic pricing models and value-based pricing approaches can help companies attract and retain clients while ensuring they remain competitive in the market.

#### 6. Brand Reputation and Trust

In the security sector, brand reputation and trust are paramount. Companies with a strong track record of reliability, integrity, and professionalism are more likely to attract and retain clients. Building and maintaining a positive reputation through consistent performance and ethical practices is crucial for long-term success.

**7. Differentiation and Specialization**

To stand out in a competitive market, security services providers often focus on differentiation and specialization. This can involve offering niche services, such as cyber security, executive protection, or specialized surveillance, to cater to specific client needs and differentiate themselves from broader, more generalized competitors.

**8. Global vs. Local Competition**

The security services industry also experiences competition on both a global and local scale. Multinational companies often compete with local providers who may have a better understanding of regional needs and nuances. Balancing global capabilities with local expertise is essential for companies seeking to expand their reach and remain competitive.

In conclusion, the security services industry is characterized by intense competition driven by technological advancements, regulatory requirements, and evolving customer expectations. Companies that excel in innovation, compliance, service quality, and customer relations are better positioned to thrive in this competitive landscape. By continuously adapting to market trends and focusing on differentiation, security services providers can achieve sustained success and growth.

We believe that our cost effective and integrated offerings, our focus on customer satisfaction and our reliability combined with our quality consciousness provides us with competitive advantage in our business. We believe that our technical capabilities, experience in this business and quality assurance will be key to overcome competition posed by such organized and unorganized players.

**EXISTING CAPACITY AND CAPACITY UTILISATION**


Our capacity depends on our workforce and not in any fixed output from plant & machinery and hence capacity and capacity utilisation cannot be determined.

**UTILITIES AND INFRASTRUCTURE**





**a) Material –**

Since we are operating majorly in the Services sector, materials are not the niche requirement of our business. We are into manpower guarding and into telecommunication operations and maintenance services for our clients. However, since we provide the operation & maintenance services along with technical support for enhancing the telecommunication network through tech gadgets like that of splicer machines etc. timely supply of such technical gadgets is an important element for successful completion of the assignment given to us. The material requirement of our company depends on the customer site specific requirement. All of our purchases are governed from the head office of the company through direct contact with approved manufacturers/vendors which directly deliver the ordered materials to the project/assignment sites. This ensures timely supply of required materials as per specifications and as per site conditions. Sundry items are procured locally from near the project sites to save time and transportation cost.

Key Machines and parts being used by us as Materials for execution of O&M service projects undertaken by our company are as under:

Item	Description
 <p data-bbox="217 1809 395 1836">Splicer Machine</p>	<p data-bbox="643 1541 1390 1568">Splicer is the machine used to weld (fuse) two optical fibers together.</p>



	<p>Optical Time-Domain Reflectometer- OTDR is a device that tests the integrity of a fiber cable and is used for the building, certifying, maintaining, and troubleshooting fiber optic systems.</p>
<p>OTDR</p>	<p>Power meter is used for measuring power of optical meter</p>
	
<p>Power Meter</p>	<p>Visual Fault Locator (VFL), a visual fault identifier (VFI), VFL tester, fiber fault locator, or fiber fault detector, is a fiber cable testing tool to locate breaks or cracks in the optical fiber. By injecting a laser light into the fiber cable, VFL can help you identify the breakage or damage of optical fibers.</p>
	
<p>Visual Fault Locator</p>	<p>Fiber optic cleavers are essential tools when splicing and putting connectors on in the field.</p>
	<p>These are used For Cutting Fibre for fusion process</p>
<p>Fibre Optic Cleaver</p>	

**b) Power –**

Our Company requires power for the normal requirement of the Office for lighting, computers etc. Adequate power is available which is met through the electric supply by the (Jammu & Kashmir Power Development Department) JKPD Department.

**c) Water –**

Water required at the Project site are arranged by the customers and water requirement at the office and other purposes is fully met at the existing premises by internal supply.

**d) Manpower –**

We believe that our ability to maintain growth depends to a large extent on our strength in attracting, training, motivating and retaining employees.

#### **COLLABORATIONS/ CONSORTIUMS/ JOINT VENTURES**

As on the date of this Draft Red Herring Prospectus our company has not entered into any Collaborations/ Consortiums/ Associates/agreements/ Joint ventures other than those entered into the ordinary course of business.

#### **END USERS**

We provide our manned guarding services to a broad spectrum of customer segments, including business entities, government organizations, industrial sectors, hospitals, shopping malls, and households. Our clientele spans various industries, such as banking and financial services, telecommunications, automotive, steel and heavy industries, governmental enterprises, hospitality and real estate, utilities, educational institutions, healthcare, consumer goods, and engineering and construction. Telecom industry engage our services to ensure uninterrupted and seamless operations for their day-to-day activities and maintenance needs.

#### **EXPORTS & EXPORT OBLIGATIONS**

Our company has not provided any export services for the restated years and we do not have any outstanding export obligations.

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**DETAILS OF IMMOVABLE PROPERTY****Properties Owned by our Company:**

Description of Property	Vendor/ Lesser	Date and type of Instrument/Document Executed	Usage Purpose	Area of the property
Khewat No. 52/52, Khasra No. 912 MIN, 907 MIN and 911 MIN, Khata No. 204MIN/188-224-231/233 MIN-211-213 Village Mand, District and Tehsil Udhampur	Vendor- S. Surjeet Singh Sangral S/o S. Sanmukh Singh	Sale Deed dated January 06, 2023 registered with Sub-registrar Udhampur on January 12, 2023	Given on Lease to Food corporation of India	Land Area- 78 Marla [21235 St Feet]  Land area of Constructed property- 582 Marla [158450 Sq Feet] Constructed area- 14198 Sq Feet

**Properties taken on rent by our Company:**

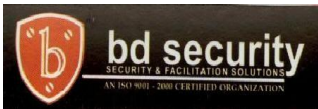


The Details of the Immovable property taken on rent / NOC basis is given here below:

Sr. No.	Agreement Date and type	Name of Lessor	Name of Lessee	Address of Property	Usage Purpose	Rent per month (In ₹)	Tenure
1.	Registered Rent Agreement dated August 07, 2024	Sahil Gupta	B D Security Ltd	Lane No. 1, 3 <sup>rd</sup> Building, Greater Kailash, Jammu	Registered office of company	Rs 4,50,000/-	2 years w.e.f. February 01, 2024
2.	Rent Agreement dated July 15, 2024	Sahil Gupta	B D Security Ltd	Office No. 710, 7 <sup>th</sup> Floor, Tower-A, Motiaz Royal Business Park, Ambala Chandigarh Expressway, Zirakpur, Distt SAS Nagar, Punjab 140603	Branch office	Rs 50,000/-	11 months w.e.f. July 15, 2024
3.	Rent Agreement dated July 11, 2024	Madan Lal	B D Security Ltd	Building No. 43, New Road Bhota Chowka, Ward No 8 Tehsil and Distt Hamirpur Himachal Pradesh 177001	Branch office	Rs 5,000/-	11 months w.e.f. July 11, 2024
4.	Rent Agreement dated August 16, 2024	Mrs G Saroja	B D Security Ltd	Old No. 2, New No. 8, Parathasarathy Koil, 2 <sup>nd</sup> Street, Ekkathuthangal, Chennai Tamil Nadu 600032.	Branch office	Rs 15,000/-	11 months w.e.f. August 16, 2024
5.	Rent Agreement dated July 16, 2024	Kannan Boominathan S/o Boominathan	B D Security Ltd	J 13, Thilai Nagar Street, Tiruchirappalli, Tamil Nadu 620021	Warehouse	Rs 13,750/-	11 months w.e.f. July 16, 2024

6.	Rent Agreement dated July 16, 2024	Ranganathan N., S/o Narasimha Iyyenger	B D Security Ltd	47, Perumal Kovil Street, North Coimbatore, Idikarai, Coimbatore, Tamil Nadu, 641022	Warehouse	Rs 13,750/-	11 months w.e.f. July 15, 2024
7.	Rent Agreement Dated September 03, 2024	Suman Gupta	B D Security Ltd	34 Extension, Sector A, Sainik Colony, Jammu 180011	Training Centre	Rs. 1,00,000/-	11 months w.e.f. September 03, 2024

## INTELLECTUAL PROPERTY

Our intellectual property rights are important to our business. As on the date of this Draft Red Herring Prospectus, we have registered our domain name '[www.bdsecurity.co.in](http://www.bdsecurity.co.in)'. Further we have following trademarks registered under The Trademarks Act 1999:

Sr. No.	Brand Name/Logo/ Trademark	Class	Nature of Trademark and Application No.	Issuing Authority	Owner	Date of Application/ valid upto	Current Status
1		42	Device mark, 1607385	Trade marks registry Delhi	B D Security P Ltd	October 03, 2007/ Valid up to October 03, 2027	Registered
2.		45	Device mark, 6189039	Trade marks registry Delhi	B D Security P Ltd	November 17, 2023/ Valid up to November 17, 2033	Registered
3.		37	Device mark, 6189040	Trade marks registry Delhi	B D Security P Ltd	November 17, 2023	Objected

## INSURANCE

Our operations are exposed to various risks inherent in our industry, including equipment failure, work accidents, fire, earthquakes, floods, and other force majeure events. We also face risks related to acts of terrorism, explosions, and hazards that could lead to injuries, loss of life, damage to properties and equipment, and environmental harm. Additionally, we may encounter claims related to defects in pipelines during the warranty or defect liability period. To mitigate these uncertainties, we diligently secure insurance coverage for all our projects in accordance with the specific requirements of each project. By obtaining appropriate insurance, we aim to minimize potential financial losses and liabilities associated with unforeseen events or claims. Following are the details of insurance policies obtained by our company.

Sr. No.	Insurance Company	Policy Number	Date of expiry	Details	Sum Insured (in ₹)	Premium Paid (in ₹)
<b>A. Policies taken for running Man Guarding Services Assignments</b>						
1.	The New India Assurance Company Ltd	35250636230100000008	November 05, 2024	Employees Compensation insurance for 13 employees at RBI, Jammu	37,91,712/-	12,022/-
2.	The New India Assurance Company Ltd	35250636230100000009	November 05, 2024	Employee Compensation insurance for 34 security guards deployed at M/S.EGIS Road Operations India, QB Road Tunnel Project Banihal, Ramban	59,33,592/-	27,863/-
3.	The New India Assurance Company Ltd	35250636230100000007	November 05, 2024	Employee Compensation insurance for 24 security guards deployed at M/S. Gammon Engg.& Contractors P. Ltd, Sangaldhan	52,78,416/-	19,587/-
<b>B. Policies taken for Company for its vehicles</b>						
1.	Magma HDI General Insurance Co. Ltd.	P0025200001/4101/525258	September 04, 2025	Package policy for Mahindra Bolero Regn No. JK-02-CP-4852	6,05,612/-	17,371/-
2.	Magma HDI General Insurance Co. Ltd.	P0025200001/4101/525256	September 11, 2025	Package policy for Mahindra Bolero Regn No. JK-02-CP-5309	4,72,720/-	14,798/-
3A.	ICICI Lombard General insurance Co Ltd	3001/O/MB-151402/00/000	December 05, 2024	Own damage insurance of Mercedes Benz having registration no. JK-02-DA-6919	44,25,142/-	59,963/-
3B.*	ICICI Lombard General insurance Co Ltd	3001/MB-126888/00/000	December 05, 2024	Third party insurance policy of Mercedes Benz having registration no. JK-02-DA-6919	--	-
<b>C. Policies taken in the name of property owner, where such properties are being used by the company or are mortgaged by the company to its bankers</b>						
1.	Tata AIG Insurance	5182228976	June 28, 2025	Business Guard Commercial package policy covering risk of fire and public liability for the property situated at 3RD Building Lane No.1, Greater Kailash, Jammu, Jammu and Kashmir- 180011 in the name of Mr Sahil Gupta, owner of the property	2,46,50,000/-	20,195/-
2.	Tata AIG Insurance	5130020620	July 20, 2025	Business Guard Laghu Package policy for Godown at Mand, Udampur, Khewat No 52/52, Khasra No 912 MIN,	32,99,00,000/-	1,19,027/-

Sr. No.	Insurance Company	Policy Number	Date of expiry	Details	Sum Insured (in ₹)	Premium Paid (in ₹)
				Khata No 204 MIN, Village Mand, Tehsil And District- Udhampur		

\*Premium for 3<sup>rd</sup> party insurance of Mercedes benz is not stated separately in the policy taken for the same in 2021 for 3 years. Accordingly the same is not stated here.

#### INDEBTEDNESS OF THE COMPANY

The details of facilities availed Secured and unsecured from various Financial Institution and other parties are as follows. For more details of other indebtedness please refer "Restated Financial Information" beginning from page no. 162 of Draft Red Herring Prospectus.

#### Long Term Borrowing

No.	Particulars	Sanctioned Amount	Outstanding as on 31/03/2024	Rate (%)	Terms	Security
	<b><u>Secured</u></b>					
	<b>Loans from Bank</b>					
1	Gecl Loan	80.00	74.33	7.95%	60 Months	ECLGS SCHEME
2	Hdfc Bolero Loan	6.97	2.40	8.20%	60 Months	VEHICLE
3	Hdfc Bolero New	8.73	3.15	8.10%	60 Months	VEHICLE
4	HDFC NEW BUSINESS LOAN	60.00	54.17	13.75%	48 Months	BUSINESS LOAN
5	ICICI LOAN	100.00	83.82	13.75%	36 Months	PERSONAL LOAN
6	Jk Bank Loan	475.00	399.79	8.80%	120 Months	LAND
7						PERSONAL
	Kotak Mahindra Bank Ltd Loan	49.90	41.71	14.50%	36 Months	GUARANTEE
						SAHIL GUPTA & SUMAN GUPTA
8	ICICI Loan - Vehicle Loan	50.00	31.09	7.30%	60 Months	VEHICLE
9	Msme Loan	160.00	34.85	9.25%	48 Months	ECLGS SCHEME
	<b><u>Unsecured Loan</u></b>					
	<b>Loans from Financial Institution</b>					
1	L & T FINANCE BUSINESS LOAN	50.17	43.13	15.50%	36 Months	Unsecured
2	CLIX CAPITAL SERVICES PVT LTD	50.00	43.93	15.50%	36 Months	Unsecured
3	FEDBANK FINANCIAL SERVICES	40.10	36.48		37 Months	Unsecured
4	KISETSU SAISON FINANCE INDIA	50.00	33.12	15.50%	13 Months	Unsecured
5	SMFG INDIA CREDIT COMPANY	40.80	33.82	15.50%	24 Months	Unsecured
6	TATA CAPITAL FINANCIAL ( LOAN )	40.14	32.68	15.50%	24 Months	Unsecured

No.	Particulars	Sanctioned Amount	Outstanding as on 31/03/2024	Rate (%)	Terms	Security
7	<b>Loans from Bank</b> YES BANK ( LOAN)	50.00	44.33	15.75%	36 Months	Unsecured
	<b>Total</b>	<b>1,311.82</b>	<b>992.79</b>			
	<b>(b) Loans from Directors</b>					
1	Sahil Gupta	-	787.74	12.00%		NA
2	Suman Gupta	-	0.71	12.00%		NA
3	Palvi Gupta	-	25.09	12.00%		NA
	<b>Total</b>	<b>-</b>	<b>1,806.33</b>			

#### Short Term Borrowing

Lender	Nature of Loan	Sanctioned Amount (₹ in lakhs)	Outstanding as on 31/03/2024 (₹ in lakhs)	Period of Repayment	Rate of Interest	Security
J&K Bank	Cash Credit	1,895.00	1,889.45	Repayable on Demand. Facility is valid for a period of One year subject to renewal/review after 12 Months.	RRLR+0.95% (Present applicable ROI of 8.80%) i.e., after a concession of 100bps from the applicable Risk Based Pricing of RRLR+1.95% (The Interest per annum means interest for 365 days irrespective of leap year).	<b>Primary Security</b> Hypothecation of all kinds of book debt/ receivable and other current assets  <b>Collateral Security</b> 1. Extension of charge over mortgage of residential house standing in the name of Mrs. Suman Gupta. 2. Extension of charge on property being land standing in the name of Mr. Sahil Gupta. 3. Extension of charge by way of mortgage of property i.e FCI Godown at land.
HDFC Bank	Cash Credit*	1,894.99	1,899.64	Repayable on Demand. Facility is valid for a period of One year subject to renewal/review after 12 Months.	Current Reference Rate is 7.03%	<b>Primary Security</b> Fixed Deposits, Stock  <b>Collateral Security</b> Guarantees Of Directors, Industrial Property Used For Commercial Activity, Residential Property"
			<b>3,789.09</b>			

\*Note: Amount of ₹ 1894.99 lakhs in Short Term Borrowing is held as cash in form of Demand Draft which is not en-cashed as at March 31, 2024.

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## KEY INDUSTRY REGULATIONS AND POLICIES

*Except as otherwise specified in this Draft Red Herring Prospectus, we are subject to several central and state legislations which regulate substantive and procedural aspects of our business.*

*Additionally, our operations require sanctions from the concerned authorities, under the relevant Central and State legislations. The following is an overview of some of the important laws, policies and regulations which are pertinent to our business of providing a range of services of security aspects through an integrated approach. Taxation statutes such as the I.T. Act, GST and applicable Labour laws, contractual laws, and intellectual property laws as the case may be, apply to us as they do to any other Indian company. The statements below are based on the current provisions of Indian law, and the judicial and administrative interpretations thereof, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions. The regulations set out below may not be exhaustive and are only intended to provide general information to Investors and is neither designed nor intended to be a substitute for professional legal advice.*

### APPROVALS

For the purpose of the business undertaken by our Company, it is required to comply with various laws, statutes, rules, regulations, executive orders, etc. that may be applicable from time to time. The details of such approvals have more particularly been described for your reference in the chapter titled “Government and Other Statutory Approvals” beginning on page number 218 of this Draft Red Herring Prospectus.

### APPLICABLE LAWS AND REGULATIONS

The following description is a summary of certain key statutes, rules, regulations, notifications, memorandums, circulars and policies which are applicable to our Company and the business undertaken by our Company. The information detailed in this chapter, is based on the current provisions of key statutes, rules, regulations, notifications, memorandums, circulars, and policies, as amended, and are subject to future amendments, changes and/or modifications. The information detailed in this chapter has been obtained from sources available in the public domain. The regulations set out below may not be exhaustive and are only intended to provide general information to the investors and are neither designed nor intended to substitute professional legal advice. The statements below are based on the current provisions of Indian law, and remain subject to judicial and administrative interpretations thereof, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions.

### **BUSINESS AND/OR KEY INDUSTRY AND/OR TRADE RELATED LAWS AND REGULATIONS:**

#### **The Private Security Agencies (Regulation) Act, 2005 (“PSARA Act”)**

The PSARA is the primary legislation for the regulation of private security agencies in India. Any person or body of persons other than a government agency, department or organisation engaged in the business of:

- Providing private security services or
- Providing training to private security guards or their supervisors or
- Providing private security guards to any industrial or business undertaking or a company or any other person or property.

Are regulated by the PSARA and are required to obtain a license for undertaking such activities.

Private security agencies licensed under the PSARA are required to obtain prior permission for providing private security services abroad. A license granted under PSARA is valid for a period of five years, unless cancelled earlier. In this regard, the PSARA sets forth eligibility requirements to become a private security guard and eligibility conditions for obtaining a license for employing or engaging of private security guards. It also authorises state governments to frame rules for issuance of licenses and prescribes conditions for cancellation and suspension of licenses. Carrying on or commencing the business of a private security agency without a valid licence is an offence punishable with imprisonment for a term of up to one year, or with fine which may extend to Rs. 25,000, or with both.

Conditions for commencement of operations and engagement of supervisors outlined in the PSARA require the licensee to inter alia, commence activities within six months of obtaining the license, impart training and skills to its private security guards and supervisors and employ such number of supervisors as specified under the state specific rules. Every private security agency is required to maintain a register containing details of its managers, private security guards, customers and other prescribed details as may be specified by respective state governments. In the event of non-compliance with conditions prescribed in the PSARA, namely, appointment of eligible staff or failure to impart requisite training, the private security agency shall be punishable with a fine extending to Rs. 25,000 and can also be subject to suspension or cancellation



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of its license. Additionally, upon non-compliance with laws mentioned below, the licenses under the PSARA of private security agencies may be cancelled:

- (i) The Payment of Wages Act, 1936
- (ii) The Minimum Wages Act, 1948
- (iii) The Employees' Provident Funds and Miscellaneous Provisions Act, 1952
- (iv) The Payment of Bonus Act, 1965
- (v) The Contract Labour (Regulation and Abolition) Act, 1970
- (vi) The Payment of Gratuity Act, 1972
- (vii) The Equal Remuneration Act, 1976
- (viii) The Industrial Disputes Act, 1947
- (ix) The Inter-State Migrant Workmen (Regulation of Employment and Conditions of Service) Act, 1979

#### **Rules for administration of Private Security Agencies**

The Central Government has framed the Private Securities Agencies Central Model Rules, 2006 (“PSA Model Rules”). Further, State Governments, while making any rules in respect of matters under the PSARA, are required to conform to the Model Rules. The Model Rule set out, inter alia, the verification process for private security agencies, conditions of training, standard of physical fitness for security guards, minimum number of supervisors, manner of application/renewal and conditions of license. Pursuant to the Model Rules, numerous states have framed rules in relation to registration and licensing of private security agencies.

#### **The Micro, Small and Medium Enterprises Development Act, 2006**

The MSME Act seeks to provide for the promotion and development along with facilitating and enhancing competition among micro, small and medium enterprises. The MSME Act inter-alia empowers the Central Government to classify by notification, any class of enterprises including a company, a partnership, firm or any other undertaking engaged in the manufacture or production as specified in the first schedule to the Industries (Development and Regulation) Act, 1951.

The MSME Act also stipulates that any person who intends to establish, a micro or small enterprise or a medium enterprise engaged in rendering of services, may at his discretion and a medium enterprise engaged in the manufacture or production of goods as specified hereinabove, file a memorandum of micro, small or medium enterprise, as the case may be, with the prescribed authority.

#### **The Motor Vehicle Act, 1988 and Central Motor Vehicles Rules, 1989**

The Motor Vehicles Act, 1988, as amended aims to ensure road safety. It lays down norms for road safety which includes speed limits, licence requirements, insurance requirement, traffic regulations, etc. It empowers the state or the central government or any authority, constituted under the MV Act to make rules in accordance with the MV Act and to restrict the use of vehicles in the interest of public safety or convenience. The MV Act requires every vehicle to be registered and insured and for every person driving a motor vehicle to obtain a license from the appropriate licensing authority. Further, the MV Act empowers the state governments to control road transport. The MV Act empowers the state governments to issue direction regarding fixing of fares and freights for stage carriages, contract carriages and goods carriages or any other matter that the state governments may deem necessary for regulation of motor transport or for co-ordination with other means of transport and to make rules regulating the construction, equipment and maintenance of motor vehicles, amongst others.

Accordingly, the MV Act places a liability on every owner of, or person responsible for, a motor vehicle to ensure that: (i) every person who drives a motor vehicle holds an effective driving license, (ii) bear the responsibility of ensuring that the vehicle is registered in accordance with the provisions of the Motor Vehicles Act, and (iii) ensure that the certificate of registration of the vehicle has not been suspended or cancelled. Furthermore, the MV Act prohibits a motor vehicle from being used as a transport vehicle unless the owner of the vehicle has obtained the required permits authorizing him/her to use the vehicle for transportation purposes.

Furthermore, the Motor Vehicles (Amendment) Act, 2019, came into effect on 1st September 2019 and made rules more stringent for offenders, therefore creating a more rigorous punishment for them. This amendment has made it difficult for those in the habit of breaking traffic rules. Some examples of the change that have been brought about are- imprisonment of up to a month for driving errors and a provision for imprisonment of up to 6 months for accidents caused by rash drivers etc.

#### **LAWS RELATING TO SPECIFIC STATE WHERE ESTABLISHMENT IS SITUATED:**

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## **Shops and establishments laws in various states**

As per the provisions of local Shops and Establishments laws applicable in the Jammu & Kashmir, Punjab, Haryana, Himachal Pradesh, Tamil Nadu, Uttar Pradesh, Telangana, Maharashtra and New Delhi, establishments are required to be registered. Such laws regulate the working and employment conditions of the workers employed in shops and establishments including commercial establishments and provide for fixation of working hours, rest intervals, overtime, holidays, leave, termination of service, maintenance of shops and establishments and other rights and obligations of the employers and employees.

### **GENERAL LEGISLATIONS:**

#### **Companies Act, 2013**

The Companies Act, 2013, has replaced the Companies Act, 1956 in a phased manner. The Act received the assent of President of India on 29th August 2013. The Companies Act deals with incorporation of companies and the procedure for incorporation and post incorporation. The conversion of private company into public company and vice versa is also laid down under the Companies Act, 2013. The procedure related to appointment of Directors. The procedure relating to winding up, voluntary winding up, appointment of liquidator also forms part of the Act. Further, Schedule V (read with sections 196 and 197), Part I lays down the conditions to be fulfilled for the appointment of a managing or whole-time director or manager. It provides the list of Acts under which if a person is prosecuted, he cannot be appointed as the director or Managing Director or Manager of a Company. The provisions relating to remuneration of the directors payable by the companies is under Part II of the said schedule.

#### **The Indian Contract Act, 1872**

The Indian Contract Act, 1872 (Contract Act) codifies the way in which a contract may be entered into, executed, implementation of the provisions of a contract and effects of breach of a contract. A person is free to contract on any terms he chooses. The Contract Act consists of limiting factors subject to which contract may be entered into, executed and the breach enforced. It provides a framework of rules and regulations that govern formation and performance of contract. The contracting parties themselves decide the rights and duties of parties and terms of agreement.

#### **The Specific Relief Act, 1963**

The Specific Relief Act is complimentary to the provisions of the Contract Act and the T.P. Act, as the Act applies both to movable property and immovable property. The Act applies in cases where the Court can order specific performance of a contract. Specific relief can be granted only for purpose of enforcing individual civil rights and not for the mere purpose of enforcing a civil law. Specific performance' means Court will order the party to perform his part of agreement, instead of imposing on him any monetary liability to pay damages to other party.

#### **Negotiable Instruments Act, 1881**

In India, cheques are governed by the Negotiable Instruments Act, 1881, which is largely a codification of the English Law on the subject. The Act provides effective legal provision to restrain people from issuing cheques without having sufficient funds in their account or any stringent provision to punish them in the event of such cheque not being honored by their bankers and returned unpaid. Section 138 of the Act, creates statutory offence in the matter of dishonor of cheques on the ground of insufficiency of funds in the account maintained by a person with the banker which is punishable with imprisonment for a term which may extend to two year, or with fine which may extend to twice the amount of the cheque, or with both.

### **TAX RELATED LEGISLATIONS:**

#### **Income Tax Act, 1961**

The IT Act is applicable to every Company, whether domestic or foreign whose income is taxable under the provisions of the IT Act or Rules made thereunder depending upon its Residential Status and Type of Income involved. The IT Act provides for the taxation of persons resident in India on global income and persons not resident in India on income received, accruing or arising in India or deemed to have been received, accrued or arising in India. Every Company assessable to income tax under the IT Act is required to comply with the provisions thereof, including those relating to Tax Deduction at Source, Advance Tax, Minimum Alternative Tax and like. Every such Company is also required to file its returns by September 30 of each assessment year.

#### **Central Goods and Services Tax Act, 2017**

The GST Act levies indirect tax throughout India to replace many taxes levied by the Central and State Governments. The GST Act was applicable from July 1, 2017 and combined the Central Excise Duty, Commercial Tax, Value Added Tax (VAT), Food Tax, Central Sales Tax (CST), Introit, Octroi, Entertainment Tax, Entry Tax, Purchase Tax, Luxury Tax, Advertisement Tax, Service Tax, Customs Duty, Surcharges. GST is levied on all transactions such as sale, transfer,

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purchase, barter, lease, or import of goods and/or services. India has adopted a dual GST model, meaning that taxation is administered by both the Union and State Governments. Transactions made within a single state is levied with Central GST (CGST) by the Central Government and State GST (SGST) by the government of that state. For inter-state transactions and imported goods or services, an Integrated GST (IGST) is levied by the Central Government. GST is a consumption-based tax; therefore, taxes are paid to the state where the goods or services are consumed and not the state in which they were produced.

### **EMPLOYMENT AND LABOUR LAWS:**

#### **The Code on Wages, 2019**

The Code received the assent of the President of India on August 8, 2019. The provisions of the Code shall come into effect from the date notified in the Official Gazette by the Central Government. The Code will replace the four existing ancient laws namely (i) the Payment of Wages Act, 1936, (ii) the Minimum Wages Act, 1948, (iii) the Payment of Bonus Act, 1965, and (iv) the Equal Remuneration Act, 1976. The Code will apply to all employees and allows the Central Government to set a minimum statutory wage. In pursuance of the Code, the Code on Wages (Central Advisory Board) Rules, 2021 have been notified, which prescribe, inter alia, the constitution and functions of the Central Advisory Board set up under the Code on Wages, 2019.

The four existing laws are as follows:

- **The Payment of Wages Act, 1936:**

Payment of Wages Act, 1936, as amended, Payment of Wages (Amendment) Act, 2017 is aimed at regulating the payment of wages to certain classes of persons employed in certain specified industries and to ensure a speedy and effective remedy for them against illegal deductions or unjustified delay caused in paying wages to them. The Act confers on the person(s) responsible for payment of wages certain obligations with respect to the maintenance of registers and the display in such establishment, of the abstracts of this Act and Rules made there under.

- **The Minimum Wages Act, 1948:**

The Minimum Wages Act, 1948 came into force with an objective to provide for the fixation of a minimum wage payable by the employer to the employee. Every employer is mandated to pay the minimum wages to all employees engaged to do any work skilled, unskilled, and manual or clerical (including out-workers) in any employment listed in the schedule to this Act, in respect of which minimum rates of wages have been fixed or revised under the Act.

- **The Payment of Bonus Act, 1965 (the “PoB Act”):**

The Payment of Bonus Act, 1965 imposes statutory liability upon the employers of every establishment in which 20 or more persons are employed on any day during an accounting year to pay bonus to their employees. It further provides for payment of minimum and maximum bonus and links the calculation for the payment of bonus payable with production and productivity.

- **The Equal Remuneration Act, 1976:**

The Equal Remuneration Act, 1976 aims to provide for the payment of equal remuneration to men and women workers and for the prevention of discrimination, on the ground of sex, against women in the matter of employment and for matters connected therewith or incidental thereto. According to the Remuneration Act, no employer shall pay to any worker, employed by him/her in an establishment, a remuneration (whether payable in cash or in kind) at rates less favourable than those at which remuneration is paid by him to the workers of the opposite sex in such establishment for performing the same work or work of a similar nature. In addition, no employer shall for complying with the foregoing provisions of the Remuneration Act, reduce the rate of remuneration of any worker. No employer shall, while making recruitment for the same work or work of a similar nature, or in any condition of service subsequent to recruitment such as promotions, training or transfer, make any discrimination against women except where the employment of women in such work is prohibited or restricted by or under any law for the time being in force.

#### **Occupational Safety, Health and Working Conditions Code, 2020**

The Government of India enacted ‘The Occupational Safety, Health and Working Conditions Code, 2020 which received the assent of the President of India on September 28, 2020. The provisions of this code will be brought into force on a date to be notified by the Central Government. It proposes to subsume several separate legislations, including the Factories Act, 1948, the Contract Labour (Regulation and Abolition) Act, 1970, the Inter-State Migrant Workmen (Regulation of Employment and Conditions of Service) Act, 1979 and the Building and Other Construction Workers (Regulation of Employment and Conditions of Service) Act, 1996. The law that concerns our business is as follows:-

- **Contract Labour (Regulation and Abolition) Act, 1970**

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The object of the Contract Labour (Regulation and Abolition) Act, 1970 is to prevent exploitation of contract labour and also to introduce better conditions of work. A workman is deemed to be employed as Contract Labour when he is hired in connection with the work of an establishment by or through a Contractor. Contract workmen are indirect employees. Contract Labour by and large is not borne on pay roll nor is paid directly. The Contract Workmen are hired, supervised and remunerated by the Contractor, who in turn, is remunerated by the Establishment hiring the services of the Contractor.

### **Industrial Relations Code, 2020**

The Government of India enacted 'The Industrial Relations Code, 2020' which received the assent of the President of India on September 28, 2020. The provisions of this code will be brought into force on a date to be notified by the Central Government. It proposes to subsume three separate legislations, namely, the Industrial Disputes Act, 1947, the Trade Unions Act, 1926 and the Industrial Employment (Standing Orders) Act, 1946. Currently the laws are as follows:

- **Industrial Disputes Act, 1947:**

The Industrial Disputes Act, 1947 ("Industrial Disputes Act") provides for mechanism and procedure to secure industrial peace and harmony by investigation and settlement of industrial disputes by negotiations. The Industrial Disputes Act extends to whole of India and applies to every industrial establishment carrying on any business, trade, manufacture or distribution of goods and services irrespective of the number of workmen employed therein. Every person employed in an establishment for hire or reward including contract labour, apprentices and part time employees to do any manual, clerical, skilled, unskilled, technical, operational or supervisory work, is covered by the Act. The Act also provides for (a) the provision for payment of compensation to the Workman on account of closure or layoff or retrenchment. (b) the procedure for prior permission of appropriate Government for laying off or retrenching the workers or closing down industrial establishments (c) restriction on unfair labour practices on part of an employer or a trade union or workers.

- **Trade Unions Act, 1926:**

Provisions of the Trade Union Act, 1926 provides that any dispute between employers and workmen or between workmen and workmen, or between employers and employers which is connected with the employment, or non-employment, or the terms of employment or the conditions of labour, of any person shall be treated as trade dispute. For every trade dispute a trade union has to be formed. For the purpose of Trade Union Act, 1926, Trade Union means combination, whether temporary or permanent, formed primarily for the purpose of regulating the relations between workmen and employers or between workmen and workmen, or between employers and employers, or for imposing restrictive condition on the conduct of any trade or business etc.

- **Industrial Employment (Standing Orders) Act, 1946 (the "Standing Orders"):**

The Standing Orders were passed by the Central Government to bring uniformity in the terms of employment in industrial establishments so as to minimize industrial conflicts. The Standing Orders play a key role in defining the terms and conditions of employment within an industrial employment. The highlights of the Standing Orders such as classification of workmen, manner of intimation to workers about work and wage related details. Attendance and conditions for leaves, conditions of termination of employment and means of redressal for workmen in different matters.

### **Code on Social Security, 2020**

The Government of India enacted 'The Code on Social Security, 2020 which received the assent of the President of India on September 28, 2020. The provisions of this code will be brought into force on a date to be notified by the Central Government. It proposes to subsume several separate legislations including the Employee's Compensation Act, 1923, the Employees' State Insurance Act, 1948, the Employees' Provident Funds and Miscellaneous Provisions Act, 1952, the Maternity Benefit Act, 1961 and the Payment of Gratuity Act, 1972. The laws that the code shall subsume, are currently as follows:

- **Employee's Compensation Act, 1923:**

The Employees' Compensation Act, 1923 provides for payment of compensation to injured employees or workmen by certain classes of employers for personal injuries caused due to an accident arising out of and during the course of employment. Under the Employees' Act, the amount of compensation to be paid depends on the nature and severity of the injury. The Employees' Act also lays down the duties/obligations of an employer and penalties in cases of non-fulfilment of such obligations thereof. There are separate methods of calculation or estimation of compensation for injury sustained by the employee. The employer is required to submit to the Commissioner for Employees' Compensation a report regarding any fatal or serious bodily injury suffered by an employee within seven days of death/serious bodily injury.

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- **Employee’s State Insurance Act, 1948:**

It is an Act to provide for certain benefits to employees in case of “sickness, maternity and employment injury” and to make provision for certain other matters in relation thereto. Whereas it is expedient to provide for certain benefits to employees in case of sickness, maternity and employment injury and to make provision for certain other matters in relation thereto; this Act requires all the employees of the establishment to which this act applies to be insured to the manner provided there under. The Employer and Employees both require to make contribution to the fund. The return of the contribution made is required to be filed with the Employee State Insurance department.

- **Employee’s Provident Fund and Miscellaneous Provisions Act, 1952:**

The EPF Act is applicable to an establishment employing more than 20 employees and as notified by the government from time to time. All the establishments under the EPF Act are required to be registered with the appropriate Provident Fund Commissioner. Also, in accordance with the provisions of the EPF Act, the employers are required to contribute to the employees’ provident fund the prescribed percentage of the basic wages, dearness allowances and remaining allowance (if any) payable to the employees. The employee shall also be required to make the equal contribution to the fund. The Central Government under Section 5 of the EPF Act (as mentioned above) frames Employees Provident Scheme, 1952.

- **Maternity Benefit Act, 1961:**

The Maternity Act provides for leave and right to payment of maternity benefits to women employees in case of confinement or miscarriage etc. The Maternity Act is applicable to every establishment *inter alia* to every shop or establishment within the meaning of any law for the time being in force in relation to shops and establishments in a state, in which ten or more persons are employed, or were employed, on any day of the preceding twelve months; provided that the State Government may, with the approval of the Central Government, after giving at least two months’ notice shall apply any of the provisions of the Maternity Act to any specific establishments or class of establishments, industrial, commercial, agricultural or otherwise.

- **Payment of Gratuity Act, 1972:**

The Gratuity Act applies, *inter alia* to every shop or establishment within the meaning of any law for the time being in force in relation to shops and establishments in a state, in which ten or more persons are employed, or were employed, on any day of the preceding twelve months. The Gratuity Act may also apply in case of such other establishments or class of establishments, in which ten or more employees are employed, on any day of the preceding twelve months, as the Central Government may notify. A shop or establishment to which the Gratuity Act becomes applicable shall be continued to be governed by it irrespective of the number of persons employed in such shop or establishment falling below ten at any time thereafter. The Gratuity Act provides for gratuity to be payable to an employee on termination of his/her employment after he/she has rendered continuous service of not less than five years on superannuation or his retirement or resignation or death or disablement due to accident or disease. The five-year period shall be relaxed in case of termination of service due to death or disablement.

### **Employees’ Deposit Linked Insurance Scheme, 1976**

The scheme shall be administered by the Central Board constituted under section 6C of the EPF Act. The provisions relating to recovery of damages for default in payment of contribution with the percentage of damages are laid down under Section 8A of the Act. The employer falling under the scheme shall send to the Commissioner within fifteen days of the close of each month a return in the prescribed form. The register and other records shall be produced by every employer to Commissioner or other officer so authorized shall be produced for inspection from time to time. The amount received as the employer’s contribution and also Central Government’s contribution to the insurance fund shall be credited to an account called as “Deposit-Linked Insurance Fund Account.”

### **The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013**

In order to curb the rise in sexual harassment of women at workplace, this Act was enacted for prevention and redressal of complaints and for matters connected therewith or incidental thereto. The terms sexual harassment and workplace are both defined in the Act. Every employer should also constitute an “Internal Complaints Committee” and presiding officer and member of the Internal Committee shall hold office for a period of not exceeding three years from the date of nomination. Any aggrieved woman can make a complaint in writing to the Internal Committee in relation to sexual harassment of female at workplace. Every employer has a duty to provide a safe working environment at workplace which shall include safety from the persons coming into contact at the workplace, organising awareness programs and workshops, display of rules relating to the sexual harassment at any conspicuous part of the workplace, provide necessary facilities to the internal or local committee for dealing with the complaint, such other procedural requirements to assess the complaints.

### **Child Labour (Prohibition and Regulation) Act, 1986**

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This statute prohibits employment of children below 14 years of age in certain occupations and processes and provides for regulation of employment of children in all other occupations and processes. Under this Act the employment of child labour in the building and construction industry is prohibited.

- **The Employees' Compensation Act, 1923**

The Employees' Compensation Act, 1923 has been enacted with the objective to provide for the payment of compensation to workmen by employers for injuries by accident arising out of and in the course of employment, and for occupational diseases resulting in death or disablement. The said Act makes every employer liable to pay compensation, if a personal injury/disablement/loss of life is caused to a workman (including those employed through a contractor) by accident arising out of and in the course of his employment.

### **FEMA REGULATIONS**

As laid down by the FEMA Regulations, no prior consents and approvals are required from the Reserve Bank of India, for Foreign Direct Investment under the automatic route within the specified sectoral caps. In respect of all industries not specified as FDI under the automatic route, and in respect of investment in excess of the specified sectoral limits under the automatic route, approval may be required from the FIPB and/or the RBI. The RBI, in exercise of its power under the FEMA, has notified the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000 ("FEMA Regulations") to prohibit, restrict or regulate, transfer by or issue security to a person resident outside India. Foreign investment in India is governed primarily by the provisions of the FEMA which relates to regulation primarily by the RBI and the rules, regulations and notifications there under, and the policy prescribed by the Department of Industrial Policy and Promotion, Ministry of Commerce & Industry, Government of India.

### **Foreign Investment Regulations**

The foreign investment in India is governed, among others, by the Foreign Exchange Management Act, 1999, the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 ("FEMA Rules") and the consolidated FDI policy (effective from October 15, 2020) issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India (earlier known as the Department of Industrial Policy and Promotion ("FDI Policy")), each as amended. Further, the Reserve Bank of India has enacted the Foreign Exchange Management (Mode of Payment and Reporting of Non-Debt Instruments) Regulations, 2019 on October 17, 2019 which regulates mode of payment and remittance of sale proceeds, among others. The FDI Policy and the FEMA Rules prescribe inter alia the method of calculation of total foreign investment (i.e., direct foreign investment and indirect foreign investment) in an Indian company.

### **INTELLECTUAL PROPERTY LEGISLATIONS:**

In general, the Intellectual Property Rights includes but is not limited to the following enactments:

- Indian Copyright Act, 1957
- The Trade Marks Act, 1999
- The Designs Act, 2000
- The Patent Act, 1970

The Acts applicable to our Company will be:

#### **Trade Marks Act, 1999**

The Trade Marks Act, 1999 provides for the application and registration of trademarks in India for granting exclusive rights to marks such as a brand, label and heading and obtaining relief in case of infringement for commercial purposes as a trade description. The TM Act prohibits any registration of deceptively similar trademarks or chemical compounds among others. It also provides for penalties for infringement, falsifying and falsely applying for trademarks.

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## HISTORY AND CORPORATE STRUCTURE

### COMPANY'S BACKGROUND

Our Company was originally formed under the name and style of M/s "B D Security Private Limited" under the provisions of the Companies Act, 1956 pursuant to Certificate of Incorporation dated March 14, 2006 issued by the Registrar of Companies Jammu and Kashmir. Subsequently, our Company was converted from a private limited company to a public limited company, pursuant to a special resolution passed by our Shareholders at an Extra-ordinary General Meeting held on October 30, 2023 and the name of Company was changed to "B D Security Limited" and a fresh certificate of incorporation consequent upon conversion dated December 04, 2023 was issued by the Registrar of Companies, Jammu. The Corporate Identification Number of our Company is U74920JK2006PLC002638.

Our company was founded by Mr. Sahil Gupta and Mrs. Suman Gupta, Promoters of the Company with a vision to build a professional organization with a corporate set up in the service sector. Later on, Mrs. Palvi Gupta associated with our company as a Director from the year 2007. Mr. Sahil Gupta ventured into field of manpower services particularly in the field of Security Service from the year 2000 under a proprietorship concern namely M/s. B D Security. Our Promoters namely Mr. Sahil Gupta and Mrs. Suman Gupta have more than 17 years and 13 years of experience respectively in the private security and man guard services business while Mrs. Palvi Gupta carries as experience of more than 12 years in the field of human resource management.

Our company is working in the field of providing security services to varied sectors including Institutions, Banks, residential clients, commercial businesses, state & central government departments, industrial areas & specific industries such as healthcare, education etc. Over the years we have diversified in the field of operations and maintenance services for telecommunication services. We deploy dedicated technical teams and support staff to handle each Operations and Maintenance (O&M) task efficiently. Our O&M services encompass activities such as laying underground fibre cables and troubleshooting network connectivity issues arising from faults in Fibre cables or other hardware installations. In addition to these we also provide services of refuelling the Diesel generator sets installed with the telecom towers, replacement of hardware as and when required, wiring etc.

As on March 31, 2024 for the purpose of our core operations our company hold manpower strength of 5197 employees out of which 3537 employees are deployed under Security and Manpower Business and 1660 employees are deployed under Operations and Maintenance Services for Telecommunication Sector.

We operate from our office situated at Jammu and we have strategically expanded our presence and network to different parts of the country, taking on security assignments and O&M assignments in various regions, including Jammu and Kashmir, Punjab, Himachal Pradesh and Tamil Nadu. We primarily secure contracts through a competitive tender bidding process and by approaching our client directly. Our pricing strategy is carefully tailored to each project's unique requirements, taking into account factors such as type of manpower required, skill set required for the job, duration of the assignment, and other factors like cost of deputation of manpower, location etc. needed for successful project execution. We offer flexible payment terms to our clients other than Government, usually extending our services on credit. While we maintain a meticulous record of receivables from our customers, the settlements are typically made on a periodic basis. Our skilled resources together with our strong management team have enabled us to successfully implement our growth plans. The company with its team handles all possible aspects of the projects and caters to all sorts of varying needs of the customers, safety protocols and tech driven solutions, like monitoring of security systems, CCTV cameras etc. While at the beginning of the project itself infusion of cost starts from our end in the form of costs of hiring the required manpower, monthly salaries payable to them, lodging and boarding costs, if required etc., our payback from client starts by 90 to 120 days after initiation of the assigned project. This makes our business operating capital intensive as main operations cost in our both business verticals is the cost of manpower.

Our company has many certifications advocating the standard procedures and processes followed by us in carrying out our business activities. Our Social accountability systems adhere to the standard SA8000:2014, occupational health and safety management systems are in compliance of ISO 45001:2018. In addition to these our company complies with ISO 9001:2015 for quality management systems, with ISO/IEC 27001:2022 for information security management systems and ISO/IEC 20000-1: 2018 for information technology service management.

### REGISTERED OFFICE:

Registered Office of the Company is presently situated at BD House, 3rd Building, Lane No 1st, Greater Kailash, Jammu, Jammu & Kashmir, India, 18001.

The Registered office of our Company has been changed since incorporation, details of which are given hereunder:

Date of Change of Registered office	Details of Change		Reason
On Incorporation	34 Extension Sector A Sainik Colony Jammu and Kashmir India 180011.		Not Applicable
	<b>Changed From</b>	<b>Changed To</b>	
December 04, 2023	34 Extension Sector A Sainik Colony Jammu and Kashmir India 180011.	BD House, 3rd Building, Lane No 1st, Greater Kailash, Jammu, Jammu & Kashmir, India, 180011	For better location and infrastructure coupled with more office space

#### **AMENDMENTS TO THE MEMORANDUM OF ASSOCIATION**

##### **NAME CLAUSE**

The following amendments have been made to the Name Clause of the Memorandum of Association of our Company:

Date of shareholder's resolution	Particulars	Reason
October 30, 2023	The name of our company changed from " <i>B D Security Private Limited</i> " to " <i>B D Security Limited.</i> "	Business Expansion, planning to come up with an Initial Public Offer and conversion from private limited to public limited

##### **OBJECT CLAUSE**

The following amendments have been made to the Object Clause of the Memorandum of Association of our Company:

Date of shareholder's resolution	Nature of amendments
On Incorporation	<ol style="list-style-type: none"> <li>1. To carry on the business of providing security, surveillance, vigilance and manpower services to facilitate the process of client organisation.</li> <li>2. To carry on the business for providing the security and surveillance to the manufacturing units, factories, offices, government offices, schools, colleges or any type of profit making or non profit making organization.</li> <li>3. To provide security arrangement to guard the property and premises of the client organization and prevent entry of unauthorized person in the campus/area.</li> <li>4. To provide all security related services to the prospective clients.</li> <li>5. To fulfill statutory obligations for the client in security related matters.</li> <li>6. To provide all permanent and temporary security services to the client desiring the same.</li> <li>7. To provide the security as per the instructions of the authorized representative of client organization.</li> <li>8. To provide equipment like media, electrical, computer, manual, Mechanical for safe guarding the client property or other purpose.</li> <li>9. To facilitate the client organization by providing all material and service support as per requirement.</li> </ol>
July 14, 2023	<p>Clause III of the MoA was amended by appending the following sub clause 10 under clause III (A) of the Memorandum of Association of the Company:</p> <ol style="list-style-type: none"> <li>10. To carry on the business of storage, warehousing, transportation and handling of all kinds of cargo, whether containerized or not and all other allied activities.</li> </ol> <p>Further, sub clauses 36, 37, 38, 39, 40, 41 &amp; 42 were appended as follows under sub clause III (B) of the Memorandum of Association of the Company:</p> <ol style="list-style-type: none"> <li>36. To purchase any land, plot(s) of land or immovable property or any right or interest therein either singly or jointly or in Partnership with any person(s) or Body corporate or partnership Firm and to develop and construct thereon residential, commercial complex or complex(s) either singly or jointly or in partnership as aforesaid, comprising offices for sale or self-use or for earning rental income thereon by letting out individual units comprised in such building(s), construction of buildings and other infrastructure activities.</li> </ol>



	<p>37. To purchase any movable or immovable property including industrial, commercial, residential, or farm lands, plots, buildings, houses, apartments, flats or areas within or outside the limits of Municipal Corporation or other local bodies, anywhere within the Domain of India, to divide the same into suitable plots, and to rent or sell the plots for building/constructing residential houses, bungalows, business premises, and colonies and rent or sell the same and realize cost in lumpsum or easy instalments or by hire purchase system and otherwise.</p> <p>38. To purchase, sell and otherwise to carry on the business such as builders, contractors, engineers, Estate agents, and surveyors.</p> <p>39. To purchase for resale and to trade in land and house and other immoveable property of any tenure and any interest therein, and to create, sell and deal in freehold and leasehold ground rents, and to deal in trade by way of sale, or otherwise with land and house property and any other immovable property.</p> <p>40. To construct, execute, carryout, equip, support maintain, operate, improve, work, develop, administer, manage, control and superintend within or outside the country anywhere in the world all kinds of works, public or otherwise, buildings, houses and other constructions or conveniences of all kinds, which expression in this memorandum includes roads construction and also as a developer and, hotels, cold storages, warehouses, cinema houses, markets, public and other buildings and all other works and conveniences of public or private utility, to apply for purchase or otherwise acquire any contracts, decrease, concessions, for or in relation to the construction, execution, carrying out equipment, improvement, administration, or control of all such works and conveniences as aforesaid and to undertake, execute, carry out, dispose of or otherwise turn to account the same.</p> <p>41. To carry on the business of development of hi-technology industrial parks, residential townships, vocational training centres, leisure parks, convention centres and development of other infrastructural facilities and to act as technical consultants and advisors in all matters relating to rural and urban infrastructural developments.</p> <p>42. To acquire by purchase, lease, exchange, hire or otherwise hold, manage, work, develop the resources of land and tum to account any estates, land buildings, tenements and other property of every description, whether freehold or leasehold or other tenure and where so ever situate and any interests therein and rights connected therewith and in particular to acquire or take over certain estates situate in India or outside and all or any parts thereon and other assets used in therewith.</p>
October 30, 2023	<p><b><i>Addition of below mentioned sub-clauses in the existing head “Main Object of the company” after sub-clauses 10.</i></b></p> <p>11. <i>To design, develop, create, install ,maintain, provide, operate and manage(as owner or lease or under any arrangement or otherwise) voice and broadband network to deliver a whole range services in the field of telecommunication and information technology and entertainment including converged services and dial up, wireless internet access, virtual private networks, lease data circuits, ASP services, TAC services, Web Housing and co-location services, enterprise network management services, cable T.V. services, (analogous &amp; Digital IP) Video-on– demand services, interactive T.V. (Video on digital IP TV) service, advertising services, WAP services, Call Centre Services, e-education services, e-banking and e-medicine services, corporate and other mail and data services , storage and back-up services, video streaming , video broadcasting , video conferencing and other multimedia services, satellite voice, data &amp; messaging services, multicast and broadcast services, including convergence as also services including consulting, designing, development and implementation of software.</i></p> <p>12. <i>To design, develop, create, install and maintain state of art technology capable of simultaneously supporting triple play services viz, Voice(Over Public Switched Telephone Network),Video (television) and Data (internet through building Metro area Networks/Acesss Nodes, Internet data centers, wireless LMDS/MMDS., Point –toPoint Radio, Direct to Home satellite, fibre to home/kerb/ office, ADSL/DSL on copper, coax cable based network, VSAT based networks, infrared &amp; laser data transmission systems and other systems and also provide / operate an infrastructure</i></p>

to transport voice data, video and images intra city and internationally using satellite undersea fiber ,DSL and fixed wireless technologies.

13. To provide telecom networks and/or to run and maintain telecom services like basic/fixed line services, cellular/mobile services, paging, videotext, voicemail and data systems, private switching network services, transmission network of all types, computer networks i.e. local area network, wide area network, Electronic Mail, Intelligent network, Multimedia communication systems or the combinations thereof and for execution of undertakings, Works, projects or enterprises in the telecom industry whether of a private or public character or any joint venture with any government or other authority in India or elsewhere.
14. To provide globally managed data networks and related services, including but not limited to cloud services, managed services , business process outsourcing services, customer care centres, customer relationship management, back office processing, data entry, medical transcription, IT services, multimedia services, internet based services, data centre management and consulting, interface services applications including all types of end to end integrated solutions involving information systems, developing, designing, marketing of communication platform(s), with features and functionality including those related to social, commerce, messaging, communication, gaming and other online services and advisory services in relation to developing, designing, marketing, trading, transferring, exporting, importing, buying and selling all types of mobile applications including gaming, web applications and websites for mobile phones or any other communication device, equipment, appliances, accessories whether corded or cordless and to engage in all businesses as may be related or ancillary to the aforesaid business areas.

**Addition of Below mentioned sub-clauses in existing head “B. The main Object Incidental of ancillary to the attainment of the Main Object are: - after sub-clauses 42.**

43. To establish and maintain any agencies in India or any part of the world for the conduct of the business of the company or for the sale of any materials/services for the time being at the disposal of the company for sale.
44. To advertise and adopt means of making known the business activities of the company or any articles or goods/services traded in or dealt with by the company in any way as may be expedient including the posting of bills in relation thereto and the issue of circulars, books pamphlets and price-list and the conducting of competitions, exhibitions and giving of prizes, rewards and donations etc.
45. To purchase or otherwise acquire and undertake the whole or any part of the business property, rights, and liabilities of any person, firm or company carrying on any business which this company is authorised to carry on and to purchase, acquire, apply for, hold, sell and deal in shares, stock, debentures or debenture stock, of any such person, firm or company to conduct, make or carry into effect any arrangement in regard to the winding up of the business of any such person, firm or company.
46. To construct, acquire, establish, provide, maintain and administer factories, estate, railways, building, water reservoirs, sheds, channels, pumping installations, generating installations, pipelines, garages storages and accommodation of all descriptions in connection with the business of the company.
47. To apply for tender, purchase or otherwise acquire any contacts and concessions for or in relation to the constructions, erection, equipment, improvement, managements, administration, or control of works and conveniences, and to undertake, execute carry out dispose of or otherwise turn to account the same.
48. To buy, lease or otherwise acquire lands, building and other immovable properties, and to sell, mortgage, or hypothecate, or otherwise dispose of all or any type of the properties, and assets of the company, on such terms and conditions as the company may think fit.
49. To amalgamate with any company or companies having object altogether or in part similar to those of this company.

	<p>50. To pay all costs, charges, and expenses of and incidental to the formation, promotion, registration and establishment of the company and issue of its capital including and underwriting or other commission, brokers fee and charges in connection therewith including costs, charges of negotiations and contacts and arrangements made prior to and in anticipation of the formation and incorporation of the company.</p> <p>51. To remunerate or make donations, (by cash or other assets or by any allotment of fully or partly paid shares or by call on shares, debenture stock or securities of this or any other company or in any other manner) whether out of the company's capital, profit or otherwise to any person or firm or company for services rendered or to be rendered in introducing any property or business to the company or placing or assisting to place or guaranteeing the subscription of any shares, debentures, debenture-stock or other securities of the company or for any other reason which the company may think proper.</p> <p>52. To undertake and execute any trust, the undertaking whereof may seem desirable either gratuitously or otherwise.</p> <p>53. To draw, make, issue accept and to endorse, discount and negotiation promissory notes, hundies, bills of exchange, bills of lading, delivery orders, warrants, warehouse keepers certificates and other negotiable or commercial or mercantile instruments connected with the business of the company.</p>
October 30, 2023	<p>Clause III of the MoA was amended by merging the objects mentioned under Clause III (C) with the objects of Clause III (B). Further, Clause III (A) and III (B) of the MOA were renamed as under:</p> <p>Clause III (A): The objects to be pursued by the company on its Incorporation</p> <p>Clause III (B): Matters which are necessary for furtherance of the objects specified in Clause III (A)</p> <p>Subsequently new set of Memorandum of Association of the Company as per Companies Act, 2013 was adopted. Such alterations in object clause was carried out pursuant to conversion of our company into Public Limited Company.</p>

### **CAPITAL CLAUSE**

The following amendments have been made to the Authorized share capital of the Memorandum of Association of our Company:

<b>Date of shareholder's resolution</b>	<b>Nature of amendments</b>
On Incorporation	Authorized Share Capital of ₹ 20,00,000 only divided into 2,00,000 equity shares of ₹ 10/- each
February 18, 2009	Clause V of the MoA was amended to reflect the change in Face Value of each Equity Share pursuant to consolidation of per share value from Rs. 10/- per share to Rs. 100/- per share.
June 08, 2017	The Authorised share capital of our Company from ₹ 20,00,000 divided into 20,000 Equity Shares of ₹ 100/- each to ₹ 22,00,000 divided into 22,000 Equity Shares of ₹ 100/- each.
July 30, 2022	The Authorised share capital of our Company from ₹ 22,00,000 divided into 22,000 Equity Shares of ₹ 100/- each to ₹ 1,00,00,000 divided into 1,00,000 Equity Shares of ₹ 100/- each.
October 30, 2023	Sub division of share capital from ₹100/- per share to ₹ 10/- per share
October 30, 2023	The Authorised share capital of our Company from ₹ 1,00,00,000 divided into 10,00,000 Equity Shares of ₹ 10/- each to ₹ 20,00,00,000 divided into 2,00,00,000 Equity Shares of ₹ 10/- each.

### **LIABILITY CLAUSE**

<b>Date of shareholder's resolution</b>	<b>Nature of amendments</b>
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October 30, 2023	Clause IV of Memorandum of Association was amended to replace the existing text of liability clause with the text prescribed under Schedule I of Companies Act, 2013 pursuant to conversion of our Company from Private Limited to Public Limited Company.
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### KEY AWARDS, CERTIFICATIONS, ACCREDITATIONS AND RECOGNITIONS

The Company has received following certifications for compliance of various standards in carrying out its business activities:

S. No.	Certifications	Certificate No.	Issue Date	Valid till
1.	ISO 9001:2015 Certification in accordance with the requirements of Quality Management System standard	QMS/B00C/0524	May 17, 2024	May 16, 2027
2.	ISO 45001:2018 Certification for compliance with requirements of Occupational Health and Safety Management Systems.	OHSMS/AACE/0624	June 22, 2024	June 21, 2027
3.	SA 8000:2014 Certification for compliance with requirements of Social Accountability Systems.	SAS/A9CE/0624	June 22, 2024	June 21, 2027
4.	ISO/IEC 27001:2022 Certification for compliance with requirements of Information Security Management Systems.	ISMS/94D8/0624	June 22, 2024	June 21, 2027
5.	ISO/IEC 20000-1:2018 Certification for compliance with requirements of Information Technology Service Management.	ITSM/A9D4/0624	June 22, 2024	June 21, 2027

### MAJOR EVENTS

Below are some of the significant events in the company since its incorporation.

Year	Key Events/Milestone/ Achievement
2006	Our Company was incorporated as a private limited company under the name “B D Security Private Limited”.
2023	The name of our company was changed from “B D Security Private Limited” to “B D Security Limited”,
2023-24	Turnover Crossed INR 100 Cr.

### OTHER DETAILS REGARDING OUR COMPANY

For information on our activities, services, growth, technology, marketing strategy, our standing with reference to our prominent competitors and customers, please refer to sections titled “*Business Overview*”, “*Industry Overview*” and “*Management’s Discussion and Analysis of Financial Conditions and Results of Operations*” beginning on page no 106, 95 and 199 respectively of this Draft Red Herring Prospectus. For details of our management and managerial competence and for details of shareholding of our Promoter, please refer to sections titled “*Our Management*” and “*Capital Structure*” beginning on page nos. 140 and 59 respectively of this Draft Red Herring Prospectus.

### RAISING OF CAPITAL IN FORM OF EQUITY OR DEBT

For details regarding our capital raising activities through equity or debt, please see the section entitled “*Capital Structure*” and “*Restated Financial Information*” on page no. 59 and 162 respectively of this Draft Red Herring Prospectus.

### DEFAULTS OR RESCHEDULING OF BORROWINGS WITH FINANCIAL INSTITUTIONS/ BANKS AND CONVERSION OF LOANS INTO EQUITY

There have been no defaults or rescheduling of borrowings with financial institutions/banks in respect of our current borrowings from lenders. None of our outstanding loans have been converted into equity shares till date.

### SUBSIDIARIES/HOLDINGS AND JOINT VENTURES OF THE COMPANY

Our company does not have any Subsidiaries/Holdings and Joint Ventures as on date of filing Draft Red Herring Prospectus.

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## **INJUNCTION AND RESTRAINING ORDER**

Our company is not under any injunction or restraining order, as on date of filing of this Draft Red Herring Prospectus.

## **MANAGERIAL COMPETENCE**

For managerial Competence, please refer to the section “*Our management*” on Page no. 140 of this Draft Red Herring Prospectus.

## **MATERIAL ACQUISITIONS / AMALGAMATIONS / MERGERS / REVALUATION OF ASSETS/DIVESTMENT OF BUSINESS/UNDERTAKING IN LAST TEN YEARS**

There has been no Material Acquisitions/Amalgamations/Mergers/Revaluation of Assets/Divestment of Business/Undertaking by our company since incorporation.

## **TOTAL NUMBER OF SHAREHOLDERS OF OUR COMPANY**

As on the date of filing of this Draft Red Herring Prospectus, the total numbers of equity shareholders of our company are 34 (Thirty-four). For more details on the shareholding of the members, please see the section titled “*Capital Structure*” at page no. 59 of this Draft Red Herring Prospectus.

## **MAIN OBJECTS AS SET OUT IN THE MEMORANDUM OF ASSOCIATION OF THE COMPANY**

The object clauses outlined in our Company's Memorandum of Association authorize us to engage in the activities for which funds are being raised in the current Issue. Moreover, the activities undertaken by our Company thus far align seamlessly with the objectives specified in the Memorandum. The objects for which our Company is established are:

- To carry on the business of providing security, surveillance, vigilance and manpower services to facilitate the process of client organization.*
- To carry on the business for providing the security and surveillance to the manufacturing units, factories, offices, government offices, schools, colleges or any type of profit making or non-profit making organization.*
- To provide security arrangement to guard the property and premises of the client organization and prevent entry of unauthorized person in the campus/area.*
- To provide all security related services to the prospective clients.*
- To fulfill statutory obligations for the client in security related matters.*
- To provide all permanent and temporary security services to the client desiring the same.*
- To provide the security as per the instructions of the authorized representative of the client organization.*
- To provide equipment like media, electrical, computer, manual, mechanical for safeguarding the client property or other purpose.*
- To facilitate the client organization by providing all material and service support as per requirement.*
- To carry on the business of storage, warehousing, transportation and handling of all kinds of cargo, whether containerized or not and all other allied activities.*
- To design, develop, create, install ,maintain, provide, operate and manage(as owner or lease or under any arrangement or otherwise) voice and broadband network to deliver a whole range services in the field of telecommunication and information technology and entertainment including converged services and dial up, wireless internet access, virtual private networks, lease data circuits, ASP services, TAC services, Web Housing and co-location services, enterprise network management services, cable T.V. services, (analogous & Digital IP) Video-on- demand services, interactive T.V. (Video on digital IP TV) service, advertising services, WAP services, Call Centre Services, e-education services, e-banking and e-medicine services, corporate and other mail and data services , storage and back-up services, video streaming , video broadcasting , video conferencing and other multimedia services, satellite voice, data & messaging services, multicast and broadcast services, including convergence as also services including consulting, designing, development and implementation of software.*
- To design, develop, create, install and maintain state of art technology capable of simultaneously supporting triple play services viz, Voice(Over Public Switched Telephone Network),Video (television) and Data (internet through building Metro area Networks/Acesss Nodes, Internet data centers, wireless LMDS/MMDS., Point –toPoint Radio, Direct to Home satellite, fibre to home/kerb/ office, ADSL/DSL on copper, coax cable based network, VSAT based networks, infrared & laser data transmission systems and other systems and also provide / operate an infrastructure to transport voice data,video and images intra city and internationally using satellite undersea fiber ,DSL and fixed wireless technologies.*

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13. To provide telecom networks and/or to run and maintain telecom services like basic/fixed line services, cellular/mobile services, paging, videotext, voicemail and data systems, private switching network services, transmission network of all types, computer networks i.e. local area network, wide area network, Electronic Mail, Intelligent network, Multimedia communication systems or the combinations thereof and for execution of undertakings, Works, projects or enterprises in the telecom industry whether of a private or public character or any joint venture with any government or other authority in India or elsewhere.

14. To provide globally managed data networks and related services, including but not limited to cloud services, managed services, business process outsourcing services, customer care centres, customer relationship management, back office processing, data entry, medical transcription, IT services, multimedia services, internet based services, data centre management and consulting, interface services applications including all types of end to end integrated solutions involving information systems, developing, designing, marketing of communication platform(s), with features and functionality including those related to social, commerce, messaging, communication, gaming and other online services and advisory services in relation to developing, designing, marketing, trading, transferring, exporting, importing, buying and selling all types of mobile applications including gaming, web applications and websites for mobile phones or any other communication device, equipment, appliances, accessories whether corded or cordless and to engage in all businesses as may be related or ancillary to the aforesaid business areas.

#### **SHAREHOLDERS AGREEMENTS**

Our Company has not entered into any shareholder's agreement as on the date of filing this Draft Red Herring Prospectus.

#### **OTHER AGREEMENTS**

As on the date of this Draft Red Herring Prospectus our Company has not entered into any agreements as on the date of this Draft Red Herring Prospectus except disclosed below:

Our company has entered into Service agreement cum Memorandum of Understanding with one of our Group Company, Alliance Outsourcing Private Limited dated July 20, 2024 for availing manpower services for administrative purpose.

#### **JOINT VENTURE AGREEMENTS**

Our Company has not entered into any joint venture agreement as on the date of this Draft Red Herring Prospectus.

#### **COLLABORATION AGREEMENTS**

Our Company has not entered into any collaboration agreement as on the date of this Draft Red Herring Prospectus.

#### **STRATEGIC PARTNERS**

Our Company is not having any strategic partner as on the date of filing this Draft Red Herring Prospectus.

#### **FINANCIAL PARTNERS**

Our Company has not entered into any financial partnerships with any entity as on the date of filing of this Draft Red Herring Prospectus.

## OUR MANAGEMENT

In accordance with Articles of Association, unless otherwise determined in a general meeting of the Company and subject to the provisions of the Companies Act, 2013 and other applicable rules, the number of Directors of the Company shall not be less than 3 and not more than 15. Our Company currently has 4 (Four) directors on our Board, of which 1 (One) is Executive Director, 1 (One) is Non-Executive Director and 2 (Two) are Independent Directors.

- |    |                                 |   |                                |
|----|---------------------------------|---|--------------------------------|
| 1. | Mr. Sahil Gupta                 | - | Chairman and Managing Director |
| 2. | Mrs. Suman Gupta                | - | Non-Executive Director         |
| 3. | Mr Jaykumar Deepakbhai Khatnani | - | Independent Director           |
| 4. | Mr. Mukesh Kumar                | - | Independent Director           |

The following table sets forth the details regarding the Board of Directors of our Company as on the date of filing of this Draft Red Herring Prospectus:

Sr. No.	Details of Director		Other Directorships/Designated Partner
1.	<b>Name</b>	<b>Mr. Sahil Gupta</b>	<ul style="list-style-type: none"> <li>➤ B D Mobel Private Limited</li> <li>➤ Countrywide Technologies Private Limited</li> <li>➤ Alliance Outsourcing Private Limited</li> </ul>
	<b>DIN</b>	01234336	
	<b>Father's Name</b>	Rameshwar Raj Gupta	
	<b>Address</b>	House No. 34, Extn Sec-A Sainik Colony, Jammu-Jammu and Kashmir-180011, India	
	<b>Date of Birth</b>	August 19, 1980	
	<b>Age</b>	44 years	
	<b>Designation</b>	Chairman and Managing Director	
	<b>Occupation</b>	Business	
	<b>Experience</b>	He is having an experience of more than 17 years in the field of manpower services particularly in the field of Security Service.	
	<b>Qualifications</b>	He has completed his Master's Degree in Labour Laws and Labour Welfare from Symbiosis International Education Centre Pune in the year 2004. He also holds the Degree of Bachelor of Commerce from University of Jammu in the year 2001.	
	<b>Nationality</b>	Indian	
<b>Date of Appointment</b>	Initially, he was appointed as a Managing Director of the company in the Promoter Category with effect from March 14, 2006 i.e. since incorporation. Thereafter, pursuant to the approval of Board of Directors in the Board Meeting held on March 16, 2015, he was re-designated as an Executive Director of the Company. Further, pursuant to the approval of members in the Extra Ordinary General Meeting held March 26, 2024 his designation was changed and appointed as Chairman and Managing Director of the Company w.e.f. December 07, 2023.		
<b>Term of Appointment and date of expiration of current term of office</b>	He holds office for the period of 5 (Five) years w.e.f. December 07, 2023 and is liable to retire by rotation.		
2.	<b>Name</b>	<b>Mrs. Suman Gupta</b>	<ul style="list-style-type: none"> <li>➤ Countrywide Technologies Private Limited</li> </ul>
	<b>DIN</b>	01235920	
	<b>Father's Name</b>	Krishan Lal Gupta	

Sr. No.	Details of Director		Other Directorships/Designated Partner
	<b>Address</b>	House No. 34-Extn, Sec-A, Sainik Colony, Jammu, Jammu and Kashmir-180011, India	➤ Alliance Outsourcing Private Limited
<b>Date of Birth</b>	July 04, 1953		
<b>Age</b>	71 years		
<b>Designation</b>	Non-Executive Director		
<b>Occupation</b>	Business		
<b>Experience</b>	She is having an experience of more than 13 years in the field of manpower services particularly in the field of Security Service.		
<b>Qualifications</b>	She has passed her examination Bachelor of Arts [2 <sup>nd</sup> year] from University of Jammu in the year 1975.		
<b>Nationality</b>	Indian		
<b>Date of Appointment</b>	Initially, she was appointed as an Executive Director of the company in the Promoter Category with effect from March 14, 2006. After that She resigned from the post of directorship on March 16, 2015. Later on, she was again appointed as an Executive Director of the company in the Promoter Category with effect from January 01, 2020. Subsequently, pursuant to the approval of members in the Extra Ordinary General Meeting held March 26, 2024 her designation was changed from executive director to Non-Executive Director of the Company w.e.f. December 07, 2023.		
<b>Term of Appointment and date of expiration of current term of office</b>	She holds office as Non-Executive Director of the company w.e.f. December 07, 2023 and is liable to retire by rotation.		
3.	<b>Name</b>	<b>Mr Jaykumar Deepakbhai Khatnani</b>	➤ Fonebox Retail Limited ➤ K&K Ace Advisory LLP ➤ Bansal Multiflex Limited
<b>DIN</b>	08659187		
<b>Father's Name</b>	Deepak Mulchand Khatnani		
<b>Address</b>	37 Patel Society Near, Lakhanbharati School, Sardarnagar, Ahmedabad, Gujarat-382475		
<b>Date of Birth</b>	February 10, 1994		
<b>Age</b>	30 Years		
<b>Designation</b>	Independent Director		
<b>Occupation</b>	Professional		
<b>Experience</b>	He is having professional experience of more than 7 years in Company Law, Securities Law, Legal Due Diligence, Listing and Capital Market and Compliances with authority.		
<b>Qualifications</b>	He holds the degree of the Company Secretary from the Institute of Company Secretaries of India.		
<b>Nationality</b>	Indian		
<b>Date of Appointment</b>	He was appointed as an Additional Independent Director of the company pursuant to the approval of Board of Directors in the meeting held on December 07, 2023. Further, he was regularised as an Independent Director of the company in the Extra Ordinary General Meeting of Shareholders of the company held on March 26, 2024.		



Sr. No.	Details of Director		Other Directorships/Designated Partner
	<b>Term of Appointment and date of expiration of current term of office</b>	He holds office for the period of 5 (Five) years Upto December 06, 2028 not liable to retire by rotation.	
4.	<b>Name</b>	<b>Mr. Mukesh Kumar</b>	NIL
	<b>DIN</b>	10405298	
	<b>Fathers' Name</b>	Jagdish Lal	
	<b>Address</b>	210 K, Sec 2, Durga Nagar, Roop Nagar Jammu, Tawi, Jammu, Jammu and Kashmir-180013, India	
	<b>Date of Birth</b>	October 09, 1967	
	<b>Age</b>	56 years	
	<b>Designation</b>	Independent Director	
	<b>Occupation</b>	Professional	
	<b>Experience</b>	He is enrolled as an advocate with High Court of Jammu and Kashmir since April 2002 and has over 20 years of active practice in the field of Law.	
	<b>Qualifications</b>	He holds the degree of Bachelors of Law from the University of Kashmir in the year 1999.	
	<b>Nationality</b>	Indian	
	<b>Date of Appointment</b>	He was appointed as an Additional Independent Director of the company pursuant to the approval of Board of Directors in the meeting held on March 22, 2024 to hold office till the conclusion of the Annual General Meeting or the last day on which Annual General Meeting should have been held whichever is earlier. Further he was regularised as an Independent Director in the Extra Ordinary General Meeting of Shareholders of the company held on March 26, 2024.	
<b>Term of Appointment and date of expiration of current term of office</b>	He holds office for the period of 5 (Five) years Up to March 21, 2029 not liable to retire by rotation.		

### **Confirmations**

As on the date of the Draft Red Herring Prospectus:

- A. None of the above-mentioned Directors are on the RBI List of wilful defaulters or Fraudulent Borrowers.
- B. None of the Directors or persons in control of our Company or our Company are debarred from accessing the capital market by SEBI.
- C. None of the Directors or persons in control of our Company, has been or is involved as a promoter, director or person in control of any other company, which is debarred from accessing the capital market under any order or directions made by SEBI or any other regulatory authority.
- D. None of our Directors are/were director of any listed company whose shares were delisted from any stock exchange(s) up to the date of filling of this Draft Red Herring Prospectus.
- E. None of the Directors of our Company are a fugitive economic offender as defined under the Fugitive Economic Offenders Act, 2018.
- F. None of our Directors are/were director of any listed company whose shares were suspended from trading by stock exchange(s) or under any order or directions issued by the stock exchange(s)/ SEBI/ other regulatory authority in the last five years during the term of his/her directorship in such company.

G. In respect of the track record of the directors, there have been no criminal cases filed or investigations being undertaken with regard to alleged commission of any offence by any of our directors and none of our directors have been charge-sheeted with serious crimes like murder, rape, forgery, economic offence.

### **BRIEF PROFILE OF OUR DIRECTORS**

#### **Mr. Sahil Gupta, Chairman and Managing Director**

Mr. Sahil Gupta, aged 44 years, is the Chairman and Managing Director and one of the Promoters of our Company and is associated with the company since its incorporation. He is having an experience of more than 17 years in the field of manpower services particularly in the field of Security Service. He has completed his Master's Degree in Labour Laws and Labour Welfare from Symbiosis International Education Centre Pune in the year 2004. He also holds the Degree of Bachelor of Commerce from University of Jammu in the year 2001. Being an Entrepreneur, he is proficient in stakeholder management, workflow coordination and strong communication skills. He looks overall management of the company.

#### **Mrs. Suman Gupta, Non- Executive Director**

Mrs. Suman Gupta, aged 71 years, is the Non- Executive Director and one of the Promoters of our Company. She is having an experience of more than 13 years in the field of manpower services particularly in the field of Security Service. She has passed her examination Bachelor of Arts [2<sup>nd</sup> year] from University of Jammu in the year 1975.

#### **Mr. Jaykumar Deepakbhai Khatnani, Independent Director**

Mr. Jaykumar Deepakbhai Khatnani, aged 30 years, is the independent director of our company. He holds the degree of the Company Secretary from the Institute of Company Secretaries of India. He is having professional experience of more than 7 years in Company Law, Securities Law, Legal Due Diligence, Listing and Capital Market and Compliances with authority.

#### **Mr. Mukesh Kumar, Independent Director**

Mr. Mukesh Kumar, aged 56 years, is the Independent Director of our Company. He holds the degree of Bachelors of Law from the University of Kashmir in the year 1999. He is enrolled as an advocate with High Court of Jammu and Kashmir since April 2002 and has over 20 years of active practice in the field of Law.

### **RELATIONSHIP BETWEEN THE DIRECTORS**

Except as disclosed below, there is no relationship between any of the Directors of our Company as on date of filling of Draft Red Herring Prospectus:

<b>Name of the Director</b>	<b>Designation</b>	<b>Relationship with Director</b>
Mr. Sahil Gupta	Chairman and Managing Director	He is son of Mrs. Suman Gupta who is Non-Executive Director of the Company.
Mrs. Suman Gupta	Non-Executive Director	She is the Mother of Mr. Sahil Gupta is Chairman and Managing Director of the Company.

### **ARRANGEMENT AND UNDERSTANDING WITH MAJOR SHAREHOLDERS, CUSTOMERS, SUPPLIERS AND OTHERS**

We have not entered into any arrangement or understanding with our major shareholders, customers, suppliers or others, pursuant to which any of our directors were selected as Directors or members of the senior management.

### **SERVICE CONTRACTS**

None of our directors have entered into any service contracts with our company and no benefits are granted upon their termination from employment other than the statutory benefits provided by our company. However, Executive Directors of our Company are appointed for specific terms and conditions for which no formal agreements are executed, however their terms and conditions of appointment and remuneration are specified and approved by the Board of Directors and Shareholders of the Company.

Except statutory benefits upon termination of their employment in our Company or retirement, no officer of our Company, including the directors and key Managerial personnel, are entitled to any benefits upon termination of employment.

### **BORROWING POWERS OF THE BOARD OF DIRECTORS**

Pursuant to a special resolution passed at an Extra Ordinary General Meeting of our Company held on February 24, 2024 and pursuant to provisions of Section 180(1) (c) and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, the Board of Directors of the Company are authorized to borrow monies from time to time, any sum or sums of money on such security and on such terms and conditions as the Board may deem fit, notwithstanding that

the money to be borrowed together with the money already borrowed by our Company may exceed in the aggregate, its paid up capital and free reserves and security premium (apart from temporary loans obtained/to be obtained from bankers in the ordinary course of business), provided that the outstanding principal amount of such borrowing at any point of time shall not exceed in the aggregate of ₹ 300 crores.

#### COMPENSATION AND BENEFITS TO THE MANAGING DIRECTOR AS FOLLOWS: -

<b>Name</b>	<b>Mr. Sahil Gupta</b>
<b>Designation</b>	Chairman and Managing Director
<b>Date of Appointment/ Change in Designation</b>	Initially, he was appointed as a Managing Director of the company in the Promoter Category with effect from March 14, 2006 i.e. since incorporation. Thereafter, pursuant to the approval of Board of Directors in the Board Meeting held on March 16, 2015, he was re-designated as an Executive Director of the Company. Further, pursuant to the approval of members in the Extra Ordinary General Meeting held March 26, 2024 his designation was changed and appointed as Chairman and Managing Director of the Company w.e.f. December 07, 2023.
<b>Period</b>	He holds office for the period of 5 (Five) years w.e.f. December 07, 2023 and is liable to retire by rotation.
<b>Salary</b>	Upto Rs 2.75 lakhs per month
<b>Bonus</b>	Nil
<b>Perquisite/Benefits</b>	Nil
<b>Commission</b>	-
<b>Compensation/ remuneration paid during the F.Y. 2023-24</b>	₹ 24.00 lakhs

#### SITTING FEES PAYABLE TO NON-EXECUTIVE DIRECTORS

Pursuant to the Resolution passed by the Board of Directors of our Company on July 26, 2024, the Non-Executive Directors including Independent Directors appointed or to be appointed on the Board of our Company would be entitled to a sitting fee of ₹ 2000/- per Board Meeting and ₹ 1000/- per Committee Meeting subject to maximum of ₹ 0.60 Lakhs for attending every meeting of Board and committees thereof.

#### SHAREHOLDING OF DIRECTORS

The shareholding of our directors as on the date of this Draft Red Herring Prospectus are as follows:

<b>Sr. No.</b>	<b>Name of Directors</b>	<b>No. of Equity Shares held</b>	<b>Designation</b>
1.	Mr. Sahil Gupta	5,50,000	Chairman and Managing Director
2.	Mrs. Suman Gupta	98,99,560	Non-Executive Director
3.	Mr Jaykumar Deepakbhai Khatnani	Nil	Independent Director
4.	Mr. Mukesh Kumar	Nil	Independent Director

#### INTEREST OF DIRECTORS

All the non-executive directors of the company may be deemed to be interested to the extent of fees, payable to them for attending meetings of the Board or Committee if any as well as to the extent of other remuneration and/or reimbursement of expenses payable to them as per the applicable laws.

The directors may be regarded as interested in the shares and dividend payable thereon, if any, held by or that may be subscribed by and allotted/transferred to them or the companies, firms and trust, in which they are interested as directors, members, partners and or trustees. All directors may be deemed to be interested in the contracts, agreements/arrangements to be entered into by the issuer company with any company in which they hold directorships or any partnership or proprietorship firm in which they are partners or proprietors as declared in their respective declarations.

Executive Directors are interested to the extent of remuneration paid to them for services rendered to the company and reimbursement of expenses, if any. Further, relatives of certain of our Directors are also employees of our Company and may be deemed to be interested to the extent of the payment of remuneration made by our Company and other transactions carried out in the normal course of business. For the payments that are made by our Company to such relatives of the Directors, under chapter titled “*Restated Financial Information*” beginning on page 162 of the Draft Red Herring Prospectus.

Except for Sahil Gupta and Suman Gupta, who are the Promoters of our Company, none of our Directors have any interests in the promotion or formation of our Company. For details, see chapter titled “*Our Promoter and Promoter Group*” beginning on page 154 of the Draft Red Herring Prospectus.

No consideration in cash or shares or otherwise has been paid or agreed to be paid to any of our Directors or to the firms or companies in which any of our Directors are interested, in cash or shares or otherwise, by any person, either to induce them to become, or to qualify them as, as a Director, or otherwise for services rendered by our Directors or by the firm or company in which they are interested, in connection with the promotion or formation of our Company. Except as stated under “*Annexure – IX -Restated Related Party Transactions*” under Chapter titled “*Restated Financial Information*” beginning on page 162 of the Draft Red Herring Prospectus, our Company has not entered into any contracts, agreements or arrangements during the preceding two years from the date of the Draft Red Herring Prospectus in which our directors are interested directly or indirectly.

Except for the details as stated in the see chapter titled “*Our Promoter and Promoter Group*” beginning on page 154 of the Draft Red Herring Prospectus none of our Directors have any interest in any property acquired or proposed to be acquired by our Company or in any transaction by our Company for acquisition of land, construction of building or supply of machinery.

#### **CHANGES IN THE BOARD OF DIRECTORS DURING THE LAST THREE YEARS**

<b>Name of Director</b>	<b>Date of Event</b>	<b>Nature of Event</b>	<b>Reason for the changes in the board</b>
Tejinder Singh*	October 01, 2022	Appointment	Appointment as director of the company w.e.f. October 01, 2022.
Tejinder Singh	May 01, 2023	Resignation	He resigned from the office of Director of the company w.e.f. May 01, 2023.
Mrs. Palvi Gupta	May 01, 2023	Resignation	She resigned from the designation of Director of the company w.e.f. May 01, 2023.
Mrs. Palvi Gupta*	October 25, 2023	Appointment	She was appointed as Director of the company with effect from October 25, 2023.
Mrs. Palvi Gupta	December 07, 2023	Resignation	She resigned from the designation of the Director of the company w.e.f. December 07, 2023.
Mrs. Suman Gupta	December 07, 2023	Change in Designation	Her designation was changed from Executive director to non-executive director of the company w.e.f. December 07, 2023.
Mr. Sahil Gupta	December 07, 2023	Change in Designation	His designation was changed from Executive director to Chairman and Managing director of the company w.e.f. December 07, 2023.
Mr Jaykumar Deepakbhai Khatnani	December 07, 2023	Appointment	He was appointed as Additional Independent Director of the company w.e.f. December 07, 2023.
Mr. Mukesh Kumar	March 22, 2024	Appointment	He was appointed as Additional Independent Director of the company w.e.f. December 07, 2023.
Mr Jaykumar Deepakbhai Khatnani	March 26, 2024	Regularisation	He was regularised as an Independent Director of the company w.e.f. December 07, 2023 at the EGM held on March 26, 2024.
Mr. Mukesh Kumar	March 26, 2024	Regularisation	He was regularised as an Independent Director of the company w.e.f. March 22, 2024 at the EGM held on March 26, 2024.

**\*In the eform filed for appointment, instead of Additional director, designation was chosen as Director**

#### **CORPORATE GOVERNANCE**

In addition to the applicable provisions of the Companies Act, 2013 with respect to the Corporate Governance, provisions of the SEBI Listing Regulations will be applicable to our Company immediately up on the listing of Equity Shares on the Stock Exchanges.

As on date of this Draft Red Herring Prospectus, as our Company is coming with an issue in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, the requirements specified in regulations 17, 17A, 18, 19, 20, 21, 22, 23, 24, 24A, 25,

26, 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V of SEBI (Listing Obligations and Disclosures Requirement) Regulations, 2015 are not applicable to our Company, although we require to comply with requirement of the Companies Act, 2013 wherever applicable. In spite of certain regulations and schedules of SEBI (Listing Obligations and Disclosures Requirement) Regulations, 2015 is not applicable to our Company, our Company endeavours to comply with the good Corporate Governance and accordingly certain exempted regulations have been complied with by our Company.

Our Company has complied with the corporate governance requirement, particularly in relation to appointment of independent directors including woman director on our Board, constitution of an Audit Committee, Stakeholders Relationship Committee, and Nomination and Remuneration Committee. Our Board functions either on its own or through committees constituted thereof, to oversee specific operational areas.

### **Composition of Board of Directors**

Our Company currently has 4 (Four) directors on our Board, of which 1 (One) is Executive Director, 1 (One) is Non-Executive Director and 2 (Two) are Independent Directors.

Composition of Board of Directors is set forth in the below mentioned table:

<b>Sr. No.</b>	<b>Name of Directors</b>	<b>Designation</b>	<b>Status</b>	<b>DIN</b>
1.	Mr. Sahil Gupta	Chairman and Managing Director	Executive	01234336
2.	Mrs. Suman Gupta	Non-Executive Director	Non-Executive	01235920
3.	Mr Jaykumar Deepakbhai Khatnani	Independent Director	Independent	08659187
4.	Mr. Mukesh Kumar	Independent Director	Independent	10405298

### **Constitution of Committees**

Our company has constituted the following Committees of the Board;

- 1. Audit Committee**
- 2. Nomination and Remuneration Committee**
- 3. Stakeholder Relationship Committee**

Details of composition, terms of reference etc. of each of the above committees are provided hereunder:

#### **1. Audit Committee:**

The Board of Directors of our Company has, in pursuance to provisions of Section 177 of the Companies Act, 2013 and rules made thereunder, as amended from time to time, read with SEBI (Listing Obligations and Disclosures Requirement) Regulations, 2015, as applicable, in its meeting held on July 26, 2024 constituted the Audit Committee of its Board of Directors.

The present constitution of the Audit Committee is as follows:

<b>Name of the Directors</b>	<b>Designation</b>	<b>Nature of Directorship</b>
Mr Jaykumar Deepakbhai Khatnani	Chairperson	Independent Director
Mr. Mukesh Kumar	Member	Independent Director
Mr. Sahil Gupta	Member	Chairman and Managing Director

Our Company Secretary and Compliance officer shall act as the secretary of the Committee.

### **Terms of Reference**

The Role of Audit Committee not limited to but includes:

- i. Oversight of financial reporting process and the disclosure of the financial information to ensure that the financial statement is correct, sufficient and credible;
- ii. The recommendation for the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor, their remuneration and fixation of terms of appointment of the Auditors of the Company;
- iii. Review and monitor the auditors' independence and performance, and effectiveness of audit process;

- 
- iv. Examination of financial statement and auditors' report thereon including interim financial result before submission to the Board of Directors for approval, with particular reference to;
- a. matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013
  - b. Changes, if any, in accounting policies and practices and reasons for the same
  - c. Major accounting entries involving estimates based on the exercise of judgment by management
  - d. Significant adjustments made in the financial statements arising out of audit findings
  - e. Compliance with listing and other legal requirements relating to financial statements
  - f. Disclosure of any related party transactions
  - g. modified opinion(s) in the draft audit report.
- v. Approval or any subsequent modification of transactions of the Company with related party;
- Provided that the Audit Committee may make omnibus approval for related party transactions proposed to be entered in to by the Company subject to such conditions provided under the Companies Act, 2013 or any subsequent modification(s) or amendment(s) thereof; Provided further that in case of transaction, other than transactions referred to in section 188 of Companies Act 2013 or any subsequent modification(s) or amendment(s) thereof, and where Audit Committee does not approve the transaction, it shall make its recommendations to the Board;
- Provided also that in case any transaction involving any amount not exceeding one crore rupees is entered into by a director or officer of the company without obtaining the approval of the Audit Committee and it is not ratified by the Audit Committee within three months from the date of the transaction, such transaction shall be voidable at the option of the Audit Committee;
- vi. Reviewing, with the management, and monitoring the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/ prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter
- vii. Scrutiny of Inter-corporate loans and investments;
- viii. consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders;
- ix. Reviewing and discussing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- x. To review the functioning of the Whistle Blower mechanism, in case the same is existing;
- xi. Valuation of undertakings or assets of the company, where ever it is necessary;
- xii. Evaluation of internal financial controls and risk management systems and reviewing with the management, performance of statutory & internal auditors, and adequacy of the internal control systems;
- xiii. reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit and discussion with internal auditors of any significant findings and follow up there on;
- xiv. discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- xv. approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- xvi. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- xvii. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate; and
- xviii. Carrying out any other function as assigned by the Board of Directors & other matters as may be required by any statutory, contractual or other regulatory requirements to be attended to by such committee from time to time.

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## Review of Information

- i. Management discussion and analysis of financial condition and results of operations.
- ii. Management letters / letters of internal control weaknesses issued by the statutory auditors;
- iii. Internal audit reports relating to internal control weaknesses;
- iv. The appointment, removal and terms of remuneration of the Internal Auditor; and
- v. statement of deviations:
  - (a) Quarterly statement of deviation(s) including report of monitoring agency, if applicable.
  - (b) Annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice.

## Powers of Committee

- i. To investigate any activity within its terms of reference;
- ii. To seek information from any employees;
- iii. To obtain outside legal or other professional advice; and
- iv. To secure attendance of outsiders with relevant expertise, if it considers necessary.

## Quorum and Meetings

The audit committee shall meet as and when required to discuss and approve the items included in its role. Unless otherwise decided by the Board of Directors, the quorum of the Audit Committee shall be one third of total members of the Audit Committee or 2, whichever is higher, subject to minimum two Independent Director shall present at the Meeting.

## 2. Nomination and Remuneration Committee:

The Board of Directors of our Company has, in pursuance to provisions of Section 178 of the Companies Act, 2013 and rules made thereunder, as amended from time to time, read with SEBI (Listing Obligations and Disclosures Requirement) Regulations, 2015, as applicable, in its meeting held on July 26, 2024 re-constituted the Nomination and Remuneration Committee of its Board of Directors.

The present constitution of the Nomination and Remuneration Committee is as follows:

Name of the Directors	Designation	Nature of Directorship
Mr. Mukesh Kumar	Chairperson	Independent Director
Mr Jaykumar Deepakbhai Khatnani	Member	Independent Director
Mrs. Suman Gupta	Member	Non – Executive Director

Our Company Secretary and Compliance officer shall act as the secretary of the Committee.

## Terms of reference

### Role of Nomination and Remuneration Committee shall include but not limited to: -

- i. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
- ii. For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
  - a) use the services of an external agencies, if required;
  - b) consider candidates from a wide range of backgrounds, having due regard to diversity; and
  - c) Consider the time commitments of the candidates.
- iii. Formulation of criteria for evaluation of Independent Directors and the Board;
- iv. devising a policy on diversity of board of directors;

- v. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal;
- vi. whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
- vii. recommend to the board, all remuneration, in whatever form, payable to senior management;
- viii. Such other matters as may be required by any statutory, contractual or other regulatory requirements to be attended to by such committee from time to time.

### **Quorum and Meetings**

The nomination and remuneration committee shall meet at least once in year. Unless otherwise decided by the Board of Directors, the quorum of the Nomination and Remuneration Committee shall be one third of total members of the Nomination and Remuneration Committee or 2, whichever is higher, including at least one independent director in attendance.

### **3. Stakeholder Relationship Committee**

The Board of Directors of our Company has, in pursuance to provisions of Section 178 of the Companies Act, 2013 and rules made thereunder, as amended from time to time, read with SEBI (Listing Obligations and Disclosures Requirement) Regulations, 2015, as applicable, in its meeting held on July 26,2024 constituted Stakeholder Relationship Committee.

The constitution of the Stakeholder Relationship Committee is as follows:

<b>Name of the Directors</b>	<b>Designation</b>	<b>Nature of Directorship</b>
Mr. Mukesh Kumar	Chairperson	Independent Director
Mr Jaykumar Deepakbhai Khatnani	Member	Independent Director
Mr. Sahil Gupta	Member	Chairman & Managing Director

Our Company Secretary and Compliance officer shall act as the secretary of the Committee.

### **Terms of Reference**

#### **Role of Stakeholder Relationship Committee shall include: -**

- Resolving the grievances of the security holders of the company including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc;
- Review of measures taken for effective exercise of voting rights by shareholders;
- Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent;
- Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company;
- Such other matters as may be required by any statutory, contractual or other regulatory requirements to be attended to by such committee from time to time.

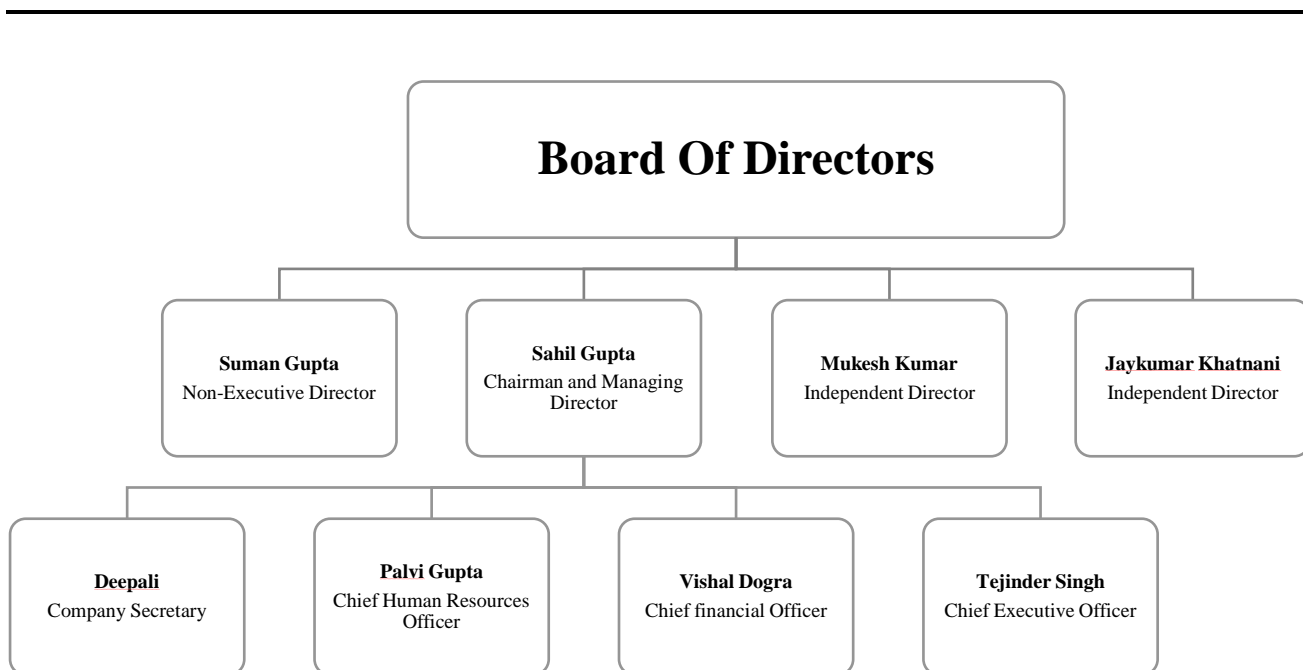
### **Quorum and Meetings**

The Stakeholders Relationship Committee shall meet at least once in year. Unless otherwise decided by the Board of Directors, the quorum of the Stakeholders Relationship Committee shall be one third of total members of the Stakeholders Relationship Committee or 2, whichever is higher.

## **MANAGEMENT ORGANIZATION STRUCTURE**

The Management Organization Structure of the company as follows:





#### OUR KEY MANAGEMENT PERSONNEL

The Key Managerial Personnel of our Company other than our Executive Directors are as follows:

Name, Designation and Date of Joining		Qualification	Previous Employment	Remuneration paid in F.Y. 2023-24 (₹ in Lakhs)
<b>Name</b>	Mr. Vishal Dogra	He has held the degree in Masters of Business Administration from Lovely Professional University in the year 2022.	Alliance Outsourcing Private Limited	-
<b>Designation</b>	Chief Financial Officer			
<b>Date of Appointment</b>	July 26, 2024			
<b>Overall Experience</b>	He has an overall experience of more than 2.5 years in the field of finance.			
<i>*Received the remuneration of Rs 12 Lacs during the F.Y. 2023-24 from Alliance Outsourcing Pvt Ltd being the employer of Mr Vishal Dogra through whom he was deputed as GM Finance in our Company.</i>				
<b>Name</b>	Ms. Deepali	She holds the degree of company secretary from The Institute of Company Secretaries of India since year 2019.	Prosper Housing Finance Limited	0.22
<b>Designation</b>	Company Secretary and Compliance Officer			
<b>Date of Appointment</b>	March 15, 2024			
<b>Overall Experience</b>	She is having more than 3 years of experience as a Company secretary in various Companies of working as Compliance officer of the company			

#### OUR SENIOR MANAGEMENT PERSONNEL

The Senior Managerial Personnel of our Company are as follows:

Name, Designation and Date of Joining		Qualification	Previous Employment	Remuneration paid in F.Y. 2023-24 (₹ in Lakhs)
<b>Name</b>	Mrs. Palvi Gupta	She has completed her Post Graduate Diploma in Business Administration from	-	20.75
<b>Designation</b>	Chief Human Resource Officer			

Name, Designation and Date of Joining		Qualification	Previous Employment	Remuneration paid in F.Y. 2023-24 (₹ in Lakhs)
Date of Appointment	July 25, 2024	Symbiosis Centre for Distance Learning, Pune with specialisation in Human Resource Management in the year 2009.		
Overall Experience	As a seasoned Human Resource Transformation leader, she leverages her expertise in Human Resource functional areas, technology transformation, and operational delivery to craft and manage comprehensive transformation programs. She is overseeing overall Human Resource operations of the company and carries an experience of more than 12 years in this field.			
Name, Designation and Date of Joining		Qualification	Previous Employment	Remuneration paid in F.Y. 2023-24 (₹ in Lakhs)
Name	Mr. Tejinder Singh	He has passed section A and B of the Institution Examination in the Electronics & Communication Engineering Branch from the Institution of Engineers (India), Calcutta in the year 1994	-	18.00
Designation	Chief Executive Officer			
Date of Appointment	May 01, 2023			
Overall Experience	He is having experience of over 7 years as a professional with practical experience and understanding of business planning and management, budgeting and sales forecasting. Currently, he is responsible for overseeing organizational performance and handling public relations.			

#### **BONUS OR PROFIT-SHARING PLAN FOR THE KEY MANAGEMENT PERSONNEL AND SENIOR MANAGEMENT PERSONNEL**

Currently, Our Company does not have any bonus or profit-sharing plan for our Key Managerial personnel or Senior Management Personnel. In future, Discretionary bonus may be paid as may be decided by Nomination and Remuneration Committee / Board of Directors, depending upon the performance of the Key Managerial Personnel or Senior Management Personnel, working of the Company and other relevant factors subject to Maximum of annual salary within the limits laid down under Para A of Section II of Part II of Schedule V of the Companies Act, 2013.

#### **CHANGES IN THE KEY MANAGEMENT PERSONNEL AND SENIOR MANAGEMENT PERSONNEL**

Except as mentioned below, there are no other changes in the Key Management Personnel other than directors in the last three years preceding the date of filing this Draft Red Herring Prospectus:

Name of Key Managerial Personnel/ Senior Management Personnel	Date of Event	Nature of Event	Reason for the changes
Mrs. Palvi Gupta	December 07, 2023	Appointment	She was appointed as CFO of the company w.e.f. December 07, 2023
Mrs. Palvi Gupta	July 25, 2024	Resignation	She resigned from the office of Chief Financial Officer of the Company w.e.f. July 25, 2024,
Mr. Vishal Dogra	July 26, 2024	Appointment	He was appointed as Chief Financial Officer of the company w.e.f. July 25, 2024
Mrs. Palvi Gupta	July 25, 2024	Appointment	She was appointed as Chief Human Resource Officer of the company w.e.f. July 25, 2024.
Mr. Tejinder Singh	May 01, 2023	Appointment	He was appointed as Chief Executive Officer of the company w.e.f. May 01, 2023

## EMPLOYEE STOCK OPTION SCHEME

As on the date of filing of this Draft Red Herring Prospectus, our company does not have any ESOP Scheme for its employees and/or its directors.

## ATTRITION OF KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT VIS-À-VIS INDUSTRY

The rate of attrition of our Key Managerial Personnel and Senior Management is not high in comparison to the industry in which we operate.

## RELATIONSHIP BETWEEN KEY MANAGEMENT PERSONNEL /SENIOR MANAGEMENT PERSONNEL AND BOARD OF DIRECTORS

Except as stated herein below, none of our KMPs are having any relation with the Board of Directors of the Company:

Name of the Director	Designation	Relationship with Director
Mr. Sahil Gupta	Chairman and Managing Director	He is son of Mrs. Suman Gupta who is Non-Executive Director of the Company.
		He is the Spouse of Mrs. Palvi Gupta who is the Chief Human Resource Officer of the company.
Mrs. Suman Gupta	Non-Executive Director	She is the Mother of Mr. Sahil Gupta who is Chairman and Managing Director of the Company.
		She is the Mother in Law of Mrs. Palvi Gupta who is the Chief Human Resource Officer of the company.
Mrs. Palvi Gupta	Chief Human Resource Officer	She is the Spouse of the Mr. Sahil Gupta who is Chairman and Managing Director of the Company.
		She is the Daughter in Law of Mrs. Suman Gupta who is the Non-Executive Director of the company.

## PAYMENT OF BENEFIT TO OFFICERS OF OUR COMPANY (NON-SALARY RELATED)

Except for the statutory payments made by our Company and except as stated under “Annexure – IX - Related Party Transactions” under Chapter titled “Restated Financial Information” beginning on page 162 of the Draft Red Herring Prospectus, during the last two years from the date of this Draft Red Herring Prospectus, our company has not paid any sum to its employees in connection with superannuation payments and ex-gratia/ rewards and has not paid any non-salary amount or benefit to any of its officers.

Notes:

- All the key managerial personnel and Senior management personnel mentioned above are on the payrolls of our Company as permanent employees.
- There is no arrangement / understanding with major shareholders, customers, suppliers or others pursuant to which any of the above-mentioned personnel have been recruited.
- None of our Key Managerial Personnel has been granted any benefits in kind from our Company, other than their remuneration.
- No benefits are granted upon termination from employment other than the statutory benefits provided by our company and further our Company has appointed certain Key Managerial Personnel i.e. Chief Financial Officer and Company Secretary and Compliance officer for which our company has not executed any formal service contracts; although they have to abide by the terms of their appointment.
- There is no contingent or deferred compensation payable to any of our Key Managerial Personnel or Senior management personnel

## SHAREHOLDING OF THE KEY MANAGEMENT PERSONNEL AND SENIOR MANAGEMENT PERSONNEL

The status of shareholding of the Key Managerial Personnel and Senior Management Personnel of our Company as on the date of this Draft Red Herring Prospectus is as follows:

Sr. No.	Name of Key Management Personnel/ Senior Management Personnel	No. Equity Shares held	Category/ Status
1.	Mr. Sahil Gupta	5,50,000	Chairman and Managing Director
2.	Mr. Vishal Dogra	110	Chief Financial Officer

<b>Sr. No.</b>	<b>Name of Key Management Personnel/ Senior Management Personnel</b>	<b>No. Equity Shares held</b>	<b>Category/ Status</b>
3.	Ms. Deepali	Nil	Company Secretary and Compliance Officer
4.	Mrs. Palvi Gupta	5,50,000	Chief Human Resource Officer
5.	Tejinder Singh	110	Chief Executive Officer

#### **INTEREST OF THE KEY MANAGEMENT PERSONNEL AND SENIOR MANAGEMENT PERSONNEL**

Except as disclosed in the section above and elsewhere in this Draft Red Herring Prospectus, none of our Key Managerial Personnel's or Senior management personnel have any interest in our Company other than to the extent of the remuneration, equity shares held by them or benefits to which they are entitled to our Company as per their terms of appointment and reimbursement of expenses incurred by them during the ordinary course of business.

## OUR PROMOTERS AND PROMOTERS GROUP


Promoters of Our Company are:


1. Sahil Gupta
2. Palvi Gupta
3. Suman Gupta


As on date of this Draft Red Herring Prospectus, our Promoters, in aggregate, hold 1,09,99,560 Equity Shares in our Company, representing 88.28% of the issued, subscribed and paid-up Equity Share capital of our Company. For details of the Capital build-up of our Promoters in our Company, please refer chapter titled “*Capital Structure*” beginning on Page No. 59 of this Draft Red Herring Prospectus.

The details of our Promoters are as follows:

### INDIVIDUAL PROMOTERS

	<p><b>SAHIL GUPTA</b></p> <p>Sahil Gupta, aged 44 years, is the Chairman and Managing Director and one of the Promoters of our Company and is associated with the company since its incorporation. Being an Entrepreneur, he is proficient in stakeholder management, workflow coordination and strong communication skills. He is having an experience of more than 17 years in the field of manpower services particularly in the field of Security Service.</p>
<b>Date of Birth</b>	August 19, 1980
<b>PAN</b>	AFWPG4822R
<b>Educational Qualification</b>	He has completed his Master’s Degree in Labour Laws and Labour Welfare from Symbiosis International Education Centre Pune in the year 2004. He also holds the Degree of Bachelor of Commerce from University of Jammu in the year 2001.
<b>Present Residential Address</b>	House No. 34, Extn Sec A Sainik Colony, Jammu-180011, Jammu and Kashmir, India.
<b>Position/posts held in the past</b>	Initially, he was appointed as a Managing Director of the company in the Promoter Category with effect from March 14, 2006 i.e. since incorporation. Thereafter, pursuant to the approval of Board of Directors in the Board Meeting held on March 16, 2015, he was re-designated as an Executive Director of the Company. Further, pursuant to the approval of members in the Extra Ordinary General Meeting held March 26, 2024 his designation was changed and appointed as Chairman and Managing Director of the Company w.e.f. December 07, 2023.
<b>Other Directorship held</b>	B D Mobel Private Limited Countrywide Technologies Private Limited Alliance Outsourcing Private Limited
<b>Other Ventures</b>	M/s Alliance Manufacturing, Proprietorship firm M/s Alliance Garments, Proprietorship firm M/s B D Security, Proprietorship firm

	<b>SUMAN GUPTA</b> Suman Gupta, aged 71 years, is the Non- Executive Director and one of the Promoters of our Company. Being a co-founder & director of our company. She is having an experience of more than 13 years in the field of manpower services particularly in the field of Security Service.
<b>Date of Birth</b>	July 04, 1953
<b>PAN</b>	AHZPG4368B
<b>Educational Qualification</b>	She has completed her bachelor of Arts [2 <sup>nd</sup> year] from University of Jammu in the year 1975
<b>Present Residential Address</b>	House No. 34-Extn, Sec-A, Sainik Colony, Jammu-180011, Jammu and Kashmir, India
<b>Position/posts held in the past</b>	Initially, she was appointed as an Executive Director of the company in the Promoter Category with effect from March 14, 2006. After that She resigned from the post of directorship on March 16, 2015. Later on, she was again appointed as an Executive Director of the company in the Promoter Category with effect from January 01, 2020. Subsequently, pursuant to the approval of members in the Extra Ordinary General Meeting held March 26, 2024 her designation was changed from executive director to Non-Executive Director of the Company w.e.f. December 07, 2023.
<b>Other Directorship held</b>	Countrywide Technologies Private Limited Alliance Outsourcing Private Limited
<b>Other Ventures</b>	N/A

	<b>PALVI GUPTA</b> Palvi Gupta, aged 39 years, is the Chief Human Resource Officer and one of the Promoters of our Company. As a seasoned Human Resource Transformation leader, she leverages her expertise in Human Resource functional areas, technology transformation, and operational delivery to craft and manage comprehensive transformation programs. She is overseeing overall Human Resource operations of the company and carries an experience of more than 12 years in this field.
<b>Date of Birth</b>	January 29, 1985
<b>PAN</b>	ALCPG7339K
<b>Educational Qualification</b>	She has completed her Post Graduate Diploma in Business Administration from Symbiosis Centre for Distance Learning, Pune with specialisation in Human Resource Management in the year 2009.
<b>Present Residential Address</b>	House No. 34, Extn Sec A Sainik Colony, Jammu-180011, Jammu and Kashmir, India
<b>Position/posts held in the past</b>	Initially, she was appointed as an Additional Director of the company in the meeting of Board of Directors of the Company convened on March 27, 2007. She resigned from the post of directorship as on March 16, 2015. She was appointed as a Director in the Promoter Category with effect from November 17, 2018 from which office she resigned on May 01, 2023. Subsequently, vide Board resolution dated October 25, 2023 she was again appointed as Director of the company in the Promoter category with effect from October 25, 2023. Further she was appointed as Chief

	Financial Officer of the company with effect from December 07, 2023 while on the same date she resigned from the office of director. Lately vide her resignation letter dated July 25, 2024, she resigned from the office of CFO. At present she is Chief Human Resource Officer of the Company.
<b>Other Directorship held</b>	B D Mobel Private Limited Alliance Outsourcing Private Limited
<b>Other Ventures</b>	M/s United Management Services [Proprietor]

#### DECLARATION

We declare and confirm that the details of the permanent account numbers, bank account numbers, passport numbers, Aadhar card number and Driving Licence number of our Promoter are being submitted to the NSE, stock exchange on which the specified securities are proposed to be listed along with filing of this Draft Red Herring Prospectus with the Stock Exchange.

#### CHANGE IN THE CONTROL OR MANAGEMENT OF THE ISSUER

There is no change in management of the company since its inception.

#### INTEREST OF OUR PROMOTERS

##### ➤ Interest in promotion of Our Company

Our Promoters are interested in our Company to the extent that they have promoted our Company and to the extent of their shareholding and shareholding of the members of the Promoter Group in our Company, directly and indirectly, the dividend payable, if any, and any other distributions in respect of the Equity Shares held by them in our Company, directly or indirectly, from time to time. For details of the shareholding of our Promoters in our Company, please see the section entitled “Capital Structure” and “Our Management” on page 59 and 140 respectively.

##### ➤ Interest in the property of Our Company

Except as mentioned below, our Promoter, Directors or Group Companies do not have any interest in any property acquired by our Company in the preceding three years before filing this Draft Red Herring Prospectus. Further, they do not have any interest in any property to be acquired by our Company till the date of this Draft Red Herring Prospectus:

Address of the property	Name of interested promoter	Relevant Financial Year	Nature of Interest
BD House, 3rd Building, Lane No 1st, Greater Kailash, Jammu-180011, Jammu & Kashmir, India	Mr Sahil Gupta being the owner and landlord of the herementioned property	2024-25	The Company took this property on rent from Mr Sahil Gupta vide Registered lease deed dated August 07, 2024 for a period of 2 years w.e.f. February 01, 2024 at monthly lease rent of Rs 4,50,000 /-
Office No. 710, 7 <sup>th</sup> Floor, Tower-A, Motiaz Royal Business Park, Ambala Chandigarh Expressway, Zirakpur, Distt SAS Nagar, Punjab 140603	Mr Sahil Gupta being the owner and landlord of the herementioned property	2024-25	The Company took this property in rent from Mr Sahil Gupta vide Rent Agreement dated July 15, 2024 for a period of 11 months w.e.f. July 15, 2024 at monthly rent of Rs 50,000/-
34 Extension, Sector A, Sainik Colony, Jammu 180011	Mrs Suman Gupta being the owner and landlord of the herementioned property	2024-25	The Company took this property from Mrs Suman Gupta vide Rent Agreement dated September 03, 2024 for a period of 11 months w.e.f. September 03, 2024 at a monthly rent of Rs 1,00,000/-

##### ➤ Interest as member of Our Company

Our Promoters jointly hold 1,09,99,560 Equity Shares aggregating to 88.28% of pre-issue Equity Share Capital in our Company and are therefore interested to the extent of their respective shareholding and the dividend declared, if any, by our Company. Except to the extent of their respective shareholding in our Company and benefits provided to Sahil

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Gupta, Suman Gupta and Palvi Gupta given in the chapter titled “Our Management” beginning on page 140 of this Draft Red Herring Prospectus, our Promoters hold no other interest in our Company.

➤ **Interest as Director of Our Company**

Except as stated in “Annexure – IX – Related Party Disclosure” under section “Restated Financial Information” beginning from page. 162 of this Draft Red Herring Prospectus our Promoters / Directors may be deemed to be interested to the extent of compensation, remuneration/ sitting fees to be paid, perquisites to be given, reimbursement of expenses to be made in accordance with their respective terms of appointments and to the extent of their shareholding and benefits, if any, arise on the shareholding, our Promoters do not have any other interest in our business.

Further, our Promoters may be deemed to be interested to the extent of the payments made by our Company, if any, to the Group entities and payment to be made by our Company to the Group Entities. For the payments that are made by our Company to certain Group entities, please refer “Annexure – IX - Restated Related Party Transactions” under section “Restated Financial Information” beginning from page no. 162 of this Draft Red Herring Prospectus.

Except as otherwise stated in this Draft Red Herring Prospectus, we have not entered into any contract, agreements or arrangements during the preceding three years from the date of this Draft Red Herring Prospectus in which Promoter is directly or indirectly interested.

No sum has been paid or agreed to be paid to any of our Promoters or to the firms or companies in which our Promoters are interested as members in cash or shares or otherwise by any person, either to induce them to become or to qualify them, as directors or promoters or otherwise for services rendered by our Promoters or by such firms or companies in connection with the promotion or formation of our Company.

**PAYMENT OF BENEFITS TO OUR PROMOTER**

Except as stated in the section “Annexure – IX- Restated Related Party Transactions” under section “Restated Financial Information” beginning from page no. 162 of this Draft Red Herring Prospectus, there has been no amount or payment of benefits made to our Promoters or member of promoter group in the two years preceding the filing of this Draft Red Herring Prospectus nor is there any intention to pay or give any amount or benefit to our Promoters or any of the members of the Promoter Group other than in the ordinary course of business. Further, our Company may enter into transaction with or make payment of benefit to the Promoter Directors or Promoters’ Group, towards remunerations as decided by Board of Directors.

**GUARANTEES**

Except as stated in the section under section "Restated Financial Information" beginning on page 162 of this Draft Red Herring Prospectus, there are no material guarantees given by the Promoters to third parties with respect to specified securities of the Company as on the date of this Draft Red Herring Prospectus.

**CONFIRMATIONS**

Our Company and Promoters have confirmed that they have not been declared as Wilful Defaulters or Fraudulent Borrowers by any bank or financial institution or consortium thereof, in accordance with the guidelines on Wilful Defaulters or Fraudulent Borrowers issued by Reserve Bank of India and there are no violations of securities laws committed by them in the past or are currently pending against them or restraining period are continued.

Further, our Promoter, Promoter group or directors have not been directly or indirectly, debarred from accessing the capital markets or debarred from buying, selling or dealing in securities under any order or direction passed by SEBI or any other securities market regulator or any other authority, court or tribunal inside and outside India or have not been restrained by any regulatory authority, directly or indirectly from acquiring the securities.

Additionally, our Promoters, Promoter group or directors do not have direct or indirect relation with the companies, its Promoter and whole-time director, which are compulsorily delisted by any recognized stock exchange or the companies which is debarred from accessing the capital market by the Board.

Also, our Promoters or directors have not been declared a fugitive economic offender under section 12 of the Fugitive Economic Offenders Act, 2018.

We and Our Promoters, Group Companies, and Companies promoted by the Promoters confirm that:

- No material regulatory or disciplinary action has been taken by a stock exchange or regulatory authority in the past one year against us;
- There are no defaults in respect of payment of interest and/or principal to the debenture/bond/fixed deposit holders, banks, FIs during the past three years.



The details of outstanding litigation including its nature and status are disclosed in the section title “Outstanding Litigation and Material Developments” appearing on page no. 212 of this Draft Red Herring Prospectus.

#### **DISASSOCIATION OF PROMOTER IN THE LAST THREE YEAR:**

None of our Promoters have disassociated himself/herself from any Company during the preceding three years.

#### **RELATIONSHIP OF PROMOTERS WITH EACH OTHER AND WITH OUR DIRECTORS**

Below mentioned Promoter(s) of our Company are related to our Company’s Directors within the meaning of Section 2(77) of the Companies Act, 2013:

<b>Name and Designation of the promoter</b>	<b>Relationship with Promoter</b>	<b>Name of relative</b>	<b>Designation held by relative</b>
Suman Gupta (Non-Executive Director)	Son	Sahil Gupta	Chairman and Managing Director
	Daughter in law	Palvi Gupta	Chief Human Resource Officer

<b>Name and Designation of the promoter</b>	<b>Relationship with Promoter</b>	<b>Name of relative</b>	<b>Designation held by relative</b>
Sahil Gupta (Chairman and Managing Director)	Spouse	Palvi Gupta	Chief Human Resource Officer
	Mother	Suman Gupta	Non-Executive Director

<b>Name and Designation of the promoter</b>	<b>Relationship with Promoter</b>	<b>Name of relative</b>	<b>Designation held by relative</b>
Palvi Gupta (Chief Human Resource Officer)	Spouse	Sahil Gupta	Chairman and Managing Director
	Mother in law	Suman Gupta	Non-Executive Director

#### **OUR PROMOTER’ GROUP**

In addition to our Promoters named above, the following individuals and entities form a part of the Promoter’ Group:

##### **a. Natural persons who are part of our Individual Promoter Group:**

<b>Relationship with Promoter</b>	<b>Suman Gupta</b>
Father	Late Shri Krishan Lal Gupta
Mother	Late Smt. Chanderkanta Gupta
Spouse	Late Col. Rameshwar Raj Gupta
Brother/s	Late Shri Vijay Gupta
Sister/s	-
Son/s	Sahil Gupta, Rahul Gupta
Daughter/s	-
Spouse’s Father	Late Shri Dewan Shiv Nath Gupta
Spouse’s Mother	Late Smt. Savitri Devi
Spouse’s Brother/s	Late Shri Baldev Raj Gupta
Spouse’s Sister/s	Late Smt. Swarn Gupta

<b>Relationship with Promoter</b>	<b>Sahil Gupta</b>
Father	Late Col. Rameshwar Raj Gupta
Mother	Suman Gupta
Spouse	Palvi Gupta
Brother/s	Rahul Gupta
Sister/s	-

Son/s	Ryan Gupta
Daughter/s	Syna Gupta
Spouse's Father	Rajnesh Gupta
Spouse's Mother	Naresh Gupta
Spouse's Brother/s	Pancham Gupta
Spouse's Sister/s	-

Relationship with Promoter	Palvi Gupta
Father	Rajnesh Gupta
Mother	Naresh Gupta
Spouse	Sahil Gupta
Brother/s	Pancham Gupta
Sister/s	-
Son/s	Ryan Gupta
Daughter/s	Syna Gupta
Spouse's Father	Late Col. Rameshwar Raj Gupta
Spouse's Mother	Suman Gupta
Spouse's Brother/s	Rahul Gupta
Spouse's Sister/s	-

**b. Corporate Entities or Firms forming part of the Promoter Group:**

As per Regulation 2(1)(pp) of the SEBI (ICDR) Regulations, 2018, the following entities would form part of our Promoter Group:

**i. Companies related to our Promoter Company:**

Nature of Relationship	Name of Entities
Subsidiary or holding company of Promoter Company.	Nil
Any Body corporate in which Promoter (Body Corporate) holds 20% or more of the equity share capital or which holds 20% or more of the equity share capital of the Promoter (Body Corporate).	Nil

**ii. Companies, Proprietary concerns, HUFs related to our Promoter**

Nature of Relationship	Name of Entities
Any Body Corporate in which twenty percent or more of the equity share capital is held by Promoter or an immediate relative of the Promoter or a firm or HUF in which Promoter or any one or more of his immediate relatives are a member.	Alliance Outsourcing Private Limited PRG Trading Private Limited B D Mobel Private Limited Countrywide Technologies Private Limited
Any Body corporate in which Body Corporate as provided above holds twenty percent or more of the equity share capital.	-
Any Hindu Undivided Family or Firm in which the aggregate shareholding of the Promoter and his immediate relatives is equal to or more than twenty percent.	M/s Alliance Garments, Proprietorship of Sahil Gupta M/s Alliance Manufacturing, Proprietorship of Sahil Gupta M/s B D Security, Proprietorship of Sahil Gupta M/s United Management Services, Proprietorship of Palvi Gupta M/s P P Electronics, Proprietorship of relative of Palvi Gupta M/s Sanraj Industries, Partnership firm of relatives of Palvi Gupta

Nature of Relationship	Name of Entities
	M/s Mahajan Trading Corporation, Partnership firm of relatives of Palvi Gupta

**iii. Person whose shareholding is aggregated under the heading “Shareholding of the Promoters Group”**

Name of Entities/Person	No. of fully paid-up equity shares held	Shareholding as a % of total no. of shares
NIL		

For further details on our Group Companies refer Chapter titled “*Information with respect to Group Companies/Entities*” beginning on page no. 223 of this Draft Red Herring Prospectus.

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## DIVIDEND POLICY

Under the Companies Act, 2013 our Company can pay dividends upon a recommendation by our Board of Directors and approval by a majority of the shareholders at the General Meeting and as per provisions of Articles of Association of our Company. The shareholders of the Company have the right to decrease but not to increase the amount of dividend recommended by the Board of Directors. The dividends may be paid out of profits of our Company in the year in which the dividend is declared or out of the undistributed profits or reserves of previous fiscal years or out of both. The Articles of Association of our Company also gives the discretion to our Board of Directors to declare and pay interim dividends.

Our Company does not have any formal dividend policy for the Equity Shares. The dividend pay - out shall be determined by our Board after taking into account a number of factors, including but not limited to : (i) internal factors such as profits earned during the year, present and future capital requirements of the existing businesses, business acquisitions, expansion/modernization of existing businesses, availability of external finance and relative cost of external funds, investments in any subsidiaries/associates/joint ventures by our Company and restrictions on loan agreement(s); and (ii) external factors such as economic and industry outlook, growth outlook, statutory/regulatory restrictions and covenants with lenders/bond holders. Any future determination as to the declaration and payment of dividends will be at the discretion of our Board.

The amount of dividend paid in the past is not necessarily indicative of dividend amounts, if any, in the future. There is no guarantee that any dividends will be declared or paid in the future. For details of risks in relation to our capability to pay dividend, see “*Risk Factors* – Our ability to pay Dividends in the future will depend on our future cash flows, working capital requirements, capital expenditures and financial condition” on page 26 of the Draft Red Herring Prospectus.

Our Company has declared dividend in previous Financial Years, the details of which can be referred in the chapter “*Restated Financial Statements*”, beginning on page no. 162 of draft red herring prospectus.

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**SECTION IX – FINANCIAL STATEMENTS**

**RESTATED FINANCIAL INFORMATION**

<b>Sr. No</b>	<b>Particulars</b>	<b>Page No.</b>
<b>1.</b>	<b>Restated Financial Information</b>	<b>163 to 197</b>

**Independent Auditor's Examination report on  
Restated Financial Information of B D SECURITY LIMITED**

**To,**  
**The Board of Directors**  
**B D SECURITY LIMITED,**  
BD House, 3rd Building, Lane No 1st,  
Greater Kailash, Jammu- 180011,  
Jammu & Kashmir, India

Dear Sirs,

1. We have examined the attached Restated Financial Information of B D SECURITY LIMITED (the "Company" or the "Issuer"), comprising the Restated Statement of Assets and Liabilities as at March 31, 2024, 2023 and 2022, the Restated Statements of Profit and Loss, the Restated Cash Flow Statement for the financial year ended on March 31, 2024, 2023 and 2022, the Summary Statement of Significant Accounting Policies, and other explanatory information (collectively, the "Restated Financial Information"), as approved by the Board of Directors of the Company at their meeting held on September 23, 2024 for the purpose of inclusion in the Draft Red Herring Prospectus/ Red Herring Prospectus / Prospectus (Here-in Offer Documents) prepared by the Company in connection with its proposed Initial Public Offer of equity shares ("IPO").
2. These restated Summary Statement have been prepared in terms of the requirements of:
  - a) Section 26 of Part I of Chapter III of the Companies Act, 2013 (the "Act")
  - b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("ICDR Regulations"); and
  - c) The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India ("ICAI"), as amended from time to time (the "Guidance Note").
3. The Company's Board of Directors is responsible for the preparation of the Restated Financial Information for the purpose of inclusion in the Offer Documents to be filed with Securities and Exchange Board of India, Registrar of Companies, Jammu and the NSE Emerge Exchange in connection with the proposed IPO. The Restated Financial Information have been prepared by the management of the Company on the basis of preparation stated in Annexure IV to the Restated Financial Information. The Board of Directors' responsibility includes designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Financial Information. The Board of Directors are also responsible for identifying and ensuring that the Company complies with the Act, ICDR Regulations and the Guidance Note.
4. We have examined such Restated Financial Information taking into consideration:
  - a) The terms of reference and terms of our engagement agreed upon with you in accordance with our engagement letter dated August 19, 2024 in connection with the proposed IPO of equity shares of the Issuer;
  - b) The Guidance Note also requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI;
  - c) Concepts of test checks and materiality to obtain reasonable assurance based on verification of evidence supporting the Restated Financial Information; and
  - d) The requirements of Section 26 of the Act and the ICDR Regulations. Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Act, the ICDR Regulations and

the Guidance Note in connection with the IPO.

5. These Restated Financial Information have been compiled by the management from the Audited Financial Statements of the Company for the financial year ended on March 31, 2024, 2023 and 2022 which has been approved by the Board of Directors.
  - a) We have not audited the financial statements of the company as at March 31, 2024, 2023 and 2022 which were prepared by the company in accordance with Indian Accounting Standard (Indian GAAP). (also referred as 'AS').
  - b) We have relied upon Statutory Audited financial statements of the Company for the year ended on March 31, 2024, 2023 and 2022 prepared in accordance with the Indian GAAP (also referred as 'AS') which have been approved by the Board of Directors at their meeting held on June 06, 2024, September 21, 2023 and September 10, 2022 respectively.
6. For the purpose of our examination, we have relied on:
  - a) Auditors' Report issued by statutory auditor dated June 06, 2024, September 21, 2023 and September 10, 2022 respectively on the financial statements of the company for the financial year ended on March 31, 2024, 2023 and 2022 as referred in Paragraph 5(b) above.

The audit for the financial years ended as on March 31, 2024, 2023 and 2022 were conducted by the Company's statutory auditors **P C BINDAL CO** Chartered Accountants and accordingly reliance has been placed on the restated statement of assets and liabilities and the restated statements of profit and loss and cash flow statements, the Summary Statement of Significant Accounting Policies, and other explanatory information and collectively, the "Restated Financial Information" examined by them for the said years.

7. Based on our examination and according to the information and explanations given to us, we report that:
  - a) The "**Restated Summary Statement of Assets and Liabilities**" as set out in **Annexure I** to this report, of the Company as at and for the financial year ended on March 31, 2024, 2023 and 2022 are prepared by the Company and approved by the Board of Directors. These Restated Summary Statement of Assets and Liabilities, have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more. These fully described in Significant Accounting Policies and Notes to Accounts as set out in **Annexure IV** to this Report.
  - b) The "**Restated Summary Statement of Profit and Loss**" as set out in **Annexure II** to this report, of the Company as at and for the financial year ended on March 31, 2024, 2023 and 2022 are prepared by the Company and approved by the Board of Directors. These Restated Summary Statement of Profit and Loss have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to Accounts as set out in **Annexure IV** to this Report.
  - c) The "**Restated Summary Statement of Cash Flow**" as set out in **Annexure III** to this report, of the Company as at and for the financial year ended on March 31, 2024, 2023 and 2022 are prepared by the Company and approved by the Board of Directors. These Restated Summary Statement of Cash Flow have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to Accounts as set out in **Annexure IV** to this Report.
  - d) The Restated Summary Statement have been prepared in accordance with the Act, ICDR Regulations and the Guidance Note.
  - e) The Restated Summary Statements have been made after incorporating adjustments for the changes in

accounting policies retrospectively in respective financial period/years to reflect the same accounting treatment as per the changed accounting policy for all reporting periods, if any;

- f) The Restated Summary Statements have been made after incorporating adjustments for prior period and other material amounts in the respective financial years/period to which they relate, if any and there are no qualifications which require adjustments;
  - g) Extra-ordinary items that need to be disclosed separately in the accounts has been disclosed wherever required;
  - h) There were no qualifications in the Audit Reports issued by the Statutory Auditors as at and for the financial year ended on March 31, 2024, 2023 and 2022 which would require adjustments in this Restated Financial Statements of the Company;
  - i) Profits and losses have been arrived at after charging all expenses including depreciation and after making such adjustments/restatements and regroupings as in our opinion are appropriate and are to be read in accordance with the Significant Accounting Polices and Notes to Accounts as set out in **Annexure IV** to this report;
  - j) There was no change in accounting policies, which needs to be adjusted in the Restated Summary Statements;
  - k) There are no revaluation reserves, which need to be disclosed separately in the Restated Financial Statements;
  - l) The company has not proposed any dividend in past effective for the said period.
8. We have also examined the following other financial information relating to the Company prepared by the Management and as approved by the Board of Directors of the Company and annexed to this report relating to the Company as at and for the year ended on March 31, 2024, 2023 and 2022 proposed to be included in the Offer Documents.

<b>Annexure No.</b>	<b>Particulars</b>
<b>I.</b>	<b>Restated Statement of Assets &amp; Liabilities</b>
1	Restated Statement of Share Capital
2	Restated Statement of Reserves & Surplus
3	Restated Statement of Long-Term Borrowings
4	Restated Statement of Long-Term Provision
5	Restated Statement of Short-Term Borrowings
6	Restated Statement of Trade Payables
7	Restated Statement of Other Current Liabilities
8	Restated Statement of Short-Term Provisions
9	Restated Statement of Property Plants & Equipment
10	Restated Statement of Non-Current Investments
11	Restated Statement of Non-Current Assets
12	Restated Statement of Deferred Tax Assets
13	Restated Statement of Inventories
14	Restated Statement of Trade Receivables
15	Restated Statement of Cash & Cash Equivalents
16	Restated Statement of Short-Term Loans and Advances
17	Restated Statement of Other-Current Assets
<b>II.</b>	<b>Restated Statement of Profit &amp; Loss</b>
1	Restated Statement of Revenue from operations
2	Restated Statement of Other Income
3	Restated Statement of Cost of Material consumed
4	Restated Statement of Purchase of stock in trade
5	Restated Statement of Changes in Inventories of finished goods and work-in-progress
6	Restated Statement of Employees Benefit Expenses



<b>Annexure No.</b>	<b>Particulars</b>
7	Restated Statement of Finance Cost
8	Restated Statement of Other Expenses
9	Restated Statement of Earning Per Equity Share
<b>Other Annexures:</b>	
III	Cash Flow Statement
IV	Statement of Significant Accounting Policies
V	Notes to the Re-stated Financial Statements
VI	Statement of Accounting & Other Ratios, As Restated
VII	Statement of Capitalization, As Restated
VIII	Statement of Tax Shelter, As Restated
IX	Restated Statement of Related party disclosures
X	Statement of Dividends
XI	Changes in the Significant Accounting Policies
XII	Contingent Liabilities & Capital Commitment

9. We, M/s. S V J K & Associates., Chartered Accountants have been subjected to the peer review process of the Institute of Chartered Accountants of India (“ICAI”) and hold a valid peer review certificate issued by the “**Peer Review Board**” of the ICAI which is valid till November 30, 2026.
10. The Restated Financial Information do not reflect the effects of events that occurred subsequent to the respective dates of the reports on the special purpose interim financial statements and audited financial statements mentioned in paragraph 5 above.
11. This report should not in any way be construed as a reissuance or re-dating of any of the previous audit reports issued by us, nor should this report be construed as a new opinion on any of the financial statements referred to herein.
12. We have no responsibility to update our report for events and circumstances occurring after the date of the report.
13. Our report is intended solely for use of the Board of Directors for inclusion in the Offer Documents to be filed with Securities and Exchange Board of India, the stock exchanges and Registrar of Companies, Jammu in connection with the proposed IPO. Our report should not be used, referred to, or distributed for any other purpose except with our prior consent in writing. 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 report is shown or into whose hands it may come without our prior consent in writing.

**For, S V J K and Associates**  
**Chartered Accountants**  
**Firm Reg. No: 135182W**  
**PRC No: 014698**

**Reeturaj Verma**  
**Partner**  
**Membership No: 193591**

**Place: Ahmedabad**  
**Date: September 23, 2024**  
**UDIN: 24193591BKAFRN7970**

**ANNEXURE - I**  
**STATEMENT OF ASSETS & LIABILITIES, AS RESTATED**

(₹ in Lakhs)

	Particulars	Note	As At 31/03/2024	As At 31/03/2023	As At 31/03/2022
<b>I</b>	<b>EQUITY AND LIABILITIES</b>				
	1. Shareholders' funds				
	(a) Share Capital	I.1	100.00	100.00	20.00
	(b) Reserves and surplus	I.2	1,693.38	909.49	752.34
	2. Non-current liabilities				
	(a) Long-term borrowings	I.3	1,489.74	585.51	264.93
	(b) Other Non-current liabilities		-	-	-
	(c) Deferred tax liabilities		-	-	-
	(d) Long-term provisions	I.4	2.90	1.53	0.36
	3. Current liabilities				
	(a) Short-term borrowings	I.5	4,313.80	1,949.16	1,243.11
	(b) Trade payables	I.6			
	i) Due to MSME		72.90	-	-
	ii) Due to Others		256.13	218.52	155.37
	(c) Other current liabilities	I.7	397.99	346.31	442.77
	(d) Short-term provisions	I.8	272.52	112.42	49.43
	<b>TOTAL</b>		<b>8,599.37</b>	<b>4,222.94</b>	<b>2,928.31</b>
<b>II.</b>	<b>ASSETS</b>				
	1. Non-current assets				
	(a) Property Plant & Equipments and Intangible Assets				
	(i) Property Plant & Equipments	I.9	896.50	901.38	201.17
	(ii) Intangible Assets		0.59	-	-
	(iii) Capital work-in-progress		-	-	-
	(b) Non-current investments	I.10	15.81	15.81	15.81
	(c) Long-term loans and advances		-	-	-
	(d) Other Non Current Assets	I.11	156.28	196.16	148.84
	(e) Deferred Tax Asset(net)	I.12	7.03	4.87	6.16
	2. Current assets				
	(a) Inventories	I.13	592.01	592.35	139.02
	(b) Trade receivables	I.14	3,246.64	1,487.21	1,470.10
	(c) Cash and cash equivalents	I.15	1,916.52	109.77	702.50
	(d) Short-term loans and advances	I.16	268.86	425.32	231.83
	(e) Other Current Assets	I.17	1,499.13	490.08	12.88
	<b>TOTAL</b>		<b>8,599.37</b>	<b>4,222.94</b>	<b>2,928.31</b>

**Note:** The above statement should be read with the Significant Accounting Policies and Notes on Financial Statements appearing in Annexure IV & V respectively.

As per our report of even date attached

**For S V J K and Associates**  
**Chartered Accountants**  
**Firm's Registration No: 135182W**

**Reeturaj Verma**  
**Partner**  
**M No. 193591**  
**UDIN: 24193591BKAFRN7970**

**Place: Ahmedabad**  
**Date : September 23, 2024**

**For and on behalf of the Board of Directors**  
**B D SECURITY LIMITED**

**Sahil Gupta**                      **Suman Gupta**  
**Managing Director**          **Non-Executive Director**  
**DIN: 01234336**                  **DIN: 01235920**

**Vishal Dogra**                      **Deepali**  
**CFO**                                      **CS**

**Place: Jammu**  
**Date : September 23, 2024**

ANNEXURE - II  
STATEMENT OF PROFIT & LOSS, AS RESTATED

(₹ in Lakhs)

	Particulars	Note	For the period ended 31/03/2024	For the year ended 31/03/2023	For the year ended 31/03/2022
I	Revenue from operations	II.1	11,859.20	8,445.67	5,708.57
II	Other Income	II.2	14.97	85.74	80.77
III	<b>Total Income (I+II)</b>		<b>11,874.17</b>	<b>8,531.42</b>	<b>5,789.34</b>
	<b>Expenses:</b>				
	(a) Cost of materials consumed	II.3	0.34	48.47	157.01
	(b) Purchases of stock-in-trade	II.4	-	-	-
	(c) Changes in inventories of finished goods and work-in- progress	II.5	-	-	-
	(d) Employee benefits expense	II.6	8,684.20	6,795.49	4,416.00
	(e) Finance costs	II.7	314.64	193.77	105.96
	(f) Depreciation and amortisation expense		52.91	46.57	27.88
	(g) Other expenses	II.8	1,749.97	996.13	885.47
IV	<b>Total expenses</b>		<b>10,802.07</b>	<b>8,080.43</b>	<b>5,592.32</b>
V	<b>Profit/(Loss) before tax and Exceptional Items (III-IV)</b>		<b>1,072.10</b>	<b>450.99</b>	<b>197.02</b>
VI	<b>Exceptional Items</b>		-	-	-
VII	<b>Profit/(Loss) before tax (V-VI)</b>		<b>1,072.10</b>	<b>450.99</b>	<b>197.02</b>
VIII	<b>Tax expense:</b>				
	(a) Current tax expense		272.39	115.14	49.42
	(b) Deferred tax charge/(credit)		(2.15)	(1.29)	0.26
			<b>270.24</b>	<b>113.84</b>	<b>49.68</b>
IX	<b>Profit after tax for the year (VII-VIII)</b>		<b>801.87</b>	<b>337.14</b>	<b>147.34</b>
XII	<b>Earnings per share (face value of ₹ 10/- each):</b>	II.9			
	(a) Basic (in ₹)		7.29	3.06	1.34
	(b) Diluted (in ₹)		7.29	3.06	1.34

Note: The above statement should be read with the Significant Accounting Policies and Notes on Financial Statements appearing in Annexure IV & V respectively.

As per our report of even date attached

For S V J K and Associates  
Chartered Accountants  
Firm's Registration No: 135182W

Reeturaj Verma  
Partner  
M No. 193591  
UDIN: 24193591BKAFRN7970

Place: Ahmedabad  
Date : September 23, 2024

For and on behalf of the Board of Directors  
B D SECURITY LIMITED

Sahil Gupta      Suman Gupta  
Managing Director   Non-Executive Director  
DIN: 01235920      DIN: 01235920

Vishal Dogra      Deepali  
CFO                      CS  
Place: Jammu  
Date : September 23, 2024

**ANNEXURE - III**  
**STATEMENT OF CASH FLOW, AS RESTATED**

(₹ in Lakhs)

Particulars	For the year ended	For the year ended	For the year ended
	31-03-24	31-03-2023	31-03-2022
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>			
Net Profit before Extraordinary items	1,072.10	450.99	197.02
Adjustment For:			
(a) Depreciation and Amortization	52.91	46.57	27.88
(b) Interest Charges	314.64	193.77	105.96
Operating Profit before Working Capital Changes	<b>1,439.66</b>	<b>691.33</b>	<b>330.86</b>
Adjustment For :			
(a) (Increase)/Decrease in Inventories	0.34	(453.34)	(25.63)
(b) (Increase)/Decrease in Trade Receivables	(1,759.43)	(17.10)	41.82
(c) (Increase)/Decrease in Loans & Advances & Other Assets	(852.60)	(670.68)	(0.22)
(d) Increase /(Decrease) in Trade Payables & Other Liabilities	322.29	29.68	(285.51)
CASH GENERATED FROM OPERATIONS	(849.74)	(420.11)	61.32
Less : Direct Taxes paid	(272.39)	(112.55)	(49.43)
CASH FLOW BEFORE EXTRAORDINARY ITEMS	<b>(1,122.13)</b>	<b>(532.67)</b>	<b>11.89</b>
NET CASH FROM OPERATING ACTIVITIES (A)	<b>(1,122.13)</b>	<b>(532.67)</b>	<b>11.89</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>			
(a) Sales / (Addition) in Fixed Assets & WIP	(48.61)	(746.79)	(137.21)
(b) (Increase) / Decrease in Investment	-	-	-
(c) (Increase) / Decrease in Non Current Assets	39.88	(47.32)	(67.99)
NET CASH FROM INVESTING ACTIVITIES (B)	<b>(8.72)</b>	<b>(794.11)</b>	<b>(205.20)</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>			
(a) Increase/(Decrease) in Long Term Borrowings	904.23	320.58	(61.24)
(b) Increase/(Decrease) in Short Term Borrowings	2,364.64	706.05	739.35
(c) Increase / ( Decrease ) in Long Term Provisions	1.37	1.17	0.36
(d) Issue of Share Capital	-	-	-
(e) Dividend Paid	-	(100.00)	-
(f) Interest Paid	(314.64)	(193.77)	(105.96)
Restatement Adjustments for Current Year	(17.99)	-	-
NET CASH FLOW IN FINANCING ACTIVITIES (C)	<b>2,937.61</b>	<b>734.04</b>	<b>572.51</b>
NET INCREASE IN CASH & CASH EQUIVALENTS (A)+(B)+(C)	1,806.75	(592.74)	379.19
OPENING BALANCE – CASH & CASH EQUIVALENT	<b>109.77</b>	<b>702.50</b>	<b>323.31</b>
CLOSING BALANCE - CASH & CASH EQUIVALENT	<b>1,916.52</b>	<b>109.76</b>	<b>702.50</b>

As per our Report of even date

**For S V J K and Associates**  
**Chartered Accountants**  
**Firm's Registration No: 135182W**

**Reeturaj Verma**  
**M No. 193591**  
**UDIN: 24193591BKAFRN7970**

**Place: Ahmedabad**  
**Date : September 23, 2024**

**For and on Behalf of the Board**  
**B D SECURITY LIMITED**

**Sahil Gupta**                      **Suman Gupta**  
**Managing Director**           **Non-Executive Director**  
**DIN: 01235920**                   **DIN: 01235920**

**Vishal Dogra**                      **Deepali**  
**CFO**                                      **CS**

**Place: Jammu**  
**Date : September 23, 2024**

## **ANNEXURE – IV**

### **Statement of Significant Accounting Policies**

#### **1. Basis Of Preparation Of Financial Statements :-**

- 1.1. The financial statements have been prepared in accordance with the Historical Cost conventions and in accordance with the accrual method of accounting.
- 1.2. Accounting Policies not specifically referred to and otherwise followed by the company are consistent with the generally accepted accounting principles.
- 1.3. The items of income and expenditure are recognized on accrual basis.
- 1.4. The applicable Accounting standards have been followed in the preparation and presentation of financial statements.

#### **2. Conversion from private limited to Public Limited Company**

- 2.1. The Company has been converted from private limited to Public limited company during the year on 04/12/2023.

#### **3. FIXED ASSETS:-**

##### **3.1. Recognition and measurement :-**

An item is recognised as an asset, if and only if, it is probable that the future economic benefits associated with the item will flow to the Company and its cost can be measured reliably. Items of property, plant and equipment ('PPE') are initially recognized at cost. Freehold land is carried at historical cost. All other items of property, plant and equipment are measured at cost less accumulated depreciation and impairment losses, if any. Cost comprises the purchase price, asset retirement obligation and directly attributable cost of bringing the asset to its working condition for its intended use. Any trade discounts and rebates are deducted in arriving at the purchase price. General and specific borrowing costs directly attributable to the construction of a qualifying asset are capitalized as part of the cost.

Subsequent expenditure related to an item of property, plant and equipment is added to its carrying value only when it increases the future benefits from the existing asset beyond its previously assessed standard or period of performance. All other expenses on existing property, plant and equipment, including day-to-day repairs, maintenance expenditure and cost of replacing parts, are charged to the statement of profit and loss in the year during which such expenses are incurred. Property, plant and equipment under construction and cost of assets not ready for use at the year-end are disclosed as capital work-in-progress ('CWIP').

- 3.2. Intangible Fixed assets are stated at cost of acquisition less accumulated amortisation

#### **4. Depreciation and Amortisation of Fixed Assets**

The Company depreciates property, plant and equipment over the estimated useful lives using written down value method from the date, the assets are available for use.

The historical depreciation rates have been used to calculate the depreciation amounts for period under consideration and as such no change is estimated in the useful life of the assets.

Based on technical assessment, the useful lives as given above best represent the period over which the management expects to use these assets. The estimated useful lives for these assets may therefore be different from the useful lives prescribed under Part C of Schedule II of the Companies Act 2013.

Depreciation on additions during the year is provided on pro-rata basis.

## **5. Inventories**

- 5.1. The Inventories have been physically verified by the management at the close of the year.
- 5.2. Inventories are valued at the lower of the cost or net realizable value. Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

Cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on first in, first out basis.

## **6. Provision For Current And Deferred Tax**

Current Tax is determined as the amount of Tax payable in respect of taxable income for the period. Deferred tax asset and liability are recognized for the expected future tax consequences attributable to differences between accounting income and taxable income for a period that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted at the Balance Sheet date. Deferred tax assets are recognized and carried forward only if there is a virtual/ reasonable certainty of their realization.

## **7. Revenue Recognition**

Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation. The transaction price of goods sold and services rendered is net of variable consideration on account of various discounts and schemes offered by the Company, if any as part of the contract. Revenue is recognized when the control is transferred to the customer and when the Company has completed its performance obligations under the contracts.

At the inception of the new contractual arrangement with the customer, the Company identifies the performance obligations inherent in the agreement. The terms of the contracts are such that the services to be rendered represent a series of services that are substantially the same with the same pattern of the transfer to the customer.

### **Revenue is recognized as follows:**

- i. Revenue from services represents the amounts receivable for services rendered.
- ii. For contract-based business (Expressed or implied), revenue represents the sales value of work carried out for customers during the period. Such revenues are recognized in the period in which the service is rendered & accepted by the customer.
- iii. Revenue from the use of assets such as rent for using property, plant and equipment is recognized on a straight-line basis over the terms of the related leases unless payments are structured to increase in line with the expected general inflation to compensate for the lessors' expected inflationary cost increase.

### **Rendering of services:**

In contracts involving the rendering of services, revenue is measured using the proportionate completion method when no significant uncertainty exists regarding the amount of the consideration that will be derived from rendering the service. When the contract outcome cannot be measured reliably, revenue is recognised only to the extent that the expenses incurred are eligible to be recovered. Estimates of revenue, costs or extent of progress towards completion are revised if circumstances change. Any resulting increases or decreases in estimated revenue or costs are reflected in profit or loss in the period in which the circumstances that give rise to the revision become known to the management.

## **8. Rental income :-**

Rental income arising from operating leases on investment properties is accounted for on a straight-line basis over the lease term unless payments are structured to increase in line with the expected general inflation to

compensate for the lessor's expected inflationary cost increase and is included in revenue in the statement of profit or loss due to its operating nature.

#### **9. Use of estimates and judgment**

The preparation of the financial statements in conformity with Ind-AS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses and other comprehensive income that are reported and disclosed in the financial statements and accompanying notes.

Estimates and underlying assumptions are reviewed on an ongoing basis. They are based on historical experience and other factors including expectations of future events that may have a financial impact on the Company and that are believed to be reasonable under the circumstances. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

#### **10. Current Assets**

In the opinion of the Board and to the best of their knowledge, the value on realization of current assets in the ordinary course of business would not be less than the amount at which they are stated in the Balance sheet.

#### **11. Deferred Revenue Expenditure**

In accordance with the revenue recognition policy of the company some part of revenue expenditure has been deferred on account of conformity with the matching principle concept which states that a company should report an expense in the income statement in the same period in which it earns revenue. The said expenditure is booked in the accounts books once reasonable certainty arises as to the acceptance of the work done on behalf of the customer.

The company has been providing services to telecom operators wherein many activities are performed on a regular basis in the nature of out of scope services and the expenditure incurred on this account has been booked in the books of account on the basis of matching principle.

#### **12. Retirement Benefits**

##### **12.1. Short-term employee benefits**

Short term employee benefits are recognized as an expense at the undiscounted amount in the statement of Profit and loss for the year which includes benefits like salary, wages, bonus and are recognized as expenses in the period in which the employee renders the related service.

##### **12.2. Post-Employment benefits**

Retirement benefit in the form of provident fund is a defined contribution scheme. The Company has no obligation, other than the contribution payable to the provident fund. The Company recognizes contribution payable to the provident fund scheme as an expenditure, when an employee renders the related service. If the contribution payable to the scheme for service received before the balance sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognized as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for services received before the balance sheet date, then excess is recognized as an asset to the extent that the pre-payment will lead to, for example, a reduction in future payment or a cash refund.

#### **13. Borrowing Cost**

Borrowing costs attributable to the acquisition, construction or production of qualifying assets are considered as part of the cost of such assets. A qualifying asset is one that necessarily takes a substantial period of time

to get ready for its intended use. Interest, finance charges & any other cost related incurred in connection with borrowing of funds, which are incurred for the development of long term projects are transferred to Construction Work-In- Progress. All other borrowing costs are recognized as expense in the period in which these are incurred.

#### **14. Earnings Per Share**

Basic earnings per share is computed by dividing the profit/ (loss) after tax (including the post-tax effect of extraordinary items, if any) by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the profit/(loss) after tax (including the post-tax effect of extraordinary items, if any) as adjusted for dividend, interest and other charges to expense or income relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares. Potential equity shares are deemed to be dilutive only if their conversion to equity shares would decrease the net profit per share from continuing ordinary operations. Potential dilutive equity shares are deemed to be converted as the beginning of the period, unless they have been issued at a later date. The dilutive potential equity shares are adjusted for the proceeds receivable had the shares been actually issued at fair value (i.e. average market value of the outstanding shares). Dilutive potentially equity shares are determined independently for each period presented. The number of equity shares and potentially dilutive equity shares are adjusted for share splits/reverse share splits and bonus shares, as appropriate.



**Annexure - I.1**

**Restated Statement of Share Capital**

(₹ in Lakhs)

Particulars	As At 31/03/2024	As At 31/03/2023	As At 31/03/2022
<b><u>Authorised Capital</u></b>			
No. of Equity Shares of ₹ 100/- each	-	100,000	20,000
No. of Equity Shares of ₹ 10/- each	1,000,000	-	-
Authorised Equity Share Capital In Rs.	100.00	100.00	20.00
<b><u>Issued, Subscribed &amp; Fully Paid up</u></b>			
No. of Equity Shares of ₹ 100/- each	-	100,000	20,000
No. of Equity Shares of ₹ 10/- each	1,000,000	-	-
Issued, Subscribed & Fully Paid up Share Capital In Rs.	100.00	100.00	20.00
<b>Total</b>	<b>100.00</b>	<b>100.00</b>	<b>20.00</b>

**Reconciliation of the number of shares outstanding is set out below:-**

Particulars	As At 31/03/2024	As At 31/03/2023	As At 31/03/2022
	Number of Shares	Number of Shares	Number of Shares
<b>Shares outstanding at the beginning of the year</b>	100,000	20,000	20,000
Add :Adjustment for Subdivision of Equity Shares*	900,000		
Bonus Shares Issued		80,000	-
<b>Less:Shares bought back during the year</b>			
Other Changes (give details)	-	-	-
<b>Shares outstanding at the end of the year</b>	<b>1,000,000</b>	<b>100,000</b>	<b>20,000</b>

The Company has one class of equity shares having a par value of Rs. 10 per share. Each shareholder is eligible for one vote per share held. The company has not proposed any dividend during preceding financial year. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amount, in proportion to their shareholding.

\*Pursuant to the approval of the shareholders at the Extra Ordinary General Meeting of the Company held on October 30, 2023, Authorized Share Capital was sub-divided (split) from 1,00,000 shares of ₹ 100 each to 10,00,000 shares of ₹ 10 each, accordingly Issued Share Capital was sub-divided (split) from 1,00,000 shares of ₹ 100 each to 10,00,000 shares of ₹ 10 each.

The Board of Directors in their meeting held on October 01, 2023 approved resolution for increasing authorized capital from ₹ 100.00 lakhs divided into 10,00,000 shares of ₹ 10/- each to ₹ 2000.00 lakhs divided into 200,00,000 shares of ₹ 10/- each which was subsequently approved by Members of Company in the Extra Ordinary General Meeting held on October 30, 2023.

The shareholders passed special resolution at an Extra-Ordinary General Meeting held on April 05, 2024 to issue Bonus Equity Shares in the ratio of 10:01 (Ten) new equity share of ₹ 10/- each for every 1 (One) existing fully paid-up shares of ₹ 10/- each to existing shareholders of the company. Pursuant to which our company has allotted 100,00,000 Bonus Equity Shares on April 04, 2024.

Our company has allotted 14,60,000 Equity Shares on private placement basis on May 05, 2024, having face value of ₹ 10/- each for issue price of ₹ 55/- each (including premium of ₹ 45/- each).

**B D Security Limited (formerly known as "B D Security Private Limited")**

**CIN: U74920JK2006PLC002638**

**Details of Shareholders holding more than 5 % shares:-**

<b>Name of Shareholder</b>	<b>As At 31/03/2024</b>	<b>As At 31/03/2023</b>	<b>As At 31/03/2022</b>
<b>SUMAN GUPTA</b>			
Number of Shares	899,960	90,000	18,000
% of Holding	90.00%	90.00%	90.00%
<b>PALVI GUPTA</b>			
Number of Shares	50,000	5,000	1,000
% of Holding	5.00%	5.00%	5.00%
<b>SAHIL GUPTA</b>			
Number of Shares	50,000	5,000	1,000
% of Holding	5.00%	5.00%	5.00%

**Details of promoters holding shares:-**

<b>Name of Shareholder</b>	<b>As At 31/03/2024</b>	<b>As At 31/03/2023</b>	<b>As At 31/03/2022</b>
<b>SUMAN GUPTA</b>			
Number of Shares	899,960	90,000	18,000
% of Holding	90.00%	90.00%	90.00%
<b>SAHIL GUPTA</b>			
Number of Shares	50,000	5,000	1,000
% of Holding	5.00%	5.00%	5.00%
<b>PALVI GUPTA</b>			
Number of Shares	50,000	5,000	-
% of Holding	5.00%	5.00%	0.00%

**% Change during the period:** During the period there is 0.038% change in Promoter's share holding.

Annexure - I.2

Restated Statement of Reserves And Surplus

(₹ in Lakhs)

Particulars	As At 31/03/2024	As At 31/03/2023	As At 31/03/2022
<b>a. General Reserve Account</b>	-	-	-
<b>b. Surplus in Statement of Profit &amp; Loss A/c</b>			
Opening balance	909.49	752.34	605.00
(+) Net Profit For the current year	801.87	337.14	147.34
: Less Other adjustment	(17.97)	-	-
: Less Dividend Declared	-	(100.00)	-
: Less Bonus Shares Issued	-	(80.00)	-
<b>Net Surplus in Statement of Profit and Loss</b>	<b>1,693.38</b>	<b>909.49</b>	<b>752.34</b>
<b>Total</b>	<b>1,693.38</b>	<b>909.49</b>	<b>752.34</b>

Annexure - I.3

Restated Statement of Long Term Borrowings

(₹ in Lakhs)

Particulars	As At 31/03/2024	As At 31/03/2023	As At 31/03/2022
<b>Secured and Unsecured</b>			
<b>(a) Loans from Bank and Financial</b>			
Term Loan/Vehicle Loan	992.79	815.49	402.35
Less: Current Maturity for long term debt	(316.59)	(257.83)	(137.42)
	<b>676.20</b>	<b>557.66</b>	<b>264.93</b>
<b>(b) Loans from Directors (Refer I.3.1)</b>			
From Directors & Share Holders	813.54	27.86	-
	<b>813.54</b>	<b>27.86</b>	<b>-</b>
<b>Total</b>	<b>1,489.74</b>	<b>585.51</b>	<b>264.93</b>

No.	Particulars	Sanctioned Amount	Outstanding as on 31/03/2024	Rate (%)	Terms	Security
	<b>Secured</b>					
	<b>Loans from Bank</b>					
1	Gecl Loan	80.00	74.33	7.95%	60 Months	ECLGS SCHEME
2	Hdfc Bolero Loan	6.97	2.40	8.20%	60 Months	VEHICLE
3	Hdfc Bolero New	8.73	3.15	8.10%	60 Months	VEHICLE
4	HDFC NEW BUSINESS LOAN	60.00	54.17	13.75%	48 Months	BUSINESS LOAN
5	ICICI LOAN	100.00	83.82	13.75%	36 Months	PERSONAL LOAN
6	Jk Bank Loan	475.00	399.79	8.80%	120 Months	LAND
7	Kotak Mahindra Bank Ltd Loan	49.90	41.71	14.50%	36 Months	PERSONAL GUARANTEE SAHIL GUPTA & SUMAN GUPTA
8	ICICI Loan - Vehicle Loan	50.00	31.09	7.30%	60 Months	VEHICLE
9	Msme Loan	160.00	34.85	9.25%	48 Months	ECLGS SCHEME
	<b>Unsecured Loan</b>					
	<b>Loans from Financial Institution</b>					
1	L & T FINANCE BUSINESS LOAN	50.17	43.13	15.50%	36 Months	Unsecured
2	CLIX CAPITAL SERVICES PVT LTD	50.00	43.93	15.50%	36 Months	Unsecured
3	FEDBANK FINANCIAL SERVICES	40.10	36.48		37 Months	Unsecured
4	KISETSU SAISON FINANCE INDIA	50.00	33.12	15.50%	13 Months	Unsecured
5	SMFG INDIA CREDIT COMPANY	40.80	33.82	15.50%	24 Months	Unsecured
6	TATA CAPITAL FINANCIAL ( LOAN )	40.14	32.68	15.50%	24 Months	Unsecured
	<b>Loans from Bank</b>					
7	YES BANK ( LOAN )	50.00	44.33	15.75%	36 Months	Unsecured
	<b>Total</b>	<b>1,311.82</b>	<b>992.79</b>			
	<b>(b) Loans from Directors</b>					
1	Sahil Gupta	-	787.74	12.00%		NA
2	Suman Gupta	-	0.71	12.00%		NA
3	Palvi Gupta	-	25.09	12.00%		NA
	<b>Total</b>	<b>-</b>	<b>1,806.33</b>			

I.3.1 Loan from Director & Shareholders is unsecured in nature for long term. Tenure of the same is not prescribed. Interest rate is 12 % p.a.

B D Security Limited (formerly known as "B D Security Private Limited")

CIN: U74920JK2006PLC002638

**Annexure - I.4**

**Restated Statement of Long Term Provision**

(₹ in Lakhs)

Particulars	As At 31/03/2024	As At 31/03/2023	As At 31/03/2022
Provision for Gratuity	2.90	1.53	0.36
<b>Total</b>	<b>2.90</b>	<b>1.53</b>	<b>0.36</b>

**Annexure - I.5**

**Restated Statement of Short Tem Borrowings**

Particulars	As At 31/03/2024	As At 31/03/2023	As At 31/03/2022
J&K Bank - Cash	1,889.45	1,675.30	760.99
J&K Bank - Secured Over Draft	12.83	16.03	20.39
ICICI Bank - 02	149.06	-	161.80
Jammu Rural Bank	46.23	-	-
HDFC Bank - 128	-	-	162.51
HDFC Bank	1,899.64	-	-
(a) Current Maturity of long term debt	316.59	257.83	137.42
<b>Total</b>	<b>4,313.80</b>	<b>1,949.16</b>	<b>1,243.11</b>

**B D Security Limited (formerly known as "B D Security Private Limited")**

**CIN: U74920JK2006PLC002638**

Lender	Natur of Loan	Sanctioned Amount	Outstanding as on 31/03/2024	Period of Repayment	Rate of Interest	Security
J&K Bank	Cash Credit	1,895.00	1,889.45	Repayable on Demand. Facility is valid for a period of One year subject to renewal/review after 12 Months.	RRLR+0.95% (Present applicable ROI of 8.80%) i.e., after a concession of 100bps from the applicable Risk Based Pricing of RRLR+1.95% (The Interest per annum means interest for 365 days irrespective of leap year).	<p><b><u>Primary Security</u></b> Hypothecation of all kinds of book debt/ receivable and other current assets</p> <p><b><u>Collateral Security</u></b> 1. Extension of charge over mortgage of residential house standing in the name of Mrs. Suman Gupta. 2. Extension of charge on property being land standing in the name of Mr. Sahil Gupta. 3. Extension of charge by way of mortgage of property i.e FCI Godown at land.</p>
HDFC Bank	*Cash Credit	1,894.99	1,899.64	Repayable on Demand. Facility is valid for a period of One year subject to renewal/review after 12 Months.	Current Reference Rate is 7.03%	<p><b><u>Primary Security</u></b> Fixed Deposits, Stock</p> <p><b><u>Collateral Security</u></b> Guarantees Of Directors, Industrial Property Used For Commercial Activity, Residential Property</p>
			<b>3,789.09</b>			

*\*Note: Amount of ₹ 1894.99 lakhs in Short Term Borrowing is held as cash in form of Demand Draft which is not en-cashed as at March 31, 2024).*

**B D Security Limited (formerly known as "B D Security Private Limited")**

CIN: U74920JK2006PLC002638

**Annexure - I.6****Restated Statement of Trade Payable****(₹ in Lakhs)**

Particulars	As At 31/03/2024	As At 31/03/2023	As At 31/03/2022
Micro, Small and Medium Enterprises	72.90	-	-
Others	256.13	218.52	155.37
<b>Total</b>	<b>329.03</b>	<b>218.52</b>	<b>155.37</b>

**(a) Ageing schedule:****Balance as at 31 March, 2024****(₹ in Lakhs)**

Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years
(i) MSME	72.90	-	-	-
(ii) Others	256.13	-	-	-
(iii) Disputed dues - MSME	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-
<b>Total</b>	<b>329.03</b>	<b>-</b>	<b>-</b>	<b>-</b>

**Balance as at 31st March, 2023****(₹ in Lakhs)**

Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years
(i) MSME	-	-	-	-
(ii) Others	218.52	-	-	-
(iii) Disputed dues - MSME	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-
<b>Total</b>	<b>218.52</b>	<b>-</b>	<b>-</b>	<b>-</b>

**Balance as at 31st March 2022****(₹ in Lakhs)**

Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years
(i) MSME	-	-	-	-
(ii) Others	155.37	-	-	-
(iii) Disputed dues - MSME	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-
<b>Total</b>	<b>155.37</b>	<b>-</b>	<b>-</b>	<b>-</b>

**(b) Dues payable to Micro and Small Enterprises:****(₹ in Lakhs)**

Particulars	As At 31/03/2024	As At 31/03/2023	As At 31/03/2022
Principal amount remaining unpaid to any supplier as at the year end	72.90	-	-
Interest due on the above mention principal amount remaining unpaid to any supplier as	-	-	-
Amount of the interest paid by the Company in terms of Section 16	-	-	-
Amount of the interest due and payable for the period of delay in making payment but without adding the interest specified under the MSMED Act	-	-	-
Amount of interest accrued and remainig unpaid at the end of the accounting year	-	-	-

**Annexure - I.7****Restated Statement of Other Current Liabilities****(₹ in Lakhs)**

<b>Particulars</b>	<b>As At 31/03/2024</b>	<b>As At 31/03/2023</b>	<b>As At 31/03/2022</b>
Advances from Customers	-	-	-
Statutory Dues & Other Current Liabilities	303.65	237.73	287.19
Employee Benefit Payable	93.74	107.94	154.94
Other payable	0.60	0.64	0.64
<b>Total</b>	<b>397.99</b>	<b>346.31</b>	<b>442.77</b>

**Annexure - I.8****Restated Statement Short Term Provisions****(₹ in Lakhs)**

<b>Particulars</b>	<b>As At 31/03/2024</b>	<b>As At 31/03/2023</b>	<b>As At 31/03/2022</b>
Provision for Gratuity Expense	0.44	0.18	0.01
Provision for tax	272.07	112.24	49.43
<b>Total</b>	<b>272.52</b>	<b>112.42</b>	<b>49.43</b>

**B D Security Limited (formerly known as "B D Security Private Limited")**  
**CIN: U74920JK2006PLC002638**

**Annexure - I.9**

**Restated Statement of Property Plant & Equipment**

(₹ in Lakhs)

	Fixed Assets	Gross Block				Accumulated Depreciation				Net Block	
		Balance as at 1 April 2023	Additions	Disposals	Balance as at 31 March, 2024	Balance as at 1 April 2023	Depreciation charge for the year	On disposals	Balance as at 31 March, 2024	Balance as at 31 March, 2024	Balance as at 31 March 2023
I.	<b>Property Plant &amp; Equipment</b>										
	Freehold Land	671.31	0.60	-	671.91	-	-	-	-	671.91	671.31
	Plant and Equipment	129.05	10.61	-	139.66	67.42	10.09	-	77.51	62.16	61.64
	Furniture and Fixtures	164.71	18.08	-	182.79	80.24	15.98	-	96.22	86.57	84.47
	Office equipment	17.60	2.82	-	20.42	4.57	2.05	-	6.62	13.80	13.03
	Motor Vehicles	104.54	-	-	104.54	51.64	13.70	-	65.33	39.21	52.90
	Computers	61.68	15.49	-	77.18	43.66	10.67	-	54.32	22.85	18.03
	<b>Total Tangible Assets</b>	<b>1,148.90</b>	<b>47.60</b>	<b>-</b>	<b>1,196.50</b>	<b>247.52</b>	<b>52.49</b>	<b>-</b>	<b>300.01</b>	<b>896.50</b>	<b>901.38</b>
II.	<b>Intangible Assets</b>										
	Computer Software	-	1.00	-	1.00	-	0.42	-	0.42	0.59	-
	<b>Total Intangible Assets</b>	<b>-</b>	<b>1.00</b>	<b>-</b>	<b>1.00</b>	<b>-</b>	<b>0.42</b>	<b>-</b>	<b>0.42</b>	<b>0.59</b>	<b>-</b>
III.	<b>Capital Work In Progress</b>										
	<b>Total</b>		<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
	<b>Total</b>	<b>1,148.90</b>	<b>48.61</b>	<b>-</b>	<b>1,197.51</b>	<b>247.52</b>	<b>52.90</b>	<b>-</b>	<b>300.42</b>	<b>897.09</b>	<b>901.38</b>



Annexure - I.9  
Restated Statement of Property Plant & Equipment

(₹ in Lakhs)  
(₹ in Lakhs)

	Fixed Assets	Gross Block				Accumulated Depreciation				Net Block	
		Balance as at 1 April 2022	Additions	Disposals	Balance as at 31st March, 2023	Balance as at 1 April 2022	Depreciation charge for the year	On disposals	Balance as at 31st March, 2023	Balance as at 31st March, 2023	Balance as at 31 March 2022
I.	<b>Property Plant &amp; Equipment</b>										
	Freehold Land	-	671.31	-	671.31	-	-	-		671.31	-
	Plant and Equipment	106.53	22.52	-	129.05	59.37	8.05	-	67.42	61.64	47.16
	Furniture and Fixtures	131.62	33.09	-	164.71	67.56	12.68	-	80.24	84.47	64.06
	Office equipment	17.05	0.55	-	17.60	2.50	2.07	-	4.57	13.03	14.55
	Motor Vehicles	99.29	5.25	-	104.54	33.88	17.76	-	51.64	52.90	65.41
	Computers	47.62	14.06	-	61.68	37.63	6.02	-	43.66	18.03	9.99
	<b>Total Tangible Assets</b>	<b>402.11</b>	<b>746.79</b>	<b>-</b>	<b>1,148.90</b>	<b>200.94</b>	<b>46.57</b>	<b>-</b>	<b>247.52</b>	<b>901.38</b>	<b>201.17</b>
II.	<b>Capital Work In Progress</b>		-	-	-					-	-
	<b>Total</b>		-	-	-	-	-	-	-	-	-
	<b>Total</b>	<b>402.11</b>	<b>746.79</b>	<b>-</b>	<b>1,148.90</b>	<b>200.94</b>	<b>46.57</b>	<b>-</b>	<b>247.52</b>	<b>901.38</b>	<b>201.17</b>

(₹ in Lakhs)

	Fixed Assets	Gross Block				Accumulated Depreciation				Net Block	
		Balance as at 1 April 2021	Additions	Disposals	Balance as at 31st March, 2022	Balance as at 1 April 2021	Depreciation charge for the year	On disposals	Balance as at 31st March, 2022	Balance as at 31st March, 2022	Balance as at 31 March 2021
I.	<b>Property Plant &amp; Equipment</b>										
	Plant and Equipment	90.83	15.70	-	106.53	52.78	6.59	-	59.37	47.16	38.05
	Furniture and Fixtures	81.21	50.41	-	131.62	62.37	5.19	-	67.56	64.06	18.83
	Office equipment	9.34	7.71	-	17.05	0.45	2.05	-	2.50	14.55	8.89
	Motor Vehicles	41.79	57.51	-	99.29	25.07	8.81	-	33.88	65.41	16.71
	Computers	41.74	5.89	-	47.62	32.39	5.24	-	37.63	9.99	9.34
	<b>Total Tangible Assets</b>	<b>264.90</b>	<b>137.21</b>	<b>-</b>	<b>402.11</b>	<b>173.07</b>	<b>27.88</b>	<b>-</b>	<b>200.94</b>	<b>201.17</b>	<b>91.84</b>
II.	<b>Capital Work In Progress</b>		-	-	-					-	-
	<b>Total</b>		-	-	-	-	-	-	-	-	-
	<b>Total</b>	<b>264.90</b>	<b>137.21</b>	<b>-</b>	<b>402.11</b>	<b>173.07</b>	<b>27.88</b>	<b>-</b>	<b>200.94</b>	<b>201.17</b>	<b>91.84</b>

**Annexure - I.10**

**Restated Statement of Non-Current Investments**

(₹ in Lakhs)

Particulars	As At 31/03/2024	As At 31/03/2023	As At 31/03/2022
<b>Non-Current Investments:</b>			
Investment in Property	15.81	15.81	15.81
<b>Total</b>	<b>15.81</b>	<b>15.81</b>	<b>15.81</b>

**Annexure - I.11**

**Restated Statement of Other Non Current Assets**

(₹ in Lakhs)

Particulars	As At 31/03/2024	As At 31/03/2023	As At 31/03/2022
Security Deposits	156.28	196.16	148.84
<b>Total</b>	<b>156.28</b>	<b>196.16</b>	<b>148.84</b>

**Annexure - I.12**

**Restated Statement of Deferred Tax Assets (Net)**

(₹ in Lakhs)

Particulars	As At 31/03/2024	As At 31/03/2023	As At 31/03/2022
<b>Deferred Tax Liability</b>			
On account of timing difference in Depreciation	-	-	-
<b>Deferred Tax Assets</b>			
On account of timing difference Expenses Disallowed U/s. 43B of I.T. Act., 1961	7.03	4.87	6.16
<b>Total</b>	<b>7.03</b>	<b>4.87</b>	<b>6.16</b>

\*Deferred tax assets and deferred tax liabilities have been offset as they related to the same governing tax laws.

**Annexure - I.13**

**Restated Statement of Inventories (Valued at Cost or NRV which ever is lower)**

(₹ in Lakhs)

Particulars	As At 31/03/2024	As At 31/03/2023	As At 31/03/2022
a. Raw Materials and components			
b. Finished goods	592.01	592.35	139.02
c. Stock-in-trade		-	-
d. Waste	-	-	-
<b>Total</b>	<b>592.01</b>	<b>592.35</b>	<b>139.02</b>

**Annexure - I.14**

**Restated Statement of Trade receivables**

(₹ in Lakhs)

Particulars	As At 31/03/2024	As At 31/03/2023	As At 31/03/2022
Trade Receivables, Unsecured	3,246.64	1,487.21	1,470.10
<b>Total</b>	<b>3,246.64</b>	<b>1,487.21</b>	<b>1,470.10</b>

Age of receivables

As At 31/03/2024

Particulars	Less than 6 months	6 Months - 1 year	1-2 years	2-3 years	More than 3 years
<b>Undisputed</b>					
Trade receivables - Considered good	3,113.19	133.45	-	-	-
Trade receivables - doubtful debt	-	-	-	-	-
<b>Disputed</b>					
Trade receivables - Considered good	-	-	-	-	-
Trade receivables - doubtful debt	-	-	-	-	-
<b>Total</b>	<b>3,113.19</b>	<b>133.45</b>	<b>-</b>	<b>-</b>	<b>-</b>

As At 31/03/2023

Particulars	Less than 6 months	6 Months - 1 year	1-2 years	2-3 years	More than 3 years
<b>Undisputed</b>					
Trade receivables - Considered good	1,487.21	-	-	-	-
Trade receivables - doubtful debt	-	-	-	-	-
<b>Disputed</b>					
Trade receivables - Considered good	-	-	-	-	-
Trade receivables - doubtful debt	-	-	-	-	-
<b>Total</b>	<b>1,487.21</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

As at 31/03/2022

Particulars	Less than 6 months	6 Months - 1 year	1-2 years	2-3 years	More than 3 years
<b>Undisputed</b>					
Trade receivables - Considered good	1,470.10	-	-	-	-
Trade receivables - doubtful debt	-	-	-	-	-
<b>Disputed</b>					
Trade receivables - Considered good	-	-	-	-	-
Trade receivables - doubtful debt	-	-	-	-	-
<b>Total</b>	<b>1,470.10</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

**Annexure - I.15**

**Restated Statement of Cash and Bank Balance**

(₹ in Lakhs)

Particulars	As At 31/03/2024	As At 31/03/2023	As At 31/03/2022
<b>Cash and Cash Equivalents</b>			
Bank Balance			
(i) In current accounts	1,894.99	18.99	2.62
(ii) In fixed deposit	15.83	82.97	687.20
(iii) In foreign currency account	-	-	-
Cash on Hand	5.70	7.80	12.68
<b>Total</b>	<b>1,916.52</b>	<b>109.77</b>	<b>702.50</b>

\*Note: Amount of ₹ 1894.99 lakhs in Short Term Borrowing is held as cash in form of Demand Draft which is not en-cashed as at March 31, 2024).

**Annexure - I.16**

**Restated Statement of Short Term Loans And Advances**

(₹ in Lakhs)

Particulars	As At 31/03/2024	As At 31/03/2023	As At 31/03/2022
<b>a) Loans and Advances to Related Party</b>			
Loans and Advances to Related Party	0.50	84.62	-
<b>b) Loans and Advances to others</b>			
Balance With Govt Authority	266.93	282.50	193.43
Loans and Advances to employees/other	1.43	58.20	38.40
<b>Total</b>	<b>268.86</b>	<b>425.32</b>	<b>231.83</b>

**Annexure - I.17**

**Restated Statement of Other current assets**

(₹ in Lakhs)

Particulars	As At 31/03/2024	As At 31/03/2023	As At 31/03/2022
Interest receivable	-	12.88	12.88
Unbilled Revenue	1,383.48	477.20	-
Prepaid Expense	115.66	-	-
<b>Total</b>	<b>1,499.13</b>	<b>490.08</b>	<b>12.88</b>

**Annexure - II.1**

**Restated Statement of Revenue from operations**

(₹ in Lakhs)

Particulars	For the period ended 31/03/2024	For the year ended 31/03/2023	For the year ended 31/03/2022
Sales of Services	11,859.20	8,445.67	5,708.57

**Notes:**

**\*Geographicalwise Revenue Bifurcation**

Particulars	For the period ended 31/03/2024	For the year ended 31/03/2023	For the year ended 31/03/2022
Within India	11,859.20	8,445.67	5,708.57
Outside India	-	-	-
<b>Total</b>	<b>11,859.20</b>	<b>8,445.67</b>	<b>5,708.57</b>

**State-wise Revenue Bifurcation**

Particulars	For the period ended 31/03/2024	For the year ended 31/03/2023	For the year ended 31/03/2022
Jammu & Kashmir	10,249.80	7,282.78	4,986.27
Himachal Pradesh	53.50	48.39	60.62
Punjab	384.02	323.47	328.18
Tamil Nadu	1,171.88	791.03	333.51
<b>Total</b>	<b>11,859.20</b>	<b>8,445.67</b>	<b>5,708.57</b>

**Segment-wise Revenue Bifurcation**

Particulars	For the period ended 31/03/2024	For the year ended 31/03/2023	For the year ended 31/03/2022
Security Services	6,776.15	5,546.71	3,432.12
Telecom Operation and Maintenance Service	5,083.05	2,898.97	2,276.45
<b>Total</b>	<b>11,859.20</b>	<b>8,445.67</b>	<b>5,708.57</b>

**Annexure - II.2**

**Restated Statement of Other income**

(₹ in Lakhs)

Particulars	For the period ended 31/03/2024	For the year ended 31/03/2023	For the year ended 31/03/2022
Interest Income	13.59	13.42	40.34
Other Misc Income	1.38	0.24	0.99
Balances Written off	-	72.09	39.44
<b>Total</b>	<b>14.97</b>	<b>85.74</b>	<b>80.77</b>

**Annexure - II.3**

**Restated Statement of Cost of materials consumed**

(₹ in Lakhs)

Particulars	For the period ended 31/03/2024	For the year ended 31/03/2023	For the year ended 31/03/2022
Inventories at the beginning of the year	592.35	139.02	113.38
Add: Purchases during the year	-	501.80	182.65
	592.35	640.82	296.03
Less: Closing stock at the end of the year	592.01	592.35	139.02
<b>Cost of materials consumed</b>	<b>0.34</b>	<b>48.47</b>	<b>157.01</b>

**Annexure - II.4**

**Restated Statement of Purchases of stock-in-trade**

(₹ in Lakhs)

Particulars	For the period ended 31/03/2024	For the year ended 31/03/2023	For the year ended 31/03/2022
Purchases of stock-in-trade	-	-	-
<b>Purchases of stock-in-trade</b>	<b>-</b>	<b>-</b>	<b>-</b>

B D Security Limited (formerly known as "B D Security Private Limited")

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Annexure - II.5

Restated Statement of Changes in inventories of finished goods and work-in-progress

(₹ in Lakhs)

Particulars	For the period ended 31/03/2024	For the year ended 31/03/2023	For the year ended 31/03/2022
<b>Inventories at the end of the year:</b>			
(a) Finished goods	-	-	-
(b) Work-in-progress	-	-	-
(c) Stock-in-trade	-	-	-
(d) Waste	-	-	-
	-	-	-
<b>Inventories at the beginning of the year:</b>			
(a) Finished goods	-	-	-
(b) Work-in-progress	-	-	-
(c) Stock-in-trade	-	-	-
(d) Waste	-	-	-
	-	-	-
<b>Net (increase) / decrease</b>	-	-	-

Annexure - II.6

Restated Statement of Employee benefits expense

(₹ in Lakhs)

Particulars	For the period ended 31/03/2024	For the year ended 31/03/2023	For the year ended 31/03/2022
(a) Salaries and wages	7,708.55	6,077.86	3,989.91
(b) Director's Remuneration	59.50	36.00	36.00
(c) Staff welfare expenses	17.29	6.05	4.54
(d) Contributions to Provident and other funds	898.85	675.58	385.55
<b>Total</b>	<b>8,684.20</b>	<b>6,795.49</b>	<b>4,416.00</b>

Annexure - II.7

Restated Statement of Finance costs

(₹ in Lakhs)

Particulars	For the period ended 31/03/2024	For the year ended 31/03/2023	For the year ended 31/03/2022
Interest Expense	314.64	185.30	104.13
Interest -Other	-	8.47	1.83
<b>Total</b>	<b>314.64</b>	<b>193.77</b>	<b>105.96</b>

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**Annexure - II.8****Restated Statement of Other expenses**

(₹ in Lakhs)

Particulars	For the period ended 31/03/2024	For the year ended 31/03/2023	For the year ended 31/03/2022
Contract Payment to Related Party	200.18	155.14	133.26
Audit Fees	0.60	0.30	0.30
Advertisement Expenses	4.44	3.21	1.69
Bank Charges	23.79	12.19	9.88
Bad Debts	-	-	31.96
Brokerage Exp.	-	0.56	-
Carriage & Cartage	0.18	0.05	4.36
Computer Expenses	-	-	0.06
Conveyance Expenses	22.64	9.18	13.65
Consumables Exp	105.95	6.79	-
Consultancy Expenses	4.68	35.50	60.37
Discounts & Recoveries	-	0.58	1.33
EPF Admin Charges	-	41.51	25.66
Fibre Exp.	-	45.43	-
Fee & Subscription	1.69	2.92	2.96
Festival Expenses	-	5.71	3.07
Legal Expenses	6.26	2.44	3.83
General Misc. Exp	11.79	20.00	-
Insurance Expense	6.59	2.91	4.13
IT & Software Expenses	2.12	3.09	0.04
Office Maintenance Expenses	-	0.34	1.33
Operation & Maintenance Expenses	191.63	7.55	54.74
Postage & Courier Expenses	4.11	1.52	1.10
Printing & Stationery	6.44	3.49	3.45
Professional & Certificate Fee	4.42	3.76	0.42
Rent	132.37	79.78	70.26
Repair & Maintenance	7.61	9.09	43.35
Travelling Expenses	-	13.56	7.37
Uniforms	101.40	26.01	29.92
Vehicle/Machine hiring Charges	854.54	477.48	347.70
Traing Expense	3.06	2.73	1.01
Water & Electricity Expenses	4.65	4.87	5.68
Tender Expenses	-	1.76	6.88
Telephone Charges & Internet Expenses	23.49	16.68	15.70
Expense Written Off	25.35	-	-
<b>Total (A+B+C)</b>	<b>1,749.97</b>	<b>996.13</b>	<b>885.47</b>
<b>(i) Payments to the auditors comprises</b>			
- As Auditors	0.60	0.30	0.30
- Other services	-	-	-
<b>(ii) Expenditure on Corporate Social Responsibility</b>			
Gross Amt. required to be spent by the Company during the period	-	-	-
Amount spent in cash during the year	-	-	-
<b>Total</b>			<b>0.30</b>

**Annexure - II.9****Restated Statement of Earning Per Equity Share**

(₹ in Lakhs)

Particulars	For the period ended 31/03/2024	For the year ended 31/03/2023	For the year ended 31/03/2022
<b>Before Exceptional Itmes</b>			
1. Net Profit after tax as per Statement of Profit and Loss attributable to Equity Shareholders (Rs. in Lakhs)	801.87	337.14	147.34
2. Weighted Average number of equity shares used as denominator for calculating EPS	11,000,000	11,000,000	11,000,000
<b>3. Basic and Diluted Earning per Share (On Face value of Rs. 100/ per share)</b>	<b>7.29</b>	<b>3.06</b>	<b>1.34</b>

**ANNEXURE –V**

**Notes to the Re-stated Financial Statements:**

**I. Additional regulatory information**

**(a) Details of crypto currency or virtual currency**

The Company has neither traded nor invested in Crypto currency or Virtual Currency during the period ended on March 31, 2024 and for the year ended on March 31, 2023, & 2022. Further, the Company has also not received any deposits or advances from any person for the purpose of trading or investing in Crypto Currency or Virtual Currency.

**(b) Undisclosed income**

During the Period, the Company has not surrendered or disclosed as income any transactions not recorded in the books of accounts in the course of tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

**(c) Relationship with struck off companies**

The Company does not have any transactions with the companies struck off under section 248 of the Companies Act, 2013 or section 560 of the Companies Act, 1956 during the period ended on March 31, 2024 and for the year ended on March 31, 2023, & 2022.

**(d) Compliance with numbers of layers of companies**

The Company is in compliance with the number of layers of companies in accordance with clause 87 of Section 2 of the Act read with the Companies (Restriction on number of Layers) Rules, 2017 during the period ended on March 31, 2024 and for the year ended on March 31, 2023, & 2022.

**(e) Utilisation of borrowed funds and share premium**

During the period ended on March 31, 2024 and for the year ended on March 31, 2023, & 2022, the Company has not advanced or loaned or invested funds (either borrowed funds or share premium or kind of funds) to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary shall:

- i) 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
- ii) provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries.

During the period ended on March 31, 2024 and for the year ended on March 31, 2023, & 2022, the Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:

- i) 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
- ii) provide any guarantee, security, or the like on behalf of the ultimate beneficiaries.

**(f) The Company has not been declared Wilful Defaulter by any bank or financial institution or government or any government authority.**

**(g) No proceeding have been initiated nor pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.**

**VI. Non-adjustment Items:**

No Audit qualifications for the respective periods which require any corrective adjustment in these Restated Financial Statements of the Company have been pointed out during the restated period.

**II. Material Regroupings:**

Appropriate adjustments have been made in the restated summary statements of Assets and Liabilities Profits and Losses and Cash flows wherever required by reclassification of the corresponding items of income expenses assets and liabilities in order to bring them in line with the requirements of the SEBI Regulations.



III. Material Adjustments in Restated Profit & Loss Account:

Particulars	(₹ in Lakhs)		
	For the Period Ended		
	31-03-24	31-03-23	31-03-22
<b>Profit After Tax as per Books of Accounts</b>	<b>803.51</b>	<b>338.49</b>	<b>149.98</b>
Adjustment of Legal Expense	-	-	(2.59)
Adjustment for provision of Depreciation	-	-	-
Adjustment for provision of Income Tax	-	-	0.31
Adjustment for provision of Deferred Tax	-	-	-
Adjustment for provision of Gratuity Expense	(1.63)	(1.35)	(0.36)
<b>Profit After Tax as per Restated</b>	<b>801.87</b>	<b>337.14</b>	<b>147.34</b>

Material Adjustments in Restated Reserve & Surplus:

Particulars	(₹ in Lakhs)		
	For the Period Ended		
	31-03-24	31-03-23	31-03-22
<b>Reserve &amp; Surplus as per Books of Accounts</b>	<b>1,696.41</b>	<b>910.89</b>	<b>752.40</b>
Adjustment of Legal Expense	-	-	-
Adjustment for provision of Depreciation	(14.25)	-	-
Adjustment for provision of Income Tax	0.31	0.31	0.31
Adjustment for provision of Deferred Tax	-	-	-
Adjustment for provision of Gratuity Expense	(3.35)	(1.71)	(0.36)
<b>Profit After Tax as per Restated</b>	<b>1,679.13</b>	<b>909.49</b>	<b>752.35</b>

IV. Details of dues to Micro and Small Enterprises as defined under the MSMED Act, 2006

Based on the information available with the Company in respect of MSME (as defined in the Micro, Small and Medium Enterprises Development Act, 2006) there are no delays in payment of dues to such enterprise during the year.

The identification of Micro, Small and Medium Enterprises Suppliers as defined under "The Micro, Small and Medium Enterprises Development Act, 2006" is based on the information available with the management. As certified by the management, the amounts overdue as on March 31, 2024 & March 31, 2023, & 2022 to Micro, Small and Medium Enterprises on account of principal amount together with interest, aggregate to Rs. Nil.

I. Other figures of the previous years have been regrouped / reclassified and / or rearranged wherever necessary.

II. The balance of Sundry Creditors, Sundry Debtors, Loans Advances, Unsecured Loans, and Current Liabilities are subject to confirmation and reconciliation.

- V. As required under SEBI (ICDR) Regulations, the statement of assets and liabilities has been prepared after deducting the balance outstanding on revaluation reserve account from both fixed assets and reserves and the net worth arrived after such deductions.

VI. Provision for Gratuity

The benefits payable under this plan are governed by "Gratuity Act 1972". Under the Act, employee who has completed five years of service is entitled to specific benefit. The level of benefit provided depends on the member's length of services and salary at retirement age.

The following tables summarise the components of net benefit expense recognised in the summary statement of profit or loss and the funded status and amounts recognised in the statement of assets and liabilities for the respective plans:

1. The disclosure in respect of the defined Gratuity Plan are given below:

Particulars	For the Period Ended		
	31-03-24	31/03/2023	31-03-22
<b>Assumptions - Economic</b>			
Discount Rate	7.10%	7.40%	6.80%
Salary Escalation Rate	7.00%	7.00%	7.00%
<b>Assumptions - Demographic</b>			
Retirement Age	60	60	60
Employee Turnover/ Withdrawal Rate	5% to 1%	5% to 1%	5% to 1%
Mortality Rate	Indian Assured Lives Mortality (2012-14) Ult.	Indian Assured Lives Mortality (2012-14) Ult.	Indian Assured Lives Mortality (2012-14) Ult.

2. Change in the Present value of Defined Benefit obligations

Particulars	For the Period Ended		
	31-03-24	31/03/2023	31-03-22
<b>Defined Benefit Obligation, Beginning of Period</b>	<b>1.71</b>	<b>0.36</b>	-
Current Service cost	2.05	1.42	0.36
Interest cost	0.12	0.03	-
Benefits paid	-	-	-
Actuarial losses / (gains)	(0.54)	(0.10)	-
<b>Defined Benefit Obligation, End of Period</b>	<b>3.35</b>	<b>1.71</b>	<b>0.36</b>

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**3. Change in the Fair Value of Plan Assets**

Particulars	For the Period Ended		
	31-03-24	31/03/2023	31-03-22
<b>Fair value of Plan Assets, Beginning of Period</b>			
Expected Return on Plan Assets	-	-	-
Company Contributions	-	-	-
Benefits paid	-	-	-
Actuarial gains / (losses)	-	-	-
<b>Fair Value of Plan Assets as at the End of the year</b>	-	-	-

**4. Expenses recognized in Profit and loss**

Particulars	For the Period Ended		
	31-03-24	31/03/2023	31-03-22
Current Service Cost	2.05	1.42	0.36
Interest on obligation	0.12	0.03	-
Expected return on plan assets	-	-	-
Net actuarial losses (gains) recognised in the year	(0.54)	(0.10)	-
<b>Expense recognised in P &amp; L</b>	<b>1.63</b>	<b>1.35</b>	<b>0.36</b>

**5. Amount recognised in Balance Sheet**

Particulars	For the Period Ended		
	31-03-24	31/03/2023	31-03-22
Balance Sheet (Asset)/Liability, Beginning of Period	3.35	1.71	0.36
Fair Value of Plan Asset	-	-	-
<b>Net Liability / (Asset) recognised in Balance Sheet</b>	<b>3.35</b>	<b>1.71</b>	<b>0.36</b>

**6. Detail of Gratuity Expense and Provision Amount**

Particulars	For the Period Ended		
	31-03-24	31/03/2023	31-03-22
Current Liability	0.44	0.18	0.01
Non-current Liability	2.90	1.53	0.36
<b>Total Liability at the end of the Year</b>	<b>3.35</b>	<b>1.71</b>	<b>0.36</b>
<b>Total Gratuity Expense Recognized</b>	<b>3.35</b>	<b>1.71</b>	<b>0.36</b>

**VII. Trade Receivables, Trade Payables, Borrowings, Loans & Advances and Deposits**

Balances of Trade Receivables, Trade Payables, Borrowings and Loans & Advances and Deposits are subject to confirmation.

**VIII. Re-grouping/re-classification of amounts**

The figures have been grouped and classified wherever they were necessary.

**IX. Examination of Books of Accounts & Contingent Liability**

The list of books of accounts maintained is based on information provided by the assessee and is not exhaustive. The information in audit report is based on our examination of books of accounts presented to us at the time of audit and as per the information and explanation provided by the assessed at the time of audit.

**X. Director Personal Expenses**

There are no direct personal expenses debited to the profit and loss account. However, personal expenditure if included in expenses like telephone, vehicle expenses etc. are not identifiable or separable.

**XI. Deferred Tax Asset / Liability: [AS-22]**

The company has created Deferred Tax Asset / Liability as required by Accounting Standard (AS) - 22.

**XII. Corporate Social Responsibility (CSR) is not applicable to the Company and hence details not provided.**

**ANNEXURE –VI**

**Statement of Accounting & Other Ratios, As Restated**

<b>Particulars</b>	<b>31-03-24</b>	<b>31-03-23</b>	<b>31-03-22</b>
Net Profit as Restated (A)	801.87	337.14	147.34
Add: Depreciation	52.91	46.57	27.88
Add: Interest on Loan	314.64	193.77	105.96
Add: Income Tax/ Deferred Tax	270.24	113.84	49.68
Less: Other Income	(14.97)	(85.74)	(80.77)
<b>EBITDA</b>	<b>1,424.69</b>	<b>605.59</b>	<b>250.09</b>
<b>EBITDA Margin (%)</b>	<b>12.01%</b>	<b>7.17%</b>	<b>4.38%</b>
Net Worth as Restated (B)	1,793.38	1,009.49	772.34
<b>Return on Net worth (%) as Restated (A/B)</b>	<b>44.71%</b>	<b>33.40%</b>	<b>19.08%</b>
Equity Share at the end of year (in Nos.) (C)	1,000,000	100,000	20,000
Weighted No. of Equity Shares (before Bonus issue) (D)	1,000,000	1,000,000	1,000,000
Weighted No. of Equity Shares Considering Bonus Impact (E)	11,000,000	11,000,000	11,000,000
<b>Basic &amp; Diluted Earnings per Equity Share (before Bonus) (A/D)</b>	<b>80.19</b>	<b>33.71</b>	<b>14.73</b>
<b>Basic &amp; Diluted Earnings per Equity Share as Restated after considering Bonus Impact with retrospective effect (A/E)</b>	<b>7.29</b>	<b>3.06</b>	<b>1.34</b>
<b>Net Asset Value per Equity share as Restated (B/C)</b>	<b>179.34</b>	<b>100.95</b>	<b>77.23</b>
<b>Net Asset Value per Equity share as Restated after considering Bonus Impact with retrospective effect (B/E)</b>	<b>16.30</b>	<b>9.18</b>	<b>7.02</b>

Note:-

EBITDA Margin = EBITDA/Total Revenues

Earnings per share (₹) = Profit available to equity shareholders / Weighted No. of shares outstanding at the end of the year

Return on Net worth (%) = Restated Profit after taxation / Net worth x 100

Net asset value/Book value per share (₹) = Net worth / No. of equity shares

The Company does not have any revaluation reserves or extra-ordinary items.

**ANNEXURE –VI**

Sr. No.	Ratio	As At 31/03/2024	As At 31/03/2023	As At 31/03/2022
1	Current Ratio	1.42	1.18	1.35
2	Debt-Equity Ratio	3.24	2.51	1.95
3	Debt Service Coverage Ratio	1.10	0.64	0.61
4	Return on Equity (ROE)(%)	57.22%	37.84%	21.09%
5	Inventory Turnover Ratio	20.03	23.10	45.23
6	Trade receivables turnover ratio	5.01	5.71	3.83
7	Trade payables turnover ratio	-	2.68	1.13
8	Net capital turnover ratio	8.82	14.77	8.03
9	Net profit ratio(%)	6.76%	3.99%	2.58%
10	Return on capital employed (ROCE)(%)	24.65%	19.23%	11.94%
11	Return on investments(%)	27.51%	3.48%	5.87%

Sr. No.	Ratio	As At 31/03/2024	Notes	As At 31/03/2023	Notes
1	Current Ratio	19.78%	Refer A-1	-12.57%	
2	Debt-Equity Ratio	28.88%	Refer A-2	28.59%	Refer B-1
3	Debt Service Coverage Ratio	70.70%	Refer A-3	5.08%	
4	Return on Equity (ROE)(%)	51.20%	Refer A-4	79.45%	Refer B-2
5	Inventory Turnover Ratio	-13.29%		-48.94%	Refer B-3
6	Trade receivables turnover ratio	-12.28%		49.18%	Refer B-4
7	Trade payables turnover ratio	-100.00%	Refer A-5	137.06%	Refer B-5
8	Net capital turnover ratio	-40.24%	Refer A-6	83.90%	
9	Net profit ratio(%)	69.38%	Refer A-7	54.66%	Refer B-6
10	Return on capital employed (ROCE)(%)	28.19%	Refer A-8	61.10%	Refer B-7
11	Return on investments(%)	689.62%		-40.65%	Refer B-8

**Note : A Reasons for Variations:**

- 1 Current Ratio : It is decreased due to increase in Trade Receivable
- 2 Debt-Equity Ratio : It is increased due to increase in long term borrowings
- 3 Debt Service Coverage Ratio : It is increased as overall operating profit of company is increased
- 4 Return on Equity (ROE)(%) : The variance is due to increase in retained earnings
- 5 Trade payables turnover ratio : It is decreased due to increase in Trade payables
- 6 Net capital turnover ratio : It is decreased due to decreased in revenue from operation
- 7 Net profit ratio(%) :It is increased as overall operating profit of company is increased
- 8 Return on capital employed (ROCE)(%) :The variance is due to increase in capital employed

**Note : B Reasons for Variations:**

- 1 Debt-Equity Ratio : It is increased due to increase in long term borrowings
- 2 Return on Equity (ROE)(%) : It is increased as overall operating profit of company is increased
- 3 Inventory Turnover Ratio : It is decreased due to increase in Inventory
- 4 Trade receivables turnover ratio : It is increased due to increase in Sales
- 5 Trade payables turnover ratio : It is increased due to increase in purchase
- 6 Net profit ratio(%) :It is increased as overall operating profit of company is increased
- 7 Return on capital employed (ROCE)(%) :The variance is due to increase in capital employed
- 8 Return on investments(%) : It is increased as overall operating profit of company is increased

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**ANNEXURE –VII**

**Statement of Capitalization, As Restated**

**(₹ in Lakhs)**

Particulars	Pre-Issue	Post Issue*
	31-03-24	
<b>Debt :</b>		
Long Term Debt	1,489.74	[●]
Short Term Debt	4,313.80	[●]
<b>Total Debt</b>	<b>5,803.54</b>	-
<b>Shareholders Funds</b>		
Equity Share Capital	100.00	[●]
Reserves and Surplus	1,693.38	[●]
<b>Total Shareholders' Funds</b>	<b>1,793.38</b>	[●]
<i>Long Term Debt/ Shareholders' Funds</i>	<i>0.83</i>	<i>/●/</i>
<i>Total Debt / Shareholders Fund</i>	<i>3.24</i>	<i>/●/</i>

\*Note:-

- 1) "The post issue figures are as on 30.09.2023"
- 2) "The post issue figures are not available since issue price is not yet finalized"

ANNEXURE –VIII

Statement of Tax Shelter, As Restated

(₹ in Lakhs)

Particulars	As At		
	31-03-24	31-03-23	31-03-22
<b>Profit Before Tax as per books of accounts (A)</b>	<b>1,072.10</b>	<b>450.99</b>	<b>197.02</b>
-- Normal Tax rate	25.17%	25.17%	25.17%
-- Minimum Alternative Tax rate	0.00%	0.00%	0.00%
<b>Permanent differences</b>			
Other adjustments	1.63	1.35	0.36
Prior Period Item	-	-	-
<b>Total (B)</b>	<b>1.63</b>	<b>1.35</b>	<b>0.36</b>
<b>Timing Differences</b>			
Depreciation as per Books of Accounts	52.91	46.57	27.88
Depreciation as per Income Tax	44.37	41.44	28.90
Difference between tax depreciation and book depreciation	8.54	5.13	(1.02)
Other adjustments		-	-
Deduction under chapter VI-A			-
<b>Total (C)</b>	<b>8.54</b>	<b>5.13</b>	<b>(1.02)</b>
<b>Net Adjustments (D = B+C)</b>	<b>10.18</b>	<b>6.48</b>	<b>(0.66)</b>
<b>Total Income (E = A+D)</b>	<b>1,082.28</b>	<b>457.47</b>	<b>196.36</b>
Brought forward losses set off (Depreciation)	-	-	-
Tax effect on the above (F)	-	-	-
<b>Taxable Income/ (Loss) for the year/period (E+F)</b>	<b>1,082.28</b>	<b>457.47</b>	<b>196.36</b>
Tax Payable for the year	272.39	115.14	49.42
Tax payable as per MAT	-	-	-
Tax expense recognised	<b>272.39</b>	<b>115.14</b>	<b>49.42</b>
Tax payable as per normal rates or MAT (whichever is higher)	<b>Income Tax</b>	<b>Income Tax</b>	<b>Income Tax</b>

**ANNEXURE –IX**

**Statement of Related Party & Transactions :**

**List of Related Parties where Control exists and Relationships:**

Sr. No	Name of the Related Party	Relationship	
1)	Alliance Manufacturing (Proprietorship Firm)	Entities in which Key Management Personnel (KMP)/relative of KMP exercise significant influence	
2)	Alliance Outsourcing Private Limited		
3)	B D Security (Proprietorship Firm)		
4)	United Management Services		
4)	Sahil Gupta		Director
5)	Suman Gupta		Director
6)	Palvi Gupta	Director	

(₹ in Lakhs)

Transactions during the year:	For the period ended 31/03/2024	For the year ended 31/03/2023	For the year ended 31/03/2022
<b>Purchase of Goods</b>			
Alliance Manufacturing	101.97	40.76	12.27
<b>Purchase of Services</b>			
Alliance Outsourcing Private Limited	200.18	155.14	133.26
<b>Loan received from Related Parties</b>			
Alliance Outsourcing Private Limited	794.25	420.04	1,811.66
Alliance Manufacturing	9.18	6.48	0.65
B D Security	842.57	426.21	450.33
United Management Services	-	11.50	49.55
Sahil Gupta	835.89	65.00	262.59
Suman Gupta	40.75	92.80	-
Palvi Gupta	33.77	5.70	50.00
<b>Loan Repaid to Related Parties</b>			
Alliance Outsourcing Private Limited	791.54	422.75	1,937.47
Alliance Manufacturing	13.50	-	0.83
B D Security	781.74	487.04	344.11
United Management Services	6.50	5.00	49.39
Sahil Gupta	65.00	48.15	257.82
Suman Gupta	20.43	112.41	-
Palvi Gupta	13.18	1.20	50.00
<b>Director Remuneration</b>			
Sahil Gupta	27.75	24.00	12.00
Palvi Gupta	20.75	12.00	12.00
Suman Gupta	13.75	-	12.00
<b>Rent Expense</b>			
Sahil Gupta	60.18	42.48	31.82
Suman Gupta	12.00	12.00	12.00
Palvi Gupta	12.00	12.00	9.00

**B D Security Limited (formerly known as "B D Security Private Limited")**

CIN: U74920JK2006PLC002638

(₹ in Lakhs)

Outstanding Balance Receivables / (Payable)	As At 31/03/2024	As At 31/03/2023	As At 31/03/2022
<b>Trade payable</b>			
Alliance Manufacturing	15.14	5.08	3.65
Alliance Outsourcing Private Limited	-	-	-
Sahil Gupta	36.59	5.35	(0.50)
Suman Gupta	-	1.40	-
Palvi Gupta	12.52	6.70	-
<b>Outstanding Loans / Payable</b>			
Alliance Outsourcing Private Limited	(0.00)	(2.71)	0.00
Alliance Manufacturing	2.16	6.48	(0.00)
B D Security	0.00	(60.83)	0.00
United Management Services	0.00	6.51	0.00
Sahil Gupta	787.74	16.85	0.00
Suman Gupta	0.71	(19.61)	(0.00)
Palvi Gupta	25.09	4.50	-

**ANNEXURE –X****Statement of Dividends**

(₹ in Lakhs)

Particulars	For the period ended 31/03/2024	For the year ended 31/03/2023	For the year ended 31/03/2022
<b>Equity shares</b>			
Equity share capital (₹)	100.00	100.00	20.00
Number of equity shares	1,000,000.00	100,000.00	20,000.00
Face value per share (₹)			
<b>Dividend on equity shares</b>			
Final dividend rate	-	100.00	-
<b>Dividend paid on equity shares</b>			
Final dividend (₹)	-	<b>100.00</b>	-
Tax on dividend including surcharge (₹)	-	-	-

**ANNEXURE –XI****Changes in the Significant Accounting Policies**

There have been no changes in the accounting policies of the company for the period covered under audit except Provision for Gratuity Expense

**ANNEXURE –XII****Contingent Liabilities & Capital Commitment:**

a. Claims against the Company (including unasserted claims) not acknowledged as debt:

(₹ in Lakhs)

Particulars	As At 31/03/2024	As At 31/03/2023	As At 31/03/2022
Income Tax	0.12	0.12	0.12
TDS	6.32	3.23	0.76
<b>Total</b>	<b>6.43</b>	<b>3.34</b>	<b>0.88</b>

(₹ in Lakhs)

Capital Commitment	As At 31/03/2024	As At 31/03/2023	As At 31/03/2022
NIL	NIL	NIL	NIL



## OTHER FINANCIAL INFORMATION

### Statement of Accounting & Other Ratios, As Restated

(₹ in Lakhs)

Particulars	3/31/2024	3/31/2023	3/31/2022
Net Profit as Restated (A)	801.87	337.14	147.34
Add: Depreciation	52.91	46.57	27.88
Add: Interest on Loan	314.64	193.77	105.96
Add: Income Tax/ Deferred Tax	270.24	113.84	49.68
Less: Other Income	(14.97)	(85.74)	(80.77)
<b>EBITDA</b>	<b>1,424.69</b>	<b>605.59</b>	<b>250.09</b>
<b>EBITDA Margin (%)</b>	<b>12.01%</b>	<b>7.17%</b>	<b>4.38%</b>
Net Worth as Restated (B)	1,793.38	1,009.49	772.34
<b>Return on Net worth (%) as Restated (A/B)</b>	<b>44.71%</b>	<b>33.40%</b>	<b>19.08%</b>
Equity Share at the end of year (in Nos.) (C)	1,000,000	100,000	20,000
Weighted No. of Equity Shares (before Bonus issue) (D)	1,000,000	1,000,000	1,000,000
Weighted No. of Equity Shares Considering Bonus Impact (E)	11,000,000	11,000,000	11,000,000
<b>Basic &amp; Diluted Earnings per Equity Share (before Bonus issue) (A/D)</b>	<b>80.19</b>	<b>33.71</b>	<b>14.73</b>
<b>Basic &amp; Diluted Earnings per Equity Share as Restated after considering Bonus Impact with retrospective effect (A/E)</b>	<b>7.29</b>	<b>3.06</b>	<b>1.34</b>
<b>Net Asset Value per Equity share as Restated (B/C)</b>	<b>179.34</b>	<b>100.95</b>	<b>77.23</b>
<b>Net Asset Value per Equity share as Restated after considering Bonus Impact with retrospective effect (B/E)</b>	<b>16.30</b>	<b>9.18</b>	<b>7.02</b>

**Note:-**

EBITDA Margin = EBITDA/Total Revenues

Earnings per share (₹) = Profit available to equity shareholders / Weighted No. of shares outstanding at the end of the year

Return on Net worth (%) = Restated Profit after taxation / Net worth x 100

Net asset value/Book value per share (₹) = Net worth / No. of equity shares

The Company does not have any revaluation reserves or extra-ordinary items.

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## MANAGEMENT DISCUSSION AND ANALYSIS OF FINANCIAL POSITION AND RESULTS OF OPERATIONS

*You should read the following discussion of our financial condition and results of operations together with our Restated financial statements included in this Draft Red Herring Prospectus. You should also read the section entitled “Risk Factors” beginning on page 26, which discusses several factors, risks and contingencies that could affect our financial condition and results of operations. The following discussion relates to our Company and is based on our Restated financial statements, which have been prepared in accordance with Indian GAAP, the Companies Act and the SEBI Regulations. Portions of the following discussion are also based on internally prepared statistical information and on other sources. Our fiscal year ends on March 31 of each year, so all references to a particular fiscal year (“Fiscal Year”) are to the twelve-month period ended March 31 of that year.*

The financial statements have been prepared in accordance with Indian GAAP, the Companies Act and the SEBI (ICDR) Regulations and restated which is included in this Draft Red Herring Prospectus under the section titled “Restated Financial Information” beginning on page 162 of this Draft Red Herring Prospectus. The restated financial statements have been prepared on a basis that differs in certain material respects from generally accepted accounting principles in other jurisdictions, including US GAAP and IFRS. We do not provide a reconciliation of our restated financial statements to US GAAP or IFRS and we have not otherwise quantified or identified the impact of the differences between Indian GAAP and U.S. GAAP or IFRS as applied to our restated financial statements.

This discussion contains forward-looking statements and reflects our current views with respect to future events and financial performance. Actual results may differ materially from those anticipated in these forward-looking statements as a result of certain factors such as those described under “Risk Factors” and “Forward Looking Statements” beginning on pages 26 and 17 respectively, and elsewhere in this Draft Red Herring Prospectus. Accordingly, the degree to which the financial statements in this Draft Red Herring Prospectus will provide meaningful information depend entirely on such potential investor's level of familiarity with Indian accounting practices. Please also refer to section titled “Presentation of Financial, Industry and Market data” beginning on page 15 of this Draft Red Herring Prospectus.

### **BUSINESS OVERVIEW**

Our Company was originally formed under the name and style of M/s “B D Security Private Limited” under the provisions of the Companies Act, 1956 pursuant to Certificate of Incorporation dated March 14, 2006 issued by the Registrar of Companies Jammu and Kashmir. Subsequently, our Company was converted from a private limited company to a public limited company, pursuant to a special resolution passed by our Shareholders at an Extra-ordinary General Meeting held on October 30, 2023 and the name of Company was changed to “B D Security Limited” and a fresh certificate of incorporation consequent upon conversion dated December 04, 2023 was issued by the Registrar of Companies, Jammu. The Corporate Identification Number of our Company is U74920JK2006PLC002638.

Our company was founded by Mr. Sahil Gupta and Mrs. Suman Gupta, Promoters of the Company with a vision to build a professional organization with a corporate set up in the service sector. Later on, Mrs. Palvi Gupta associated with our company as a Director from the year 2007. Mr. Sahil Gupta ventured into field of manpower services particularly in the field of Security Service from the year 2000 under a proprietorship concern namely M/s. B D Security. Our Promoters namely Mr. Sahil Gupta and Mrs. Suman Gupta have more than 17 years and 13 years of experience respectively in the private security and man guard services business while Mrs. Palvi Gupta carries as experience of more than 12 years in the field of human resource management.

Our company is working in the field of providing security services to varied sectors including Institutions, Banks, residential clients, commercial businesses, state & central government departments, industrial areas & specific industries such as healthcare, education etc. Over the years we have diversified in the field of operations and maintenance services for telecommunication services. We deploy dedicated technical teams and support staff to handle each Operations and Maintenance (O&M) task efficiently. Our O&M services encompass activities such as laying underground fibre cables and troubleshooting network connectivity issues arising from faults in Fibre cables or other hardware installations. In addition to these we also provide services of refuelling the Diesel generator sets installed with the telecom towers, replacement of hardware as and when required, wiring etc.

As on March 31, 2024 for the purpose of our core operations our company hold manpower strength of 5197 employees out of which 3537 employees are deployed under Security and Manpower Business and 1660 employees are deployed under Operations and Maintenance Services for Telecommunication Sector.

We operate from our office situated at Jammu and we have strategically expanded our presence and network to different parts of the country, taking on security assignments and O&M assignments in various regions, including Jammu and Kashmir, Punjab, Himachal Pradesh and Tamil Nadu. We primarily secure contracts through a competitive tender bidding process and by approaching our client directly. Our pricing strategy is carefully tailored to each project's unique requirements, taking into account factors such as type of manpower required, skill set required for the job, duration of the

assignment, and other factors like cost of deputation of manpower, location etc. needed for successful project execution. We offer flexible payment terms to our clients other than Government, usually extending our services on credit. While we maintain a meticulous record of receivables from our customers, the settlements are typically made on a periodic basis. Our skilled resources together with our strong management team have enabled us to successfully implement our growth plans. The company with its team handles all possible aspects of the projects and caters to all sorts of varying needs of the customers, safety protocols and tech driven solutions, like monitoring of security systems, CCTV cameras etc. While at the beginning of the project itself infusion of cost starts from our end in the form of costs of hiring the required manpower, monthly salaries payable to them, lodging and boarding costs, if required etc., our payback from client starts by 90 to 120 days after initiation of the assigned project. This makes our business operating capital intensive as main operations cost in our both business verticals is the cost of manpower.

Our promoters along with our management team are responsible for identifying the projects in which the company should participate and make sure that the selected projects are related to our business. Our Promoters are the guiding force behind the success of our company. We believe the stability of our management team and the industry experience brought in by our individual Promoters will enable us to continue to take advantage of future market opportunities and expand into newer markets. We make sure that we give our clients the best so that they can meet the different challenges faced by the prevailing business environment. We have built in a pool of talent resources wherein they are constantly groomed through inhouse training programme so that they are readily adaptable to the specific needs of any clients spread across sectors.

Our company has many certifications advocating the standard procedures and processes followed by us in carrying out our business activities. Our Social accountability systems adhere to the standard SA8000:2014, occupational health and safety management systems are in compliance of ISO 45001:2018. In addition to these our company complies with ISO 9001:2015 for quality management systems, with ISO/IEC 27001:2022 for information security management systems and ISO/IEC 20000-1: 2018 for information technology service management.

#### FINANCIAL KPIs OF COMPANY

The financial performance of the company for last three years as per restated financial Statement:

Particulars	For the year ended on		
	31-Mar-24	31-Mar-23	31-Mar-22
Revenue from Operations (₹ in Lakhs)	11,859.20	8,445.67	5,708.57
Growth in Revenue from Operations (YoY %)	40.42%	47.95%	-
EBITDA (₹ in Lakhs)	1,424.69	605.59	250.09
EBITDA Margin (%)	12.01%	7.17%	4.38%
Profit After Tax (₹ in Lakhs)	801.87	337.14	147.34
PAT Margin (%)	6.76%	3.99%	2.58%
RoE (%)	57.22%	37.84%	21.09%
RoCE (%)	24.65%	19.23%	11.94%
Net Working Capital Days (In days)	137.75	93.70	101.30
Operating Cash Flows (₹ in Lakhs)	-1,122.13	-532.67	11.89

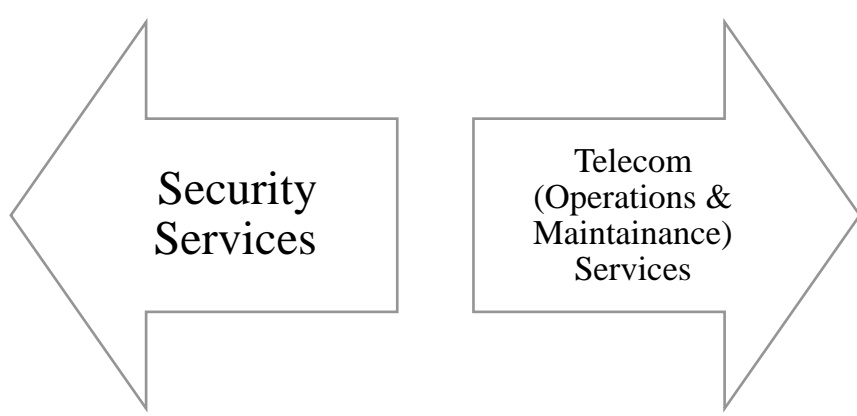
#### Notes:

- 1) Revenue from Operations means the Revenue from Operations as appearing in the Restated Financial Statements.
- 2) Growth in Revenue from Operations (%) is calculated as a percentage of Revenue from Operations of the relevant period minus Revenue from Operations of the preceding period, divided by Revenue from Operations of the preceding period.
- 3) EBITDA is calculated as Profit Before Extraordinary Items and Tax, plus tax expenses (consisting of current tax and deferred tax), finance costs and depreciation and amortization expenses reduced by other income.
- 4) EBITDA Margin (%) is calculated as EBITDA divided by Revenue from Operations.
- 5) Profit After Tax Means Profit for the period/year attributable to equity shareholders as appearing in the Restated Financial Statements.
- 6) PAT Margin (%) is calculated as Profit for the year/period as a percentage of Revenue from Operations.
- 7) RoE (Return on Equity) (%) is calculated as net profit after tax for the year / period divided by Average Shareholder Equity.

- 8) RoCE (Return on Capital Employed) (%) is calculated as earnings before interest and taxes (Profit before extraordinary items and tax plus Interest Expense/finance costs) divided by average capital employed. Capital Employed includes Tangible Net Worth, Long-Term Borrowing & Short-Term Borrowing and Deferred Tax Liability.
- 9) Net Working Capital Days is calculated as average working capital as at the end of the year divided by revenue from operations multiplied by number of days in a year. Working Capital is calculated as Current Assets minus Current Liabilities (excluding Short term borrowing).
- 10) Operating cash flows means net cash generated from operating activities as mentioned in the Restated Financial Statements.

**OUR BUSINESS MODEL**

**Our portfolio of services include:**



**1. Security Service:** - We provide comprehensive security services solution to our customers’ business in India. Our security services comprise of providing security solutions which ranges from planning and deployment of security guards, security officers, armed guards, firemen, bouncers, event security services and command and control centre employees for the CCTV cameras. As on March 31, 2024, our security services business deploys around 3537 security guards which are servicing around 258 customers. Our key customers in India include leading businesses across wide range of sectors such as banking and financial services, telecom, automobile, steel and heavy industries, governmental undertakings, Malls, hospitality and real estate, utilities, educational institutions, healthcare, consumer goods, manufacturing, engineering and construction.

We also provide security services to several Government organizations and public sector undertakings in India.

While providing manned guarding services we provide value added services also towards providing electronic security services, and surveillance solutions combining electronic security with trained manpower like CCTV control room security services.

**2. Operations and Maintenance Services for Telecommunication Sector:**

From facilitating seamless conversations across continents to powering the Internet of Things (IoT) revolution, telecom services have become an indispensable part of our daily lives. Behind the scenes of this intricate web of connectivity lies a crucial element that ensures its smooth operation and efficiency: operations management.

Telecom operations management involves overseeing the daily functions and activities of a telecommunications network or service provider. Its purpose is to guarantee the smooth and effective operation of telecom networks and services.

Our Valued clients from the telecom industry engage our services to ensure uninterrupted and seamless operations for their day-to-day activities and maintenance needs. We deploy dedicated technical teams and support staff to handle each Operations and Maintenance (O&M) task efficiently. Our O&M services encompass activities such as laying underground fibre cables and troubleshooting network connectivity issues arising from faults in Fibre cables or other hardware installations. In addition to these we also provide services of refuelling the Diesel generator sets installed with the telecom towers, replacement of hardware as and when required, wiring etc. As on March 31, 2024 1660 manpower were deployed by the company for 4 number of Operations and maintenance sites with different customers.

**SIGNIFICANT DEVELOPMENTS SUBSEQUENT TO LAST AUDITED BALANCE SHEET**

After the date of last Audited accounts i.e. March 31, 2024, the Directors of our Company confirm that, there have not been any significant material developments except mentioned below;

**Note:**

- The shareholders passed special resolution at an Extra-Ordinary General Meeting held on April 05, 2024 to issue Bonus Equity Shares in the ratio of 10:01 (Ten) new equity share of ₹ 10/- each for every 1 (One) existing fully paid-up shares of ₹ 10/- each to existing shareholders of the company. Pursuant to which our company has allotted 100,00,000 Bonus Equity Shares on April 04, 2024.
- Our company has allotted 14,60,000 Equity Shares on private placement basis on May 05, 2024, having face value of ₹ 10/- each for issue price of ₹ 55/- each (including premium of ₹ 45/- each).
- Board of Directors of the Company has approved in their meeting held on July 26, 2024 issue of up to 44,56,000 equity shares as Initial Public Offer which was subsequently approved by members of the company in the extraordinary general meeting held on August 17, 2024.

**FACTORS AFFECTING OUR FUTURE RESULTS OF OPERATIONS**

Our Company's future results of operations could be affected potentially by the following factors:

- Natural Calamities e.g. Tsunami, flood, earthquake and etc.
- Global GDP growth.
- Increase in Employee benefits expenses either due to changes in applicable law or as negotiated by employees and change employee relations.
- Disruption in supply of Labor Supply.
- Changes in laws or regulations
- Political Stability of the Country;
- Competition from existing players;
- Our dependence on limited number of customers/suppliers/brands for a significant portion of our revenues;
- Any failure to comply with the financial and restrictive covenants under our financing arrangements;
- Failure to obtain any applicable approvals, licenses, registrations and permits in a timely manner;
- Failure to adapt to the changing technology in our industry of operation may adversely affect our business and financial condition;
- Occurrence of Environmental Problems & Uninsured Losses;
- Conflicts of interest with affiliated companies, the promoter group and other related parties;
- The performance of the financial markets in India and globally;
- Our ability to expand our geographical area of operation;
- Concentration of ownership among our Promoters.

**OUR SIGNIFICANT ACCOUNTING POLICIES**

For Significant accounting policies please refer Significant Accounting Policies and Notes to accounts, "Annexure IV" beginning under Chapter titled "Restated Financial Information" beginning on page 162 of this Draft Red Herring Prospectus.

**RESULTS OF OUR OPERATION**

The following table sets forth detailed total income data from our restated Statement of profit and loss for the Financial Year ended on March 31, 2024, 2023 and 2022, the components of which are also expressed as a percentage of total Income for such period:

Particular	31-Mar-24		31-Mar-23		31-Mar-22	
	₹ in Lakhs	% of Total Income	₹ in Lakhs	% of Total Income	₹ in Lakhs	% of Total Income
Revenue from operations	11,859.20	99.87%	8,445.67	98.99%	5,708.57	98.60%
Other Income	14.97	0.13%	85.74	1.01%	80.77	1.40%
<b>Total Income</b>	<b>11,874.17</b>	<b>100.00%</b>	<b>8,531.42</b>	<b>100.00%</b>	<b>5,789.34</b>	<b>100.00%</b>

Particular	31-Mar-24		31-Mar-23		31-Mar-22	
	₹ in Lakhs	% of Total Income	₹ in Lakhs	% of Total Income	₹ in Lakhs	% of Total Income
<b>Expenses</b>						
Cost of material consumed	0.34	0.00%	48.47	0.57%	157.01	2.71%
Employee benefits expense	8,684.20	73.14%	6,795.49	79.65%	4,416.00	76.28%
Depreciation and amortisation expenses	52.91	0.45%	46.57	0.55%	27.88	0.48%
Finance Costs	314.64	2.65%	193.77	2.27%	105.96	1.83%
Other Expenses	1,749.97	14.74%	996.13	11.68%	885.47	15.29%
<b>Total Expenses</b>	<b>10,802.07</b>	<b>90.97%</b>	<b>8,080.43</b>	<b>94.71%</b>	<b>5,592.32</b>	<b>96.60%</b>
<b>Profit/(Loss) Before Extra-Ordinary Items and Tax</b>	<b>1,072.10</b>	<b>9.03%</b>	<b>450.99</b>	<b>5.29%</b>	<b>197.02</b>	<b>3.40%</b>
Exceptional Items	0.00	0.00%	0.00	0.00%	0.00	0.00%
Profit before Tax	1,072.10	9.03%	450.99	5.29%	197.02	3.40%
Total tax expense	270.24	2.28%	113.84	1.33%	49.68	0.86%
<b>Profit and Loss for the Year as Restated</b>	<b>801.87</b>	<b>6.75%</b>	<b>337.14</b>	<b>3.95%</b>	<b>147.34</b>	<b>2.55%</b>

The following table sets forth detailed total income data from our Restated Statement of Profit and Loss for the financial years 2024, 2023 and 2022, the components of which are also expressed as a percentage increase from previous year.

(₹ in Lakhs)

Particular	Year end on		
	31-Mar-24	31-Mar-23	31-Mar-22
<b>Revenue from operations</b>	11,859.20	8,445.67	5,708.57
<b>Total Revenue from Operation</b>	<b>11,859.20</b>	<b>8,445.67</b>	<b>5,708.57</b>
% of growth	40.42%	47.95%	
Other Income	14.97	85.74	80.77
% of growth	-82.54%	6.16%	
<b>Total Income</b>	<b>11,874.17</b>	<b>8,531.42</b>	<b>5,789.34</b>
% of growth	39.18%	47.36%	
<b>Expenses</b>			
Cost of Material Consumed	0.34	48.47	157.01
Employee benefits expense	8,684.20	6,795.49	4,416.00
% Increase/(Decrease)	27.79%	53.88%	
Depreciation and amortisation expenses	52.91	46.57	27.88
% Increase/(Decrease)	13.60%	67.06%	
Finance Costs	314.64	193.77	105.96
% Increase/(Decrease)	62.38%	82.87%	
Other expenses	1,749.97	996.13	885.47
% Increase/(Decrease)	75.68%	12.50%	
<b>Total Expenses</b>	<b>10,802.07</b>	<b>8,080.43</b>	<b>5,592.32</b>
% to Total Income	90.97%	94.71%	96.60%
<b>Profit/(Loss) Before Extra-Ordinary Items and Tax</b>	<b>1,072.10</b>	<b>450.99</b>	<b>197.02</b>
% to Total Income	9.03%	5.29%	3.40%
Exceptional Items	-	-	-
Profit before Tax	1,072.10	450.99	197.02
Total tax expense	270.24	113.84	49.68
Profit and Loss after tax for the Year as Restated	801.87	337.14	147.34
% to Total Income	6.75%	3.95%	2.55%
<b>Profit and Loss for the Year as Restated</b>	<b>801.87</b>	<b>337.14</b>	<b>147.34</b>
<b>% Increase/(Decrease)</b>	<b>137.84%</b>	<b>128.82%</b>	

#### COMPARISON OF FY 2023-24 WITH FY 2022-23

## **REVENUE:**

### **Revenue from operations**

Our company is working in the field of providing security services to varied sectors including Institutions, Banks, residential clients, commercial businesses, state & central government, industrial areas & specific industries such as healthcare, education etc. Over the years we have diversified in the field of operations and maintenance services for telecommunication services. We deploy dedicated technical teams and support staff to handle each Operations and Maintenance (O&M) task efficiently. Our O&M services encompass activities such as laying underground fibre cables and troubleshooting network connectivity issues arising from faults in Fibre cables or other hardware installations. In addition to these we also provide services of refuelling the Diesel generator sets installed with the telecom towers, replacement of hardware as and when required, wiring etc. The Total Revenue from operations for the year ended on FY 2023-24 was ₹ 11,859.20 Lakh as compared to ₹ 8,445.67 Lakh in FY 2022-23. Revenue from Operations mainly includes revenue from Security services and Telecom Operations and maintenance services. Revenue from operations increased by 40.42% from previous year i.e. FY 2022-23 mainly due to higher realization of Revenue per employee in both Security Service and Telecom O & M Service. During the year, For Security service, average revenue per employee has increased from ₹ 1.51 lakhs per employee in FY 2022-23 to ₹ 1.92 lakhs per employee in FY 2023-24 and for Telecom O & M Service, average revenue per employee has increased from ₹ 2.15 lakhs per employee in FY 2022-23 to ₹ 3.06 lakhs per employee in FY 2023-24.

Revenue from Security services constituted 57.14%, and Revenue from Telecom Operations and maintenance services constituted 42.86% of total revenue from operations for FY 2023-24. Following is the segment wise and geography wise bifurcation of Revenue from Operations.

#### **Particulars of Revenue Segment wise**

(Amt. in ₹ Lakhs)

<b>Particulars</b>	<b>For the year ended 31st March, 2024</b>	<b>(%)</b>	<b>For the year ended 31st March, 2023</b>	<b>(%)</b>
Security services	6,776.15	57.14	5,546.71	65.68
Telecom O &M services	5,083.05	42.86	2,898.97	34.32
<b>Total</b>	<b>11,859.20</b>	<b>100.00</b>	<b>8,445.67</b>	<b>100.00</b>

#### **Particulars of Revenue Geographic wise**

(Amt. in ₹ Lakhs)

<b>State / Country</b>	<b>For the year ended 31st March, 2024</b>	<b>(%)</b>	<b>For the year ended 31st March, 2023</b>	<b>(%)</b>
Jammu and Kashmir	10,249.80	86.43	7,282.78	86.23
Himachal Pradesh	53.50	0.45	48.39	0.57
Punjab	384.02	3.24	323.47	3.83
Tamil Nadu	1,171.88	9.88	791.03	9.37
<b>Total</b>	<b>11,859.20</b>	<b>100.00</b>	<b>8,445.67</b>	<b>100.00</b>

### **Other Income:**

Other income of our company was ₹ 14.97 lakhs and ₹ 85.74 lakhs for FY 2023-24 and FY 2022-23 respectively. Other Income mainly includes interest income, other miscellaneous income, and non-recurring incomes i.e. balances written off. Decrease in other income from FY 22-23 to FY 23-24 was mainly due to non-recurring income i.e. Balances Written off of ₹ 72.09 lakhs in FY 2022-23.

## **EXPENDITURE:**

### **Cost of Material Consumed**

Our Cost of Material Consumed decreased to ₹ 0.34 lakhs in FY 2023-24 from ₹ 48.47 lakhs in FY 2022-23. Cost of Material Consumed mainly includes diesel at various location for refuelling the Diesel generator sets installed with the telecom towers of clients.

### **Employee Benefit Expenses**

Employee Benefit expenses increased from ₹ 6,795.49 lakhs in FY 2022-23 to ₹ 8,684.20 lakhs in FY 2023-24 showing an increase of 27.79%. Employee Benefit Expenses mainly includes salary and wages, staff welfare expenses, contribution to provident fund and other funds and remuneration paid to directors/KMPs. Employee benefit expense increased mainly on account of increase in workforce of Telecom O & M service from 1351 in FY 2022-23 to 1660 in FY 2023-24 and due to rise in pay.

### **Finance Cost**

Finance expense were ₹ 314.64 lakhs in FY 2023-24 as against ₹ 193.77 lakhs in FY 2022-23 showing increase of 62.38%. Finance costs include interest expense on borrowings and others. Increase in finance cost is mainly on account of increase in Long term and short term borrowings.

### Depreciation and Amortization

The Depreciation and amortization expense for FY 2023-24 was ₹ 52.91 lakh as against ₹ 46.57 lakhs for FY 2022-23 showing an increase of 13.60%. Depreciation represents depreciation on our Plant and equipment, furniture and fixtures, office equipment, motor vehicles, and computers. Increase in depreciation was due to addition in respective assets.

### Other Expenses

Other expenses increased to ₹ 1,749.97 lakhs in FY 2023-24 from ₹ 996.13 lakhs in FY 2022-23 showing increase of 75.68% from previous year. Other expense mainly includes Contract Payment, Consumables Expense, Operation & Maintenance Expenses, Rent expense, Vehicle/Machine hiring Charges, Uniform expense, EPF Admin Charges, Fibre Expense, Telephone Charges & Internet Expenses, Conveyance Expenses and Bank Charges. Other expense increased mainly on account of increase in Vehicle/Machine hiring Charges & Operation & Maintenance Expenses for rendering Telecom O & M service and increase in uniforms for employees and rent expense.

### Profit before Extra-Ordinary Items and Tax

The Profit before Extra-Ordinary Items and Tax for the FY 2023-24 was 9.03% of the total income and it was 5.29% of total income for the FY 2022-23. The Profit before Extra-Ordinary Items and Tax has increased to ₹ 1,072.10 lakhs in FY 2023-24 from ₹ 450.99 lakhs in FY 2022-23. The main reason for such increase was due to increase in average Revenue per employee (variable) and fixed expense i.e. employee benefit expense.

### Profit after Tax (PAT)

Due to the above-mentioned reasons, PAT increased to ₹ 801.87 lakhs in FY 2023-24 from ₹ 337.14 lakhs in the FY 2022-23. PAT was 6.75% and 3.95% of Total Income of our company for the year ended on March 31, 2024 and March 31, 2023 respectively.

## COMPARISON OF FY 2022-23 WITH FY 2021-22

### REVENUE:

#### Revenue from operations

The Total Revenue from operations for the year ended on FY 2022-23 was ₹ 8,445.67 Lakh as compared to ₹ 5,708.57 Lakh in FY 2021-22. Revenue from Operations mainly includes revenue from Security services and Telecom Operations and maintenance services. Revenue from operations increased by 47.95% from previous year i.e. FY 2021-22 mainly due to higher realization of Revenue per employee in both Security Service and Telecom O & M Service. During the year, For Security service, average revenue per employee has increased from ₹ 0.93 lakhs per employee in FY 2021-22 to ₹ 1.51 lakhs per employee in FY 2022-23 and for Telecom O & M Service, average revenue per employee has increased from ₹ 2.01 lakhs per employee in FY 2021-22 to ₹ 2.15 lakhs per employee in FY 2022-23.

Revenue from Security services constituted 65.68%, and Revenue from Telecom Operations and maintenance services constituted 34.32% of total revenue from operations for FY 2022-23. Following is the segment wise and geography wise bifurcation of Revenue from Operations.

#### Particulars of Revenue Segment wise

(Amt. in ₹ Lakhs)

Particulars	For the year ended 31st March, 2023	(%)	For the year ended 31st March, 2022	(%)
Security services	5,546.71	65.68	3,432.12	60.12
Telecom O &M services	2,898.97	34.32	2,276.45	39.88
<b>Total</b>	<b>8,445.67</b>	<b>100.00</b>	<b>5,708.57</b>	<b>100.00</b>

#### Particulars of Revenue Geographic wise

(Amt. in ₹ Lakhs)

State / Country	For the year ended 31st March, 2023	(%)	For the year ended 31st March, 2022	(%)
Jammu and Kashmir	7,282.78	86.23	4,986.27	87.35
Himachal Pradesh	48.39	0.57	60.62	1.06
Punjab	323.47	3.83	328.18	5.75
Tamil Nadu	791.03	9.37	333.51	5.84
<b>Total</b>	<b>8,445.67</b>	<b>100.00</b>	<b>5,708.57</b>	<b>100.00</b>



### Other Income:

Other income of our company was ₹ 85.74 lakhs and ₹ 80.77 lakhs for FY 2022-23 and FY 2021-22 respectively. Other Income mainly includes interest income, other miscellaneous income, and non-recurring incomes i.e. balances written off. Increase in other income from FY 21-22 to FY 22-23 was mainly due to non-recurring income i.e. Balances Written off of ₹ 72.09 lakhs in FY 2022-23 and ₹ 39.44 lakhs in FY 2021-22.

### EXPENDITURE:

#### Cost of Material Consumed

Our Cost of Material Consumed decreased to ₹ 48.47 lakhs in FY 2022-23 from ₹ 157.01 lakhs in FY 2021-22. Cost of Material Consumed mainly includes diesel at various location for refuelling the Diesel generator sets installed with the telecom towers of clients

#### Employee Benefit Expenses

Employee Benefit expenses increased from ₹ 4,416.00 lakhs in FY 2021-22 to ₹ 6,795.49 lakhs in FY 2022-23 showing an increase of 53.88% from previous year. Employee Benefit Expenses mainly includes salary and wages, staff welfare expenses, contribution to provident fund and other funds and remuneration paid to directors/KMPs. Employee benefit expense increased mainly on account of increase in workforce of Telecom O & M service from 1132 in FY 2021-22 to 1351 in FY 2022-23 and due to rise in pay.

#### Finance Cost

Finance expense were ₹ 193.77 lakhs in FY 2022-23 as against ₹ 105.96 lakhs in FY 2021-22 showing increase of 82.87% from previous year. Finance costs include interest expense on borrowings and others. Increase in finance cost is mainly on account of increase in Long term and short term borrowings.

#### Depreciation and Amortization

The Depreciation and amortization expense for FY 2022-23 was ₹ 46.57 lakh as against ₹ 27.88 lakhs for FY 2021-22 showing an increase of 67.06%. Depreciation represents depreciation on our Plant and equipment, furniture and fixtures, office equipment, motor vehicles, and computers. Increase in depreciation was due to addition in respective assets.

#### Other Expenses

Other expenses increased to ₹ 996.13 lakhs in FY 2022-23 from ₹ 885.47 lakhs in FY 2021-22 showing increase of 12.50% from previous year. Other expense mainly includes Contract Payment, Bad debts, consultancy expense Consumables Expense, Operation & Maintenance Expenses, Rent expense, Vehicle/Machine hiring Charges, Uniform expense, EPF Admin Charges, Fibre Expense, Telephone Charges & Internet Expenses, Conveyance Expenses and Bank Charges. Other expense increased mainly on account of increase in Vehicle/Machine hiring Charges & Fibre expenses for rendering Telecom O & M service.

#### Profit before Extra-Ordinary Items and Tax

The Profit before Extra-Ordinary Items and Tax for the FY 2022-23 was 5.29% of the total income and it was 3.40% of total income for the FY 2021-22. The Profit before Extra-Ordinary Items and Tax has increased to ₹ 450.99 lakhs in FY 2022-23 from ₹ 197.02 lakhs in FY 2021-22. The main reason for such increase was due to increase in average Revenue per employee (variable) and fixed expense i.e. employee benefit expense.

#### Profit after Tax (PAT)

Due to the above-mentioned reasons, PAT increased to ₹ 337.14 lakhs in FY 2022-23 from ₹ 147.34 lakhs in the FY 2021-22. PAT was 3.95% and 2.55% of Total Income of our company for the year ended on March 31, 2023 and March 31, 2022 respectively.

### **CASH FLOW BASED ON RESTATED FINANCIAL STATEMENTS**

The following table sets forth certain information relating to our Company's statement of cash flows for the periods indicated:

Particulars	(Amount ₹ in Lakhs)		
	For the year ended		
	March 31, 2024	March 31, 2023	March 31, 2022
Net cash flow from Operating activities	(1,122.13)	(532.67)	11.89
Net cash flow from Investing activities	(8.72)	(794.11)	(205.20)
Net cash flow from Financing activities	2,937.61	734.04	572.51

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## NET CASH FLOW FROM OPERATING ACTIVITIES

Net cash flow from operating activities comprises cash consumed / generated from operations, increase / decrease in working capital and increase / decrease in non-current / current liabilities.

### Financial Year 2023-24

During the FY 2023-24, net cash used in operating activities was ₹ (1,122.13) Lakhs. Profit before tax stood at ₹ 1,072.10 Lakhs. Primary adjustments were on account of interest expense of ₹ 314.64 Lakhs, depreciation and amortisation expenses of ₹ 52.91 Lakhs, Operating cash flows before working capital changes was at ₹ 1,439.66 Lakhs during the FY 2023-24. Primary adjustments included decrease in inventories of ₹ 0.34 Lakhs, increase in trade receivables of ₹ 1,759.43 Lakhs, an increase in trade payables and other liabilities of ₹ 322.29 Lakhs, an increase in loans & advances and other current assets of ₹ 852.60 Lakhs, and an income tax paid of ₹ 272.39 Lakhs.

### Financial Year 2022-23

During the FY 2022-23, net cash used in operating activities was ₹ (532.67) Lakhs. Profit before tax stood at ₹ 450.99 Lakhs. Primary adjustments were on account of interest expense of ₹ 193.77 Lakhs, depreciation and amortisation expenses of ₹ 46.57 Lakhs, Operating cash flows before working capital changes was at ₹ 691.33 Lakhs during the FY 2022-23. Primary adjustments included increase in inventories of ₹ 453.34 Lakhs, increase in trade receivables of ₹ 17.10 Lakhs, an increase in trade payables and other liabilities of ₹ 29.68 Lakhs, an increase in loans & advances and other current assets of ₹ (670.68) Lakhs, and an income tax paid of ₹ 112.55 Lakhs.

### Financial Year 2021-22

During the FY 2021-22, net cash inflow from operating activities was ₹ 11.89 Lakhs. Profit before tax stood at ₹ 197.02 Lakhs. Primary adjustments were on account of interest expense of ₹ 105.96 Lakhs, depreciation and amortisation expenses of ₹ 27.88 Lakhs, Operating cash flows before working capital changes was at ₹ 330.86 Lakhs during the FY 2021-22. Primary adjustments included increase in inventories of ₹ 25.63 Lakhs, decrease in trade receivables of ₹ 41.82 Lakhs, a decrease in trade payables and other liabilities of ₹ 285.51 Lakhs, an increase in loans & advances and other current assets of ₹ 0.22Lakhs, and an income tax paid of ₹ 49.43 Lakhs.

## NET CASH FLOW FROM INVESTING ACTIVITIES

Net cash flow from investing activities comprises proceeds from purchase and sale of fixed assets including capital work-in-progress, sale/adjustment of plant and equipment and other assets and changes in non-current assets.

### Financial Year 2023-24

During the FY 2023-24, Net cash used in investing activities stood at ₹ (8.72) Lakhs, primarily on account of net addition of fixed assets by ₹ (48.61) lakhs, and decrease in Other non-current assets of ₹ 39.88 lakhs.

### Financial Year 2022-23

During the FY 2022-23, Net cash used in investing activities stood at ₹ (794.11) Lakhs, primarily on account of net addition of fixed assets by ₹ (746.79) lakhs, and increase in Other non-current assets of ₹ 47.32 lakhs.

### Financial Year 2021-22

During the FY 2021-22, Net cash used in investing activities stood at ₹ (205.20) Lakhs, primarily on account of net addition of fixed assets by ₹ (137.21) lakhs, and increase in Other non-current assets of ₹ 67.99 lakhs.

## NET CASH FLOW FROM FINANCING ACTIVITIES

Net cash flow from financing activities comprises impact due to business combination, proceeds / repayment of borrowing, interest and financial charges.

### Financial Year 2023-24

During the FY 2023-24, Net cash generated from financing activities was ₹ 2,937.61 lakhs comprising of increase in long-term borrowings by ₹ 904.23 lakhs, an increase in short-term borrowings of ₹ 2,364.64 lakhs, an increase from long-term provisions of ₹ 1.37 lakhs and interest, and borrowing cost paid were ₹ 314.64 lakhs.

### Financial Year 2022-23

During the FY 2022-23, Net cash generated from financing activities was ₹ 734.04 lakhs comprising of increase in long-term borrowings by ₹ 320.58 lakhs, an increase in short-term borrowings of ₹ 706.05 lakhs, an increase from long-term provisions of ₹ 1.17 lakhs and interest, and dividend paid were ₹ 193.77 lakhs and ₹ 100.00 lakhs respectively.

### Financial Year 2021-22

During the FY 2021-22, Net cash generated from financing activities was ₹ 572.51 lakhs comprising of decrease in long-term borrowings by ₹ 61.24 lakhs, an increase in short-term borrowings of ₹ 739.35 lakhs, an increase from long-term provisions of ₹ 0.36 lakhs and interest, and borrowing cost paid were ₹ 105.96 lakhs.

## INDEBTNESS

As at March 31, 2024, we had total outstanding indebtedness of ₹ 5,803.54 Lakhs, which comprises of long-term borrowings amounting to ₹ 1,489.74 Lakhs and Short term borrowing of ₹ 4,313.80 Lakhs. The following table sets out our indebtedness as of March 31, 2024, 2023 and 2022.

(Amount ₹ in Lakhs)

Particulars	For the year ended		
	March 31, 2024	March 31, 2023	March 31, 2022
Long term borrowing (excluding current maturity)	1,489.74	585.51	264.93
Short term borrowings (including Current maturity of long-term borrowing)	4,313.80*	1,949.16	1,243.11
<b>Total</b>	<b>5,803.54</b>	<b>2,534.67</b>	<b>1,508.04</b>

\*Note: Amount of ₹ 1894.99 lakhs in Short Term Borrowing is held as cash in form of Demand Draft which is not encashed as at March 31, 2024.

## RELATED PARTY TRANSACTIONS

For further information please refer “Annexure – /X - Related Party Transaction” under section “Restated Financial Information” beginning from page no. 162 of this Draft Red Herring Prospectus.

## QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

In the course of undertaking our business, we are exposed to the following risks arising from financial instruments, which include credit risk, liquidity risk and market risk. Our primary focus is to achieve better predictability of financial markets and seek to minimize potential adverse effects on our financial performance.

### Credit Risk

Credit risk is the risk that a customer or counterparty to a financial instrument will fail to perform or fail to pay amounts due causing financial loss. The potential activities where credit risks may arise include from cash and cash equivalents, security deposits or other deposits and principally from credit exposures to customers relating to outstanding receivables. The maximum credit exposure associated with financial assets is equal to the carrying amount. Our exposure to credit risk is influenced mainly by the individual characteristics of each customer and the geography in which it operates. Credit risk is managed through credit approvals, establishing credit limits, and continuously monitoring the creditworthiness of customers to which our Company grants credit terms in the normal course of business.

### Liquidity Risk

Liquidity risk is the risk that we will encounter difficulty in meeting the obligations associated with its financial liabilities that are proposed to be settled by delivering cash or other financial asset. Our financial planning has ensured, as far as possible, that there is sufficient liquidity to meet the liabilities whenever due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to our reputation. We have practiced financial diligence and syndicated adequate liquidity in all business scenarios.

### Market Risk

Market risk is the risk that results in changes in market prices, such as foreign exchange rates, interest rates and equity prices, which will affect our income or the value of our holdings of financial instruments. Our operations result in us being exposed to foreign currency risk on account of trade receivables, trade payables and borrowings. The foreign currency risk may affect our income and expenses, or our financial position and cash flows. The objective of our management of foreign currency risk is to maintain this risk within acceptable parameters, while optimizing returns.

## EFFECT OF INFLATION

We are affected by inflation as it has an impact on the operating cost, staff costs etc. In line with changing inflation rates, we rework our margins so as to absorb the inflationary impact.

## INFORMATION REQUIRED AS PER ITEM (11) (II) (C) (iv) OF PART A OF SCHEDULE VI TO THE SEBI REGULATIONS, 2018

### 1. Unusual or infrequent events or transactions

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

**2. Significant economic changes that materially affected or are likely to affect income from continuing operations.**

Our business has been subject, and we expect it to continue to be subject to significant economic changes arising from the trends identified above in *‘Factors Affecting our Results of Operations’* and the uncertainties described in the section entitled *“Risk Factors”* beginning on page no. 26 of the Draft Red Herring Prospectus. To our knowledge, except as we have described in the Draft Red Herring Prospectus, there are no known factors which we expect to bring about significant economic changes.

**3. Known trends or uncertainties that have had or are expected to have a material adverse impact on sales, revenue or income from continuing operations.**

Apart from the risks as disclosed under Section titled *“Risk Factors”* beginning on page no. 26 in this Draft Red Herring Prospectus, in our opinion there are no other known trends or uncertainties that have had or are expected to have a material adverse impact on revenue or income from continuing operations.

**4. Future changes in relationship between costs and revenues, in case of events such as future increase in labour or material costs or prices that will cause a material change are known.**

Our Company’s future costs and revenues will be determined by demand/supply situation, both of the end products/services as well as the raw materials, government policies and other economic factors.

**5. Extent to which material increases in net sales or revenue are due to increased sales volume, introduction of new products or increased sales prices.**

Our company is working in the field of providing security services to varied sectors including Institutions, Banks, residential clients, commercial businesses, state & central government, industrial areas & specific industries such as healthcare, education etc. Over the years we have diversified in the field of operations and maintenance services for telecommunication services. We deploy dedicated technical teams and support staff to handle each Operations and Maintenance (O&M) task efficiently. Our O&M services encompass activities such as laying underground fibre cables and troubleshooting network connectivity issues arising from faults in Fibre cables or other hardware installations. In addition to these we also provide services of refuelling the Diesel generator sets installed with the telecom towers, replacement of hardware as and when required, wiring etc. Increases in revenues are by and large linked to increases in workforce managed by us and also dependent on the price realization on our services.

**6. Total turnover of each major industry segment in which the issuer company operated.**

Our company is working in the field of providing security services to varied sectors including Institutions, Banks, residential clients, commercial businesses, state & central government, industrial areas & specific industries such as healthcare, education etc. Over the years we have diversified in the field of operations and maintenance services for telecommunication services. We deploy dedicated technical teams and support staff to handle each Operations and Maintenance (O&M) task efficiently. Our O&M services encompass activities such as laying underground fibre cables and troubleshooting network connectivity issues arising from faults in Fibre cables or other hardware installations. In addition to these we also provide services of refuelling the Diesel generator sets installed with the telecom towers, replacement of hardware as and when required, wiring etc. Relevant Industry data, as available, has been included in the chapter titled *“Industry Overview”* beginning on page no. 95 of this Draft Red Herring Prospectus.

**7. Status of any publicly announced new products or business segment.**

Our company is working in the field of providing security services to varied sectors including Institutions, Banks, residential clients, commercial businesses, state & central government, industrial areas & specific industries such as healthcare, education etc. Over the years we have diversified in the field of operations and maintenance services for telecommunication services. We deploy dedicated technical teams and support staff to handle each Operations and Maintenance (O&M) task efficiently. Our O&M services encompass activities such as laying underground fibre cables and troubleshooting network connectivity issues arising from faults in Fibre cables or other hardware installations. In addition to these we also provide services of refuelling the Diesel generator sets installed with the telecom towers, replacement of hardware as and when required, wiring etc. Except as disclosed elsewhere in the Draft Red Herring Prospectus, we have not announced and do not expect to announce in the near future any new products or business segments.

**8. The extent to which business is seasonal.**

Our company is working in the field of providing security services to varied sectors including Institutions, Banks, residential clients, commercial businesses, state & central government, industrial areas & specific industries such as healthcare, education etc. Over the years we have diversified in the field of operations and maintenance services for

telecommunication services. We deploy dedicated technical teams and support staff to handle each Operations and Maintenance (O&M) task efficiently. Our O&M services encompass activities such as laying underground fibre cables and troubleshooting network connectivity issues arising from faults in Fibre cables or other hardware installations. In addition to these we also provide services of refuelling the Diesel generator sets installed with the telecom towers, replacement of hardware as and when required, wiring etc. Our Company's business is not seasonal in nature.

**9. Any significant dependence on a single or few suppliers or customers.**

The percentage of contribution of our Company's customer vis-à-vis the total revenue from operations respectively as on FY 2023-24, 2022-23 and 2021-22 is as follows:

Particulars	Top Customers as a percentage (%) of revenues		
	FY 2023-24	FY 2022-23	FY 2021-22
Top 1	30.20%	20.19%	24.88%
Top 3	47.63%	38.49%	38.29%
Top 5	55.53%	47.49%	45.93%
Top 10	66.62%	58.59%	58.95%

**Top 10 Customers for the year ended March 31, 2024, March 31, 2023, and March 31, 2022.**

For the year ended on March 31, 2024			
Sr. No.	Name of the Customers	Amount (in lakhs)	%
1.	Customer 1	3,581.35	30.20%
2.	Customer 2	1,178.07	9.93%
3.	Customer 3	889.71	7.50%
4.	Customer 4	492.72	4.15%
5.	Customer 5	444.81	3.75%
6.	Customer 6	397.73	3.35%
7.	Customer 7	278.39	2.35%
8.	Customer 8	245.21	2.07%
9.	Customer 9	201.77	1.70%
10.	Customer 10	190.58	1.61%
<b>TOTAL</b>		<b>7,900.33</b>	<b>66.62%</b>

For the year ended on March 31, 2023			
Sr. No.	Name of the Customers	Amount (in lakhs)	%
1.	Customer 1	1,705.44	20.19%
2.	Customer 2	1,126.70	13.34%
3.	Customer 3	419.22	4.96%
4.	Customer 4	410.14	4.86%
5.	Customer 5	350.03	4.14%
6.	Customer 6	240.20	2.84%
7.	Customer 7	189.53	2.24%
8.	Customer 8	187.18	2.22%
9.	Customer 9	160.41	1.90%
10.	Customer 10	159.88	1.89%
<b>Total</b>		<b>4,948.73</b>	<b>58.59%</b>

For the ended on March 31, 2022			
Sr. No.	Name of the Customers	Amount (in lakhs)	%
1.	Customer 1	1,420.32	24.88%
2.	Customer 2	437.34	7.66%
3.	Customer 3	328.42	5.75%
4.	Customer 4	221.49	3.88%
5.	Customer 5	214.52	3.76%
6.	Customer 6	179.70	3.15%
7.	Customer 7	179.03	3.14%
8.	Customer 8	154.03	2.70%
9.	Customer 9	126.92	2.22%

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<b>For the ended on March 31, 2022</b>			
10.	Customer 10	103.67	1.82%
<b>Total</b>		<b>3,365.43</b>	<b>58.95%</b>

*\*Note that Name of Customers are not mentioned since Company has not received written consent from its Customers till filing of Draft Red Herring Prospectus to include their name in this Draft Red Herring Prospectus.*

**Since, Company is into Service Industry, major constituent of expense relates to expense related to employees and other related expenses. Company do not have any material dependence on a single or few suppliers.**

**10. Competitive conditions:**

We face competition from existing and potential competitors which is common for any business. We have, over a period, developed certain competitors who have been discussed in section titles “*Business Overview*” beginning on page no. 106 of this Draft Red Herring Prospectus.

## SECTION X – LEGAL AND OTHER INFORMATION

### OUTSTANDING LITIGATIONS AND MATERIAL DEVELOPMENTS

Our Company, our Directors and our Promoters are subject to various legal proceedings from time to time, mostly arising in the ordinary course of our business. Except as stated in this section, there are no:

(i) criminal proceedings; (ii) actions by statutory or regulatory authorities; (iii) disciplinary action including penalty imposed by SEBI or stock exchanges in the last five financial years including outstanding action;

(iv) claims relating to direct and indirect taxes; and (v) Material Litigation (as defined below); involving our Company, Directors or Promoters.

Our Board of Directors, in its meeting held on July 26, 2024 determined that outstanding litigation involving our Company and its subsidiaries, its directors, its promoters, and group companies shall be considered material (“**Material Litigation**”) if:

- a. The aggregate amount involved in such individual litigation exceeds 5% of profit after tax of the Company, as per the last audited financial statements; or
- b. Where the decision in one litigation is likely to affect the decision in similar litigation individually may not exceed 5% of profit after tax- of the Company as per the last audited financial statements, if similar litigations put together collectively exceeds 5% of the profit after tax of the Company; or
- c. Litigations whose outcome could have a material impact on the business, operations, prospects or reputations of the Company and the Board or any of its committees shall have the power and authority to determine the suitable materiality thresholds for the subsequent financial years on the aforesaid basis or any other basis as may be determined by the Board or any of its committees.

Our Board of Directors, in its meeting held on July 26, 2024 determined that outstanding dues to the small-scale undertakings and other creditors exceeding 5% of the Company’s trade payables for the last audited financial statements shall be considered material dues for the company for the purpose of disclosure in Draft Red Herring Prospectus. (“**Material Dues**”).

Details of outstanding dues to creditors (including micro and small enterprises as defined under the Micro, Small and Medium Enterprises Development Act, 2006) as required under the SEBI (ICDR) Regulations have been disclosed on our website at [www.bdsecurity.co.in](http://www.bdsecurity.co.in).

Our Company, its Directors and its Promoters are not Wilful Defaulters and there have been no violations of securities laws in the past or pending against them.

#### A. LITIGATION INVOLVING OUR COMPANY:

##### LITIGATIONS AGAINST OUR COMPANY:

- (i). All criminal proceedings:

Nil

- (ii). All actions by regulatory authorities and statutory authorities:

Nil

- (iii). Claims related to direct and indirect taxes:

- Direct Tax:

As per website of Income Tax, the following e-proceedings are shown as pending with “open” or “pending” status. However, the amount has not been mentioned and cannot be crystallized:

Assessment Year	Proceeding Name	Proceeding Status
2012-13	Our Company received a notice under section 221(1) of the Income-Tax Act, 1961 (“IT Act”) dated February 05, 2020, vide DIN No. ITBA/COM/F/17/2019-20/1024703695(1) for assessment year 2012-13 wherein our Company was directed to show cause why a penalty of Rs. 11,620/- as against as demand which was raised under section 143(3) read with section 147 of Income Tax Act, 1961 for Assessment year 2012-13 should not be levied under section 221(1) of the IT Act. Further, our company was asked to produce the challan / Original TDS	Open

	Certificate, in case the mentioned amount has been deposited. As such our Company is in the process of filing a response to the same.	
2023-24	An Intimation letter been received by our Company for adjustments under section 143(1)(a) of Income Tax Act, 1961 vide DIN No. EFL/2122/G22/ITR000205242768 dated May 31, 2022	Pending

• **Tax Deducted at Source (TDS):**

Sr. No	Financial Year	Total Default (in Rupees)
1	2021-22	76342.50
2	2022-23	246171.96
3	2023-24	306658.35
4	2024-25	2421.00
<b>Total</b>		<b>631593.81</b>

(iv). **Other Matters based on Materiality Policy of our Company:**

*Nil*

**LITIGATION FILED BY OUR COMPANY:**

(i). **All criminal proceedings:**

**B D Security Limited vs. Himanshu Udainiya**

Our Company filed a complaint before the Court of Ld. Chief Judicial Magistrate, Jammu under section 138 of the Negotiable Instrument Act, 1881 against Himanshu Udainiya (“**Accused**”) on January 18, 2022 (“**Complaint**”). In the Complaint, our Company alleged that the Company provided the security services to the Accused in return of which the cheques were drawn by the Accused in favour of our Company on different occasions amounting to Rs. 12,37,610/-. However, the cheques were dishonoured by the respective bank’s branch on account of insufficient balance in the account of Accused. The matter is currently pending adjudication.

**B D Security Limited vs. Amar Singh**

Our Company filed a complaint before the Court of Ld. Chief Judicial Magistrate, Jammu under section 138 of the Negotiable Instrument Act, 1881 against Amar Singh (“**Accused**”) on November 19, 2022 (“**Complaint**”). In the Complaint, our Company alleged that the Company provided the security services to the Accused in return of which the cheques were drawn by the Accused in favour of our Company on different occasions amounting to Rs. 10,500/-. However, the cheques were dishonoured by the respective bank’s branch on account of insufficient balance in the account of Accused. The matter is currently pending adjudication.

**B D Security Limited vs. Chander Kishore Gulati**

Our Company filed a complaint before the Court of Ld. Chief Judicial Magistrate, Jammu under section 138 of the Negotiable Instrument Act, 1881 against Chander Kishore Gulati (“**Accused**”) on February 18, 2020 (“**Complaint**”). In the Complaint, our Company alleged that the Company provided the security services to the Accused in return of which the cheques were drawn by the Accused in favour of our Company on different occasions amounting to Rs. 80,000/-. However, the cheques were dishonoured by the respective bank’s branch on account of insufficient balance in the account of Accused. The matter is currently pending adjudication.

(ii). **Regulatory Authority and Statutory Authority.**

**B D Security Limited and Section 441 read with 12(3)(c) of the Companies Act, 2013**

Our Company has filed a suo moto application before the Regional Director, Northern Region under section 144 of the Companies Act, 2013 (“**Act**”) dated September 09, 2024 seeking composition of default under section 12(3)(c) of the Act. As per the provision of Section 12(3)(c) every company is required to get its name, address of its registered office and the corporate identity number along with telephone number, fax number, if any, e-mail and website addresses, if any printed in all its business letters, billheads, letter papers and in all its notices and other official publications, but our Company missed on mentioning the contact no. and e-mail on the above mentioned documents, our Company stated that there has been no show cause notice issued or any penalty levied in respect of the above non-compliance since the incorporation. Further, our Company has prayed that the offence may please be compounded by taking on record the updated details. Further response is yet to be received from Regulatory Authority.



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**B D Security Limited and Section 123 read with 127, 450 and 454 of the Companies Act, 2013**

Our Company has filed a suo moto application before the Registrar of Companies, Jammu and Kashmir dated November 08, 2024, our Company mistakenly transferring the dividend amount to the account of director Ms. Suman Gupta, however Company soon realised there mistake and since the bank account got blocked for the day the entitlement amount of other two shareholders were transferred to their respective account through bank account of “M/s. B D security” with whom our Company had been running transaction and excess of Rs 10,00,000 (Rupees Ten lakh only) was re-imbursed to the same account who had credited dividend on behalf of the Company. However, the Company failed to transfer the amount of declared dividend to a scheduled bank in respective bank as per the requirement notify under Section 123(4) and the dividend so declared were paid to the respective shareholders by the regular bank account of the Company. Our Company has stated that the dividend amount had been credited to the accounts of the respective shareholders within the stipulated time period and no part of it is lying crediting the Company in any respect which the non-compliance has been done though no show cause notice had been issued or penalty also been levied against the Company in respect of the above non-compliance. Further the Company has also prayed that no offence under Section 127 of the Companies Act, 2013 has been committed and the Company is not liable to any penal action and accordingly delay in payment of dividend so declared and was accepted by the Company. Further response is yet to be received from Regulatory Authority.

**(ii). Other Matters based on Materiality Policy of our Company:**

*Nil*

**B. LITIGATION INVOLVING OUR PROMOTERS:****LITIGATIONS AGAINST OUR PROMOTERS:****(i). All criminal proceedings:**

*Nil*

**(ii). All actions by regulatory authorities and statutory authorities:**

*Nil*

**(iii). Disciplinary action including penalty imposed by SEBI or Stock Exchanges against the promoters in the last five financial years including outstanding action:**

*Nil*

**(iv). Claims related to direct and indirect taxes:****• Direct Tax:**

As per website of Income Tax, the following e-proceedings are shown as pending with “open” or “pending” status. However, the amount has not been mentioned and cannot be crystallized:

Assessment Year	Proceeding Name	Proceeding Status
<b>Sahil Gupta</b>		
2021-22	An Intimation was received by our Promoter for adjustment u/s 143(1)(a) of Income Tax Act, 1961 dated October 03, 2022 vide Communication Reference ID EFL/2122/G22/ITR000205885005 raising amount of Rs. 1,95,430. As such no reply was filed by our Director and the same has been time barred, currently.	Pending
Not Available	An issue letter has been received by our Promoter, dated November 01, 2022, vide Document Identification Number ITBA/COM/F/17/2022-23/1046629406(1) under section 234B read with section 234C of Income Tax Act, 1961 for payment of third installment of advance tax for AY 2023-24 before December 15, 2022. It mentions that our Promoter has paid very high self-assessment tax during the financial year 2022-23 instead of paying Advance Tax which attracts additional interests under section 234B and section 234C of Income Tax Act, 1961. Our Promoter has been hereby, directed to make correct advance tax payments. As such the proceeding is currently pending.	Open

2021-22	An Issue Letter was received by our Promoter dated January 10, 2023 under section 143(1)(a) vide Document Identification Number ITBA/RCV/F/17/2022-23/1048579311(1) for recovery of outstanding pending demand amounting to 1,95,430/- for Assessment Year 2021. Our promoter has been directed to file a rectification application under section 154 of the Income Tax Act, 1961 in case of any mistake in the apparent records in the above demand amount. As such our Promoter is in the process of filing a response to the same.	Open
2023-24	An Intimation was received by our Promoter for adjustment u/s 143(1)(a) of Income Tax Act, 1961 dated October 27, 2023 vide Document Identification Number EFL/2324/G22/ITR000590136785.	
<b>Suman Gupta</b>		
2017-18	Our Director received a notice under section 143(1)(a)(ii) the Income-Tax Act, 1961 ("IT Act") vide Communication Reference Number CPC/1718/G21/1814685026 which shows incorrect claim. The amount entered in Schedule SI have been shown to be inconsistent with the corresponding amounts entered in Sch CG/ Sch OS. As such the proceeding is currently pending.	Pending
2017-18	A notice has been received by our Director, dated August 08, 2018, vide Communication Reference Number CPC/1718/G22/1814685026 under section 143(1)(a) of the Income Tax Act, 1961 which shows incorrect claim. The amount entered in Schedule SI have been shown to be inconsistent with the corresponding amounts entered in Sch CG/ Sch OS. As such response to the raised notice has not been submitted and is also time-barred. As such the proceeding is currently pending.	Pending
2022-2023	An Issue letter has been received by our Director, dated November, 02 2022, vide Document Identification Number ITBA/COM/F/17/2022-23/1046709428(1) under section 208 read with section 210 of Income Tax Act, 1961 for payment of 3 <sup>rd</sup> installment of advance tax before March 15, 2023. As such the proceeding is currently pending.	Pending
Not Mentioned	An Issue letter has been received by our Director, dated March 10, 2023, vide Document Identification Number ITBA/COM/F/17/2022-23/1050617805(1) under section 208 read with section 211 of Income Tax Act, 1961 for payment of 4 <sup>th</sup> installment of advance tax before March 15, 2023. As such the proceeding is currently pending.	Pending

- **Income Tax:**

As per website of Income Tax Department for outstanding tax demand, following defaults in the payment of Income Tax by the Promoters are still outstanding:

Assessment Year	Section Code	Demand Identification Number	Date on which demand is raised	No. of Defaults	Outstanding Demand (in Rupees)	Final Interest (in Rupees)
<b>Sahil Gupta</b>						
2009	143(1)(a)	2010200910016706260T	February 23, 2011	(1)	18,300/-*	-
2021	143(1)(a)	2022202137135843205T	November 21, 2022	(1)	1,95,430/-	35,172/-
2023	143(1)(a)	2023202337243405935T	January 29, 2024	(1)	5,38,040/-	21,520/-
<b>Total</b>					<b>7,51,770/-</b>	<b>56,690/-</b>

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\*The Demand of 2009 under section (143)(1)(a) having DIN 2010200910016706260T is being showed as extinguished demand on the Income Tax Website

(v). **Other Matters based on Materiality Policy of our Company:**

*Nil*

**LITIGATION FILED BY OUR PROMOTERS:**

(i). **All criminal proceedings:**

**Sahil Gupta vs. Kiran Wattal**

Sahil Gupta (“**Complainant**”) filed a complaint before the Court of Ld. Chief Judicial Magistrate, Jammu under section 138 of the Negotiable Instrument Act, 1881 against Kiran Wattal (“**Accused**”). In the Complaint, the complainant alleged that the company provided the security services to the Accused in return of which the cheques were drawn by the Accused in favour of the complainant on different occasions amounting to Rs. 10,500/-. However, the cheques were dishonoured by the respective bank’s branch on account of insufficient balance in the account of Accused. The matter is currently pending.

**Sahil Gupta vs. Sunita Wattal**

Sahil Gupta (“**Complainant**”) filed a complaint before the Court of Ld. Chief Judicial Magistrate, Jammu under section 138 of the Negotiable Instrument Act, 1881 against Sunita Wattal (“**Accused**”) on February 04, 2021 (“**Complaint**”). In the Complaint, the complainant alleged that their Company provided the security services to the Accused in return of which the cheques were drawn by the Accused in favour of our Company on different occasions amounting to Rs. 3,25,177/-. However, the cheques were dishonoured by the respective bank’s branch on account of insufficient balance in the account of Accused. The matter is currently pending.

(ii). **Other Matters based on Materiality Policy of our Company:**

*Nil*

**C. LITIGATION INVOLVING OUR DIRECTORS (OTHER THAN PROMOTERS):**

**LITIGATIONS AGAINST OUR DIRECTORS (OTHER THAN PROMOTERS):**

(i). **All criminal proceedings:**

*Nil*

(ii). **All actions by regulatory authorities and statutory authorities:**

*Nil*

(iii). **Claims related to direct and indirect taxes:**

*Nil*

(iv). **Other Matters based on Materiality Policy of our Company:**

*Nil*

**LITIGATION FILED BY OUR DIRECTORS (OTHER THAN PROMOTERS):**

(i). **All criminal proceedings:**

*Nil*

(ii). **Other Matters based on Materiality Policy of our Company:**

*Nil*

**D. OUTSTANDINGS DUE TO MICRO, SMALL AND MEDIUM ENTERPRISES OR ANY OTHER CREDITORS:**

In accordance with our Company’s materiality policy dated July 26, 2024, below are the details of the Creditors where there are outstanding amounts as on March 31, 2024:

(₹ in lakhs)

Particulars	Number of creditors	Balance
A. Total outstanding dues to micro and small & medium enterprises	9	72.90

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B. Total outstanding dues to creditors other than micro and small & medium enterprises	103	256.13
<b>Total Outstanding Creditors</b>	<b>112</b>	<b>329.03</b>
C. Total outstanding dues to Material Creditors	4	111.30

**E. MATERIAL DEVELOPMENTS SINCE THE LAST BALANCE SHEET:**

Except as mentioned under the chapter - “Management Discussion and Analysis of Financial Condition and Result of Operation” on page 199 of this Draft Red Herring Prospectus, there have been no material developments, since the date of the last audited balance sheet.

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## GOVERNMENT AND OTHER STATUTORY APPROVALS

*Our Company has received the necessary licenses, permissions and approvals from the Central Government and appropriate State Governments and other government agencies/regulatory authorities/certification bodies required to undertake the Issue or continue our business activities. Our Company undertakes to obtain all material approvals and licenses and permissions required to operate our present business activities. It must, however, be distinctly understood that in granting the approvals, the Government of India and other authorities do not take any responsibility for the financial soundness of our Company or for the correctness of any of the statements or any commitments made or opinions expressed on this behalf.*

*Following statements set out the details of licenses, permissions and approvals obtained by the Company under various Central and State legislations for carrying out its business activities.*

The Company has its business located at the following locations:

### **Registered Office:**

- BDSPL House, Lane No 1, 3rd Building, Greater Kailash, Jammu – 180011, India.

### **Other Offices:**

- 43, New Road Bhota Chowka, Ward No 8, Hamirpur, Himachal Pradesh - 177001, India
- Parthasarathy Koil, 2nd Street, First Floor, Ekkaduthangal, Chennai – 600032
- J 13, Thilagar Street, Tiruchirappalli, Tiruchirappalli, Tamil, Trichy – 620021, Tamil Nadu, India
- Floor No 7th, Building No 710, Tower A, Motiaz Royal Business Park, Ambala Chandigarh Expressway Zirakpur Sas Nagar Punjab 140603.
- 47, Perumal Kovil Street, North Coimbatore, Idikarai, Coimbatore, Tamil Nadu, 641022
- 34, Extension , Sector A , Sainik Colony, Jammu 180011

## **I. APPROVALS FOR THE ISSUE**

### **Corporate Approvals**

The following approvals have been obtained or will be obtained in connection with the Issue:

- a. Our Board of Directors have pursuant to a resolution passed at their meeting held on July 26, 2024, authorized the Issue, subject to the approval of the shareholders of our Company under Section 23 and 62(1)(c) of the Companies Act, 2013 and such other authorities as may be necessary.
- b. The Issue of Equity Shares has been authorized by a special resolution adopted pursuant to Section 23 and 62(1) (c) of the Companies Act, 2013 by Special Resolution in an Extra Ordinary General Meeting held on August 17, 2024.

### **ISIN Number**

The Company's International Securities Identification Number (“ISIN”) is INE0QOU01023

### **Lender NOC**

Our Company has received the NOC letter on September 17, 2024, from the Jammu and Kashmir Bank Limited.

Our company is in process to receive the NOC from HDFC Bank Limited.

### **Stock Exchange**

In-Principle approval letter dated [●] from National Stock Exchange of India Limited for the listing of equity shares issued by our Company pursuant to the Issue.

## **II. APPROVALS OBTAINED BY OUR COMPANY**

S. No.	NATURE OF LICENSE/APPROVAL	REGISTRATION/ LICENSE NO.	ISSUING AUTHORITY	DATE OF GRANT	VALIDITY
1.	Certificate of Incorporation in the name of BD Security Private Limited	U74920JK2006PTC0 02638	Registrar of Companies, Jammu & Kashmir	March 14, 2006	One Time Registration

S. No.	NATURE OF LICENSE/APPROVAL	REGISTRATION/ LICENSE NO.	ISSUING AUTHORITY	DATE OF GRANT	VALIDITY
2.	Certificate of Incorporation upon change of name from BD Security Private Limited to BD Security Limited pursuant to conversion from Private Company to Public Company	U74920JK2006PLC002638	Registrar of Companies, Jammu & Kashmir	December 04, 2023	One Time Registration
<b>TAX RELATED APPROVALS</b>					
3.	Permanent Account Number ("PAN")	AACCB8222C	Income Tax Department, Government of India	March 14, 2006	One Time Registration
4.	*Tax Deduction Account Number ("TAN")	AMRB11673E	Income Tax Department, Government of India	N/A	One Time Registration
<b>GOODS AND SERVICE TAX REGISTRATION</b>					
5.	Certificate of Registration under Goods and Services Tax Act, 2017 for Tamil Nadu Office	33AACCB8222C1Z A	Goods and Service Tax Network 07	Date of Validity: March 07, 2019 Date of Issue: May 02, 2024	One Time Registration
6.	Certificate of Registration under Goods and Services Tax Act, 2017 for Jammu and Kashmir Office	01AACCB8222C1Z H	Superintendent, Circle H-Jammu	Date of Validity: July 08, 2017 Date of Issue: April 03, 2024	One Time Registration
7.	Certificate of Registration under Goods and Services Tax Act, 2017 for Punjab Office	03AACCB8222C1Z D	GST Authority, Government of India	Date of Validity: July 01, 2017 Date of Issue: April 26, 2024	One Time Registration
8.	Certificate of Registration under Goods and Services Tax Act, 2017 for Himachal Pradesh Office	02AACCB8222C1ZF	Goods and Service Tax Network 01	Date of Validity: August 02, 2017 Date of Issue: July 02, 2024	One Time Registration
<b>BUSINESS RELATED APPROVALS</b>					
9.	Udyam Registration under the Micro, Small and Medium Enterprises Development Act, 2006	UDYAM-JK-07-0002182	Government of India, Ministry of Micro, Small and Medium Enterprises	March 03, 2021	One Time Registration
10.	Registration Certificate under Private Security Agencies (Regulation) Act, Private Security Agencies 2005 for Punjab (Central Act No. 29 of 2005)	PSA/L/42/PB/2021/S EP/3/278	Controlling Authority Punjab	November 06, 2021	November 05, 2026
<b>SHOPS AND ESTABLISHMENT APPROVALS</b>					

S. No.	NATURE OF LICENSE/APPROVAL	REGISTRATION/ LICENSE NO.	ISSUING AUTHORITY	DATE OF GRANT	VALIDITY
11.	*Registration Certificate under the Punjab Shops and Commercial Establishments Act, 1958 for Punjab Office having address at Unit No. 710, 7 <sup>th</sup> Floor, Tower A, Motiaz Royal Business Park, Zirakpur. Tehsil Derabassi, District - Mohalli	SAS/N06/00039465	Inspector, Shops and Commercial Establishments, Derabassi, Grade-1	November 18, 2023	One Time Registration
12.	*Registration Certificate under TamilNadu industrial establishments (national and festival holidays) Act 1958 for Tamil Nadu office having address at Parthasarathy Koil, 2nd Street, First Floor, Ekkaduthangal, Chennai - 600032	RDIS 424/2019	Assistant Inspector of Labour, 18 <sup>th</sup> Circle, Chennai - 15	August 28, 2019	One Time Registration
13.	*Registration under Government of Jammu & Kashmir Shops & Establishment Act 1966	6488226142	Inspector Under Jammu & Kashmir Shops and Establishment Act, 1966	April 16, 2022	March 31, 2025
<b>LABOUR RELATED APPROVALS</b>					
14.	*Registration Certificate Under Rule 25(1) of the Contract Labour (Regulation and Abolition) Central Rules, 1971	CLRA/RLCJAMMU/2023/122236/L-1	Licensing Officer, RLC Jammu	June 20, 2024	May 09, 2025
15.	*Registration Certificate Under Rule 25(1) of the Contract Labour (Regulation and Abolition) Central Rules, 1971	CLRA/RLCJAMMU/2022/L-35	Licensing Officer, RLC Jammu	February 08, 2024	February 09, 2025
16.	*Registration Certificate Under Rule 25(1) of the Contract Labour (Regulation and Abolition) Central Rules, 1971	CLRA/RLCJAMMU/2023/122239/L-1	Licensing Officer, RLC Jammu	May 14, 2024	May 09, 2025
17.	*Registration Certificate Under Rule 25(1) of the Contract Labour (Regulation and Abolition) Central Rules, 1971	CLRA/RLCJAMMU/2020/L-38	Licensing Officer, RLC Jammu	May 27, 2024	May 31, 2025
18.	*Registration Certificate under Section 12(1) of the Contract Labour (Regulation and Abolition) Act, 1970	3179440622	Licensing Officer, Jammu	March 23, 2024	March 12, 2025
19.	*Registration Certificate under Section 12(1) of the Contract Labour (Regulation and Abolition) Act, 1970	7985582997	Licensing Officer, Jammu	March 23, 2024	January 31, 2025
20.	Registration Certificate under Section 12(1) of the Contract Labour (Regulation and Abolition) Act, 1970	8800971325	Licensing Officer, Jammu	July 16, 2024	August 01, 2025
21.	*Registration under Employees' Provident Fund and	JKSRN2037862000	Ministry of Labour &	-	One Time Registration

S. No.	NATURE OF LICENSE/APPROVAL	REGISTRATION/ LICENSE NO.	ISSUING AUTHORITY	DATE OF GRANT	OF	VALIDITY
	Miscellaneous Provisions Act, 1952		Employment, Government of India			
22.	*Registration under Employees' Provident Fund and Miscellaneous Provisions Act, 1952	JKJMU2037625000	Ministry of Labour & Employment, Government of India	October 18, 2023		One Time Registration
23.	Registration under Employees State Insurance Act, 1948 for J&K Office having address at BDSPL House, 3 <sup>rd</sup> Budling 1 <sup>st</sup> lane, Greater Kailash, Jammu Tawi, 180011	19000004580001001	ESI Corporation, Jammu	October 28, 2010		One Time Registration

\*The above-mentioned approvals are in the previous name of the Company i.e., B D Security Private Limited. The Company has changed its name from B D Security Private Limited to B D Security Limited and is in the process of name change in all its approvals.

### III. APPROVALS OBTAINED/APPLIED IN RELATION TO INTELLECTUAL PROPERTY RIGHTS:

Sr. No.	Word/ Label Mark	Application No.	Class	Registration/Application date	Status/ Validity
1.	bd security Certificate No. 820460 	1607385	42	October 03, 2007	Status - Registered, Validity - October 03, 2027
2.	Bd One Certificate No. 3716130 	6189039	45	November 17, 2023	Status – Registered Validity - November 17, 2033
3.	Bd Telecom Bespoke Telecom Services 	6189040	37	November 17, 2023	Status – Objected

### IV. THE DETAILS OF DOMAIN NAME REGISTERED ON THE NAME OF THE COMPANY:

Sr. No.	Domain Name and ID	IANA ID	Creation Date	Expiry Date
1.	Domain name – <a href="https://bdsecurity.co.in/">https://bdsecurity.co.in/</a> Domain ID – D2251083-IN	800140	June 13, 2006	13 June, 2029

### V. CERTIFICATES IN THE NAME OF THE COMPANY

Sr. No.	PARTICULARS/DESCRIPTION	CERTIFICATE/ REGISTRATION NUMBER	DATE OF REGISTRATION	EXPIRY DATE
1.	ISO 9001:2015 Certificate issued by International Quality Certification Services UK Ltd.	QMS/B00C/0524	May17, 2024	May16, 2027



<b>Sr. No.</b>	<b>PARTICULARS/DESCRIPTION</b>	<b>CERTIFICATE/REGISTRATION NUMBER</b>	<b>DATE OF REGISTRATION</b>	<b>EXPIRY DATE</b>
2.	ISO 45001:2018 Certificate issued by International Quality Certification Services UK Ltd.	OHSMS/AACE/0624	June22, 2024	June21, 2027
3.	SA 8000:2014 Certificate issued by International Quality Certification Services UK Ltd.	SAS/A9CE/0624	June22, 2024	June21, 2027
4.	ISO 27001:2022 Certificate issued by International Quality Certification Services UK Ltd.	ISMS/94D8/0624	June22, 2024	June21, 2027
5.	ISO 20000:2018 Certificate issued by International Quality Certification Services UK Ltd.	ITMS/94D8/0624	June22, 2024	June21, 2027

#### **VI Pending Approvals**

- Application filed for New License to engage in the business of private security agency under Private Security Agencies (Regulation) Act, 2005 for Jammu and Kashmir.
- Application filed under The Shops and Establishment Act 1966 for Jammu and Kashmir.
- Application filed for Tamil Nadu industrial establishments (national and festival holidays) Act 1958 for Tamil Nadu (Coimbatore and Trichy office)
- Application filed under The Himachal Pradesh Shops and Commercial. Establishments Act, 1969.

## SECTION XI – INFORMATION WITH RESPECT TO GROUP COMPANIES / ENTITIES

The definition of “Group Companies” pursuant to the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, to include companies (other than promoter(s) and subsidiary/subsidiaries) with which there were related party transactions, during the period for which financial information is disclosed, as covered under the applicable accounting standards and also other companies as are considered material by the Board.

Pursuant to a Board resolution dated July 26, 2024 our Board has identified companies with which there were related party transactions, during the period for which financial information is disclosed and formulated a policy to identify other companies which are considered material to be identified as group companies, pursuant to which the following entities are identified as Group Companies of our Company:

### 1. Alliance Outsourcing Private Limited

Except as stated above, there are no companies falling under definition of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 that are to be identified as group companies.

#### 1. Alliance Outsourcing Private Limited (“AOPL”)

##### **Brief Corporate Information**

The company was originally incorporated under the name “Corporate Human Resource Services Private Limited” on February 25, 2008 under the Companies Act, 1956 pursuant to certificate of incorporation issued by Registrar of Companies, Jammu and Kashmir. Thereafter, the Company changed its name, pursuant to a fresh certificate of incorporation dated May 06, 2010 issued by the Registrar of Companies, Jammu and Kashmir, changing the name of the Company to ‘Alliance Outsourcing Private Limited’. The CIN of AOPL is U74990JK2008PTC002880. Registered Office of AOPL is situated at Lane No. 1, Building No. 3, Greater Kailash, Jammu- 180010, Jammu & Kashmir, India.

##### **Current Nature of Activities / Business Activities**

AOPL has been carrying on the business of providing manpower security services and staffing and housekeeping services to its clients predominantly by participating and successfully gaining GEM based tenders and other regional and local tenders and the entity being an MSE certified entity has its complete focus area and specialisation as well on such type of contracts only.

##### **Board of Directors**

As on date of this Draft Red Herring Prospectus, the following are the Directors of AOPL:

Sr. No.	Name	Designation	DIN
1.	Palvi Gupta	Director	01387134
2.	Sahil Gupta	Director	01234336
3.	Suman Gupta	Director	01235920

##### **Capital Structure**

As on the date of this Draft Red Herring Prospectus, the authorised share capital of AOPL is ₹ 20,00,000 divided into 20,000 Equity Shares of ₹ 100 each. The issued, subscribed and paid-up Equity share capital of AOPL is ₹ 9,70,000 divided into 9,700 Equity Shares of ₹ 100 each.

##### **Financial Information**

The brief financial details of AOPL derived from its financial statements for audited financial statements for FY 2024, 2023, 2022 are set forth below:

(₹ in lakhs except per share data)

Particulars	For the financial year ended		
	March 31, 2024	March 31, 2023	March 31, 2022
Equity Share Capital	9.70	9.70	9.70
Other Equity	114.68	94.72	97.31
Net worth	124.38	104.42	107.01
Revenue from operation	1010.40	479.82	391.93
Profit / (Loss) after tax	20.23	4.07	3.48
Earnings per Share (face value of ₹ 10 each) (Basis & Diluted)	208.59	41.93	35.92

Particulars	For the financial year ended		
	March 31, 2024	March 31, 2023	March 31, 2022
Net Asset value per share (₹) *	1,282.31	1076.50	1103.16

\*NAV per share has been calculated by dividing the Net worth of the company by the outstanding shares for the respective year.

### Shareholding Pattern

The shareholding pattern of AOPL as on August 13, 2024 is mentioned below:

Sr. No	Name of Shareholder	No of Shares
1.	Sahil Gupta	8,700
2.	Suman Gupta	500
3.	Palvi Gupta	500
	<b>Total</b>	<b>9,700</b>

### Nature and extent of interest of our Promoter

Our Promoters, namely Sahil Gupta, Suman Gupta, Palvi Gupta are interested to the extent of being shareholders and directors of AOPL. Further details of nature and interest of our promoters are disclosed hereunder:

Sr. No	Name of Promoter	Nature of Interest	Extent of Interest
1.	Sahil Gupta	Shareholder and Director	8,700 shares
2.	Suman Gupta	Shareholder and Director	500 shares
3.	Palvi Gupta	Shareholder and Director	500 shares
	<b>Total</b>		<b>9,700 shares</b>

Financial details of our group companies are available on website of our company under investor tab. Website of our company at [www.bdsecurity.co.in](http://www.bdsecurity.co.in)

### PENDING LITIGATIONS

There is no pending litigation involving any of the above-mentioned group companies which has a material impact on our company. However, for details of Outstanding Litigation against our Company and Group Companies, please refer to Chapter titled “*Outstanding Litigations and Material Developments*” on the Page no. 212 of this Draft Red Herring Prospectus.

### GENERAL DISCLOSURE

- None of our Group Companies have its securities listed on any stock exchange and has made any public or rights issue (as defined under the SEBI ICDR Regulations) of securities in the three years.
- None of the above-mentioned Group Companies is in defaults in meeting any Statutory/bank/institutional dues and no proceedings have been initiated for economic offences against any of the Group Companies/Entities.
- Our Group Company has not been debarred from accessing the capital market for any reasons by the SEBI or any other authorities.
- Our Group Company has not been identified as a Wilful Defaulter or Fraudulent Borrower.

### COMMON PURSUITS

Our Group Company is engaged in similar line of business activities of our Company. As a result, conflict of interest may arise in allocating business opportunities amongst our Company and in circumstances where our respective interests diverge. In addition, some of our directors are also directors on the boards of some of our group companies. These overlapping directorships could create conflicts of interest between us and the Promoters.

Further, our Company has not entered into separate non-compete agreement in order to avoid the conflict of interest envisaged with our group companies.

For further details refer the chapter titled “Risk Factor” on page no. 26 of the Draft Red Herring Prospectus

### BUSINESS INTERESTS AMONGST OUR COMPANY AND GROUP COMPANIES/ENTITIES /ASSOCIATE COMPANIES

#### Existing

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Except as mentioned under “*Annexure IX – Restated Related Party Disclosures*” under Chapter titled “*Restated Financial Information*” beginning on page no. 162 of the Draft Red Herring Prospectus, there is no business interest among Group Companies.

Additionally, our Company will pay remuneration and salary to our Directors and Key Managerial Personnel as approved by the Board of Directors and/or Shareholders of our Company.

Our Company may also propose to enter into new transactions or transactions with the Group Company beyond the present approval given by the Board of Directors/Audit Committee after obtaining the fresh approval for the new transactions or transactions.

#### **RELATED BUSINESS TRANSACTIONS WITHIN THE GROUP COMPANY/ENTITY AND ITS SIGNIFICANCE ON THE FINANCIAL PERFORMANCE OF OUR COMPANY**

For details, please refer Chapter titled “*Restated Financial Information*” beginning on page no. 162 of the Draft Red Herring Prospectus, there is no business interest among Group Companies.

#### **CHANGES IN ACCOUNTING POLICIES IN THE LAST THREE YEARS**

Except as mentioned under the paragraph Changes in Significant Accounting Policies, “*Restated Financial Statement*” on page no. 162 of this Draft Red Herring Prospectus, there have been no changes in the accounting policies in the last three years.

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## SECTION XII – OTHER REGULATORY AND STATUTORY DISCLOSURES

### AUTHORITY FOR THE ISSUE

#### Company Resolutions:

The Board of Directors has, pursuant to a resolution passed at its meeting held on July 26, 2024 authorized the Issue, subject to the approval of the shareholders of the Company under Section 62(1)(c) and all other applicable provisions of the Companies Act, 2013.

The shareholders of the Company have, pursuant to a special resolution passed in EoGM held on August 17, 2024 authorized the Issue under Section 62(1)(c) and all other applicable provisions of the Companies Act, 2013.

Our Company has received an In-Principle Approval letter dated [●] from NSE for using its name in this Draft Red Herring Prospectus for listing our shares on the Emerge Platform of NSE. NSE is the Designated Stock Exchange for the purpose of this Issue.

### PROHIBITION BY SECURITIES MARKET REGULATORS

Our Company, our Promoters, our Directors and our Promoters Group have not been prohibited from accessing the capital market or debarred from buying, selling, or dealing in securities under any order or direction passed by the Board or any securities market regulators in any other jurisdiction or any other authority/court.

### CONFIRMATIONS

1. Our Company, our Promoters, Promoters Group are in compliance with the Companies (Significant Beneficial Ownership) Rules, 2018 to the extent applicable.
2. None of the Directors in any manner are associated with any entities which are engaged in securities market related business and are registered with the SEBI.
3. There has been no action taken by SEBI against any of our Directors or any entity with which our Directors are associated as Promoter or directors.
4. The composition of the board is in compliance with the requirements of Companies Act, 2013 at the time of seeking in principle approval for DRHP and shall be in continuous compliance.

### PROHIBITION BY RBI OR GOVERNMENTAL AUTHORITY

1. Neither our Company, nor our Promoter, nor the relatives (as defined under the Companies Act) of our Promoter nor Group Companies/Entities have been identified as willful defaulters or fraudulent borrowers by the RBI or any other governmental authority.
2. Our Directors have not been declared as fugitive economic offenders in accordance with Section 12 of the Fugitive Economic Offenders Act, 2018.

### ELIGIBILITY FOR THE ISSUE

Our Company is an “Unlisted Company” in terms of the SEBI (ICDR) Regulation; and this Issue is an “Initial Public Offer” in terms of the SEBI (ICDR) Regulations.

This Issue is being made in terms of Regulation 229 (2) of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time, whereby, our Company whose post issue face value capital will be more than ₹ 10 Crore and up to ₹ 25 Crore, shall offer shares to the public and propose to list the same on the Small and Medium Enterprise Exchange (“SME Exchange”), in this case being the Emerge Platform of National stock Exchange of India Limited i.e. NSE Emerge)

As per Regulation 229(3) of the SEBI ICDR Regulations, our Company satisfies track record and/or other eligibility conditions of Emerge Platform of NSE in accordance with the Restated Financial Statements, prepared in accordance with the Companies Act and restated in accordance with the SEBI ICDR Regulations as below:

#### 1. The Issuer should be a company incorporated under the Companies Act 1956 / 2013 in India.

Our Company is incorporated under the Companies Act, 1956.

#### 2. The post issue paid up capital of the company (face value) shall not be more than ₹ 25.00 Crore.

The present paid-up capital of our Company is ₹ 1246.00 Lakhs and we are proposing issue of up to 44,56,000 Equity Shares of ₹ 10/- each at Issue price of ₹ [●] per Equity Share including share premium of ₹ [●] per Equity Share, aggregating to ₹ [●] Lakh. Hence, our Post Issue Paid up Capital will be ₹ [●] Lakhs which is more than ₹ 10.00 Crores and not more than ₹ 25.00 Crore.

### 3. Track Record

#### A. The company should have a track record of at least 3 years.

Our Company was originally formed under the name and style of M/s “B D Security Private Limited” under the provisions of the Companies Act, 1956 pursuant to Certificate of Incorporation dated March 14, 2006 issued by the Registrar of Companies Jammu and Kashmir. Subsequently, our Company was converted from a private limited company to a public limited company, pursuant to a special resolution passed by our Shareholders at an Extra-ordinary General Meeting held on October 30, 2023 and the name of Company was changed to “B D Security Limited” and a fresh certificate of incorporation consequent upon conversion dated December 04, 2023 was issued by the Registrar of Companies, Jammu. Therefore, we are in compliance with criteria of having track record of 3 years.

#### B. The company/entity should have operating profit (earnings before interest, depreciation and tax) from operations for at least any 2 out of 3 financial years preceding the application and its net-worth should be positive.

Our Company satisfies the criteria of track record which given hereunder based on Restated Financial Statement.

(₹ in lakhs)

Particulars	For the period / year ended		
	March 31, 2024	March 31, 2023	March 31, 2022
Net Profit as Restated	801.87	337.14	147.34
Add: Depreciation	52.91	46.57	27.88
Add: Interest on Loan	314.64	193.77	105.96
Add: Income Tax/ Deferred Tax	270.24	113.84	49.68
Less: Other Income	(14.97)	(85.74)	(80.77)
<b>EBITDA</b>	<b>1,424.69</b>	<b>605.59</b>	<b>250.09</b>

(₹ in lakhs)

Particulars	For the period / year ended		
	March 31, 2024	March 31, 2023	March 31, 2022
Net Worth as per Restated Financial Statement	1,793.38	1,009.49	772.34

#### 4. The company/entity should have positive free cash flow to Equity (FCFE) for at least 2 out of 3 financial years preceding the application.

Criteria of Free cash flow to Equity (FCFE) of the Company which is given hereunder based on Restated Financial Statement.

(₹ in lakhs)

Particulars	31-Mar-24	31-Mar-23	31-Mar-22
Cash flow from Operations	(1,122.13)	(532.67)	11.89
Less: Purchase of Fixed Assets	(48.61)	(746.79)	(137.21)
Add: Net Borrowings	3,268.87	1,026.63	678.11
Less: Interest x (1-T)	(235.33)	(144.86)	(79.24)
<b>FCFE</b>	<b>1,862.79</b>	<b>(397.68)</b>	<b>473.54</b>

### 5. Other Requirements

We confirm that;

- The Company has not been referred to the Board for Industrial and Financial Reconstruction (BIFR).
- There is no winding up petition against the company, which has been admitted by the court or a liquidator has not been appointed.
- No material regulatory or disciplinary action by a stock exchange or regulatory authority in the past three years against our company.

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6. **The Company has a website:** www.bdsecurity.co.in

7. **Disclosures:**

**We confirm that:**

- i. There is no material regulatory or disciplinary action taken by a stock exchange or regulatory authority in the past one year in respect of Promoters/promoting Company(ies), group companies, companies promoted by the Promoters/promoting companies of the Company.
- ii. There is no default in payment of interest and/or principal to the debenture/bond/fixed deposit holders, banks, FIs by the Company, Promoters/promoting Company(ies), group companies, companies promoted by the Promoters/promoting Company(ies) during the past three years.

**In terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, we confirm that:**

1. In accordance with regulation 260 of the SEBI ICDR Regulations, this Issue is 100% underwritten by the BRLM in compliance of Regulations 260(1) and 260(2) of the SEBI (ICDR) Regulations, 2018. For details pertaining to underwriting by BRLM, please refer to Section titled “*General Information*” beginning on page no. 50 of this Draft Red Herring Prospectus. - **Noted for Compliance**
2. In accordance with Regulation 261 of the SEBI (ICDR) Regulations, 2018, the BRLM will ensure compulsory market making for a minimum period of three years from the date of listing of Equity Shares Issue in the Initial Public Issue. For details of the market making arrangement, see Section titled “*General Information*” beginning on page no. 50 of this Draft Red herring Prospectus. **Noted for Compliance**
3. In accordance with Regulation 268(1) of the SEBI (ICDR) Regulations, 2018, we shall ensure that the total number of proposed allottees in the Issue is greater than or equal to fifty, otherwise, the entire application money will be refunded forthwith. If such money is not repaid within four days from the date our company becomes liable to repay it, then our company and every officer in default shall, on and from expiry of eight days, be liable to repay such application money, with interest at rate of fifteen per cent per annum and within such time as disclosed in the Issue document and BRLM shall ensure the same.
4. In accordance with Regulation 246 the SEBI (ICDR) Regulations, 2018, we shall also ensure that we submit the soft copy of Issue Document through BRLM immediately up on registration of the Issue Document with the Registrar of Companies along with a Due Diligence Certificate including additional confirmations. However, SEBI shall not issue any observation on our Draft Red Herring Prospectus.

We further confirm that we shall be complying with all the other requirements as laid down for such an Issue under Chapter IX of SEBI (ICDR) Regulations, 2018 as amended from time to time and Subsequent circulars and guidelines issued by SEBI and the Stock Exchange.

**SEBI DISCLAIMER CLAUSE**

**“IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THE DRAFT RED HERRING PROSPECTUS TO THE SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE OFFER IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE DRAFT RED HERRING PROSPECTUS. THE BOOK RUNNING LEAD MANAGER HAS CERTIFIED THAT THE DISCLOSURES MADE IN THE DRAFT RED HERRING PROSPECTUS ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE REGULATIONS. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING INVESTMENT IN THE PROPOSED ISSUE.**

**IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE COMPANY IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE DRAFT RED HERRING PROSPECTUS, THE BOOK RUNNING LEAD MANAGER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE BOOK RUNNING LEAD MANAGER BEELINE CAPITAL ADVISORS PRIVATE LIMITED HAS FURNISHED TO STOCK EXCHANGE/SEBI, A DUE DILIGENCE CERTIFICATE DATED SEPTEMBER 28, 2024 IN THE FORMAT PRESCRIBED UNDER SCHEDULE V(A) OF THE SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018.**

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**THE FILING OF THE DRAFT RED HERRING PROSPECTUS DOES NOT, HOWEVER, ABSOLVE THE ISSUER FROM ANY LIABILITIES UNDER THE COMPANIES ACT, 2013 OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY OR OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE PROPOSED ISSUE. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP, AT ANY POINT OF TIME, WITH THE BOOK RUNNING LEAD MANAGER ANY IRREGULARITIES OR LAPSES IN THE DRAFT RED HERRING PROSPECTUS.”**

**ALL LEGAL REQUIREMENTS PERTAINING TO THIS ISSUE WILL BE COMPLIED WITH AT THE TIME OF FILING OF THE PROSPECTUS WITH THE REGISTRAR OF COMPANIES, JAMMU, IN TERMS OF SECTION 26, 30 AND SECTION 32 OF THE COMPANIES ACT, 2013.**

#### **DISCLAIMER CLAUSE OF THE NSE**

The copy of the Draft Red Herring Prospectus is submitted to NSE. Post scrutiny of the Draft Red Herring Prospectus, the Disclaimer Clause as intimated by NSE to us is read as under:

“As required, a copy of this Offer Document has been submitted to 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 Offer Document as one of the stock exchanges on which this Issuer’s securities are proposed to be listed. The Exchange has scrutinized this draft red herring prospectus 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 offer 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.”

#### **CAUTION- DISCLAIMER FROM OUR COMPANY AND THE BOOK RUNNING LEAD MANAGER**

The Company, the Directors, accept no responsibility for statements made otherwise than in this Draft Red Herring Prospectus or in the advertisement or any other material issued by or at the instance of the issuer and that anyone placing reliance on any other source of information would be doing so at their own risk.

The BRLM accepts no responsibility for statements made otherwise than in this Draft Red Herring Prospectus or in the advertisements or any other material issued by or at instance of the issuer and that anyone placing reliance on any other source of information, including Company’s website: [www.bdsecurity.co.in](http://www.bdsecurity.co.in) in would be doing so at their own risk.

The Company, the Directors and the BRLM accept no responsibility for statements made otherwise than in this Draft Red Herring Prospectus or in the advertisements or any other material issued by or at instance of the issuer and that anyone placing reliance on any other source of information, including Company’s website: [www.bdsecurity.co.in](http://www.bdsecurity.co.in) would be doing so at their own risk.

#### **CAUTION**

The BRLM accepts no responsibility, save to the limited extent as provided in the Issue Agreement entered into between the BRLM, and our Company dated September 13, 2024 and the Underwriting Agreement dated [●] between [●] and our Company and the Market Making Agreement dated [●] entered into among the Market Maker, Book Running Lead Manager and our Company.

All information shall be made available by us and BRLM to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner whatsoever including at road show presentations, in research or sales reports or at collection centres etc.

The BRLM and their respective associates and affiliates may engage in transactions with, and perform services for, our Company and our Promoters Group, affiliates or associates in the ordinary course of business and have engaged, or may in future engage, in commercial banking and investment banking transactions with our Company and our Promoters Group, affiliates or associates for which they have received, and may in future receive, compensation.

#### **Note:**

Investors that apply in this Issue will be required to confirm and will be deemed to have represented to our Company, the Underwriters and BRLM and their respective directors, officers, agents, affiliates and representatives that they are eligible



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under all applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our company and will not Issue, sell, pledge or transfer the Equity Shares of our company to any person who is not eligible under applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our company. Our Company, the Underwriters and BRLM and their respective directors, officers, agents, affiliates and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire Equity Shares of our company.

#### **DISCLAIMER IN RESPECT OF JURISDICTION**

This Issue is being made in India to persons resident in India including Indian nationals resident in India who are not minors, HUFs, companies, corporate bodies and societies registered under the applicable laws in India and authorised to invest in shares, Indian mutual funds registered with SEBI, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to RBI permission), or trusts under the applicable trust law and who are authorized under their constitution to hold and invest in shares, and any FII sub-account registered with SEBI which is a foreign corporate or Foreign individual, permitted insurance companies and pension funds and to FIIs and Eligible NRIs. This Draft Red Herring Prospectus does not, however, constitute an invitation to subscribe to Equity Shares Issue hereby in any other jurisdiction to any person to whom it is unlawful to make an Issue or invitation in such jurisdiction. Any person into whose possession the Draft Red Herring Prospectus comes is required to inform him or herself about and to observe, any such restrictions. Any dispute arising out of this Issue will be subject to the jurisdiction of appropriate court(s) in Ahmedabad only.

No action has been or will be taken to permit a public offering in any jurisdiction where action would be required for that purpose.

Accordingly, our Company's Equity Shares, represented thereby may not be offered or sold, directly or indirectly, and Draft Red Herring Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of Draft Red Herring Prospectus nor any sale here under shall, under any circumstances, create any implication that there has been any change in our Company's affairs from the date hereof or that the information contained herein is correct as of any time subsequent to this date.

#### **DISCLAIMER CLAUSE UNDER RULE 144A OF THE U.S. SECURITIES ACT, 1993**

The Equity Shares have not been and will not be registered under the U.S. Securities Act 1933, as amended (the "Securities Act") or any state securities laws in the United States and may not be offered or sold within the United States or to, or for the account or benefit of, "U.S. persons" (as defined in Regulation S of the Securities Act), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. Accordingly, the Equity Shares will be offered and sold (i) in the United States only to "qualified institutional buyers", as defined in Rule 144A of the Securities Act, and (ii) outside the United States in offshore transactions in reliance on Regulation S under the Securities Act and in compliance with the applicable laws of the jurisdiction where those offers and sales occur.

**Accordingly, the Equity Shares are being offered and sold only outside the United States in offshore transactions in compliance with Regulation S under the Securities Act and the applicable laws of the jurisdictions where those offers and sales occur.**

The Equity Shares have not been, and will not be, registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction. Further, each applicant, wherever requires, agrees that such applicant will not sell or transfer any Equity Share or create any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with applicable laws and legislations in each jurisdiction, including India.

#### **FILING OF DRAFT RED HERRING PROSPECTUS/ RED HERRING PROSPECTUS/PROSPECTUS WITH THE BOARD AND THE REGISTRAR OF COMPANIES**

The Draft Red Herring Prospectus is being filed with National Stock Exchange of India Limited, Exchange Plaza, C-1, Block-G, Bandra Kurla Complex, Bandra (East), Mumbai 400051, Maharashtra, India. The Draft Red Herring Prospectus will not be filed with SEBI, nor will SEBI issue any observation on the Draft Red Herring Prospectus/ Red Herring Prospectus /Prospectus in terms of Regulation 246(2) of SEBI (ICDR) Regulations, 2018. Pursuant to Regulation 246(5) of SEBI (ICDR) Regulations, 2018 and SEBI Circular Number SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018, a copy of Red Herring Prospectus/Prospectus will be filed online through SEBI Intermediary Portal at <https://siportal.sebi.gov.in>.

A copy of the Red Herring Prospectus, along with the material documents and contracts required to be filed, will be filed with the RoC in accordance with Section 32 of the Companies Act and a copy of the Prospectus required to be filed under

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Section 26 of the Companies Act, will be filed with the RoC situated at Registrar of Companies, Jammu and through the electronic portal at <http://www.mca.gov.in/mcafoportal>.

#### **LISTING**

Application is to be made to the Emerge Platform of NSE for obtaining permission to deal in and for an official quotation of our Equity Shares. NSE is the Designated Stock Exchange, with which the Basis of Allotment will be finalized for the Issue.

Our Company has received an In-Principle Approval letter dated [●] from NSE for using its name in this offer document for listing our shares on the Emerge Platform of NSE.

If the permissions to deal in and for an official quotation of our Equity Shares are not granted by the NSE, the Company shall refund through verifiable means the entire monies received within four days of receipt of intimation from stock exchanges rejecting the application for listing of specified securities, and if any such money is not repaid within four day after the company becomes liable to repay it the company and every director of the company who is an officer in default shall, on and from the expiry of the fourth day, be jointly and severally liable to repay that money with interest at the rate of fifteen per cent per annum.

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at the Emerge Platform of NSE mentioned above are taken within Three Working Days from the Issue Closing Date.

#### **PROHIBITION BY RBI OR GOVERNMENTAL AUTHORITY**

Neither our Company, nor our Promoter, nor the relatives (as defined under the Companies Act) of our Promoter nor Group Companies/Entities have been identified as wilful defaulters or Fraudulent Borrowers by the RBI or any other governmental authority.

#### **IMPERSONATION**

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 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 - any person who is found to be guilty of fraud involving an amount of at least ten lakh rupees or one per cent. of the turnover of the company, whichever is lower shall be punishable with imprisonment for a term which shall not be less than six months but which may extend to ten years (provided that where the fraud involves public interest, such term shall not be less than three years) and shall also be liable to fine which shall not be less than the amount involved in the fraud, but which may extend to three times the amount involved in the fraud.

Provided further that where the fraud involves an amount less than ten lakh rupees or one per cent. of the turnover of the company, whichever is lower, and does not involve public interest, any person guilty of such fraud shall be punishable with imprisonment for a term which may extend to five years or with fine which may extend to fifty lakh rupees or with both.

#### **CONSENTS**

The written consents of Promoters, Directors, Company Secretary and Compliance Officer, Chief Financial Officer, Statutory Auditor and Peer Review Auditor, Bankers to the Company, Legal Advisor to the Issue, the BRLM to the Issue, Registrar to the Issue, Banker to the Issue\*, Market Maker\* and Underwriter to the Issue\* to act in their respective capacities have been obtained.

*\*To be obtained prior to filing of Red Herring Prospectus.*

Above consents will be filed along with a copy of the Red Herring Prospectus/Prospectus with the ROC, as required under Sections 26 and 32 of the Companies Act, 2013 and such consents have not been withdrawn up to the time of delivery of the Red Herring Prospectus/Prospectus for registration with the ROC.

In accordance with the Companies Act, 2013 and the SEBI (ICDR) Regulations, 2018,

1. M/s. P C Bindal & Co., Chartered Accountants have provided their written consent to act as Statutory Auditor to the company dated August 20, 2024.
2. M/s. S V J K and Associates, Chartered Accountants have provided their written consent to act as Peer review Auditor and expert to the company dated September 24, 2024 for Audit Report to the Restated Financial Information as well as inclusion of Statement of Tax Benefits dated September 24, 2024.
3. M/s. P C Bindal & Co., Chartered Accountants has provided fund deployment certificate for disclosure made in chapter titled “Objects of the Issue” dated September 24, 2024 in this Draft Red Herring Prospectus.
4. M/s. S V J K and Associates, Chartered Accountants has provided Key Performance certificate for disclosure made in chapter titled “Basis for Issue Price” dated September 24, 2024 in this Draft Red Herring Prospectus.
5. M/s M V Kini, Law Firm has provided their written consent to act as Legal Advisor to the issue dated August 23, 2024. Further, such consents and reports have not been withdrawn up to the time of delivery of this Draft Red Herring Prospectus.

#### EXPERT OPINION

Except for report and certificates from Peer Review Auditors on financial matter, we have not obtained any other expert opinions.

#### PREVIOUS PUBLIC OR RIGHTS ISSUE

There have been no public or rights issue by our Company during the last five years.

#### UNDERWRITING COMMISSION, BROKERAGE AND SELLING COMMISSION

We have not made any previous public Issue. Therefore, no sum has been paid or is payable as commission or brokerage for subscribing to or procuring for or agreeing to procure subscription for any of the Equity Shares of the Company since its inception.

#### CAPITAL ISSUE DURING THE LAST THREE YEARS BY LISTED GROUP COMPANIES/ SUBSIDIARIES/ ASSOCIATES OF OUR COMPANY

Other than stated in the chapter titled “Capital Structure” beginning on page no. 59 of this Draft Red Herring Prospectus, Our Company have not made any capital issue during the last three years. Further, as on the date of this Draft Red Herring Prospectus, our Company does not have any listed subsidiaries or associates.

#### PRICE INFORMATION AND THE TRACK RECORD OF THE PAST ISSUES HANDLED BY THE BRLM

For details regarding the price information and track record of the past issue handled by Beeline Capital Advisors Private Limited, as specified in the circular reference CIR/CFD/DIL/7/2015 dated October 30, 2015, issued by SEBI is as follows:

**TABLE 1**

#### SME IPO:

Sr. No.	Issuer Name	Issue Size (₹ in Cr.)	Issue Price (₹)	Listing Date	Opening Price on Listing Date (₹)	+/- % Change in Closing Price, (+/- % Change in Closing Benchmark) 30th Calendar Days from Listing	+/- % Change in Closing Price, (+/- % Change in Closing Benchmark) 90th Calendar Days from Listing	+/- % Change in Closing Price, (+/- % Change in Closing Benchmark) 180th Calendar Days from Listing
1.	Pratham EPC Projects Limited	36.00	75.00	March 18, 2024	113.30	139.80% (+0.42%)	362.80% (+6.39%)	229.93% (+14.97%)
2.	KP Green Engineering Limited	189.50	144.00	March 22, 2024	200.00	234.24% (+0.35%)	299.31% (+6.19%)	228.58% (+14.07%)
3.	TAC Infosec Limited	29.99	106.00	April 05, 2024	290.00	491.27% (-0.17%)	421.13% (+7.87%)	N.A.
4.	Greenhitech Ventures Limited	6.30	50.00	April 22, 2024	95.00	170.00% (+0.41%)	150.90% (+9.44%)	N.A.
5.	Emmforce Autotech Limited	53.90	98.00	April 30, 2024	186.20	92.14% (+0.03%)	79.85% (+9.20%)	N.A.
6.	Winsol Engineers Limited	23.36	75.00	May 14, 2024	365.00	380.00% (+4.97%)	384.73% (+9.68%)	N.A.
7.	Piotex Industries Limited	14.47	94.00	May 17, 2024	109.00	-4.26% (+4.16%)	-22.34% (+7.02%)	N.A.

Sr. No.	Issuer Name	Issue Size (₹ in Cr.)	Issue Price (₹)	Listing Date	Opening Price on Listing Date (₹)	+/- % Change in Closing Price, (+/- % Change in Closing Benchmark) 30th Calendar Days from Listing	+/- % Change in Closing Price, (+/- % Change in Closing Benchmark) 90th Calendar Days from Listing	+/- % Change in Closing Price, (+/- % Change in Closing Benchmark) 180th Calendar Days from Listing
8.	Rulka Electricals Limited	26.40	235.00	May 24, 2024	525.00	98.19% (+2.37%)	106.60% (+7.90%)	N.A.
9.	Beacon Trusteeship Limited	32.52	60.00	June 04, 2024	90.00	117.67% (+10.98)	81.25% (+15.31%)	N.A.
10.	United Cotfab Limited	36.29	70.00	June 24, 2024	75.00	0.24% (3.99%)	-23.14% (+9.31%)	N.A.
11.	Dindigul Farm Product Limited	34.83	54.00	June 27, 2024	102.60	109.54% (+2.79%)	37.31% (+7.16%)	N.A.
12.	Sati Poly Plast Limited	17.36	130.00	July 22, 2024	247.00	62.00% (+0.77%)	N.A.	N.A.
13.	V.L.Infraprojects Limited	18.52	42.00	July 30, 2024	79.80	148.81% (+0.78%)	N.A.	N.A.
14.	Ashapura Logistics Limited	52.66	144.00	August 06, 2024	185.00	-3.16% (+5.03%)	N.A.	N.A.
15.	Positron Energy Limite	51.21	250.00	August 20, 2024	475.00	75.04% (+2.75%)	N.A.	N.A.
16.	Indian Phosphate Limited	67.36	99.00	September 03, 2024	188.10	N.A.	N.A.	N.A.
17.	Mach Conferences and Events Limited	125.28	225.00	September 11, 2024	300.00	N.A.	N.A.	N.A.
18.	S D Retail Limited	64.98	131.00	September 27, 2024	145.00	N.A.	N.A.	N.A.

Source: Price Information [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), Issue Information from respective Prospectus.

#### **MAIN BOARD IPO:**

Sr. No.	Issuer Name	Issue Size (₹ in Cr.)	Issue Price (₹)	Listing Date	Opening Price on Listing Date (₹)	+/- % Change in Closing Price, (+/- % Change in Closing Benchmark) 30th Calendar Days from Listing	+/- % Change in Closing Price, (+/- % Change in Closing Benchmark) 90th Calendar Days from Listing	+/- % Change in Closing Price, (+/- % Change in Closing Benchmark) 180th Calendar Days from Listing
NIL								

Source: Price Information [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), Issue Information from respective Prospectus

As per SEBI Circular No. CIR/CFD/DIL/7/2015 dated October 30, 2015, the above table should reflect maximum 10 issues (Initial Public Issues) managed by the Book Running Lead Manager. Hence, disclosure pertaining to recent 10 issues handled by the Book Running lead manager are provided.

#### **Note:**

1. The S&P BSE Sensex and NSE Nifty are considered as the Benchmark.
2. "Issue Price" is taken as "Base Price" for calculating % Change in Closing Price of the respective Issues on 30<sup>th</sup> / 90<sup>th</sup>/180<sup>th</sup> Calendar days from listing.
3. "Closing Benchmark" on the listing day of respective scripts is taken as "Base Benchmark" for calculating % Change in Closing Benchmark on 30<sup>th</sup> / 90<sup>th</sup>/180<sup>th</sup> Calendar days from listing. Although it shall be noted that for comparing the scripts with Benchmark, the +/- % Change in Closing Benchmark has been calculated based on the Closing Benchmark on the same day as that of calculated for respective script in the manner provided in Note No. 4 below.
4. In case 30<sup>th</sup>/90<sup>th</sup>/180<sup>th</sup> day is not a trading day, closing price on BSE/NSE of the previous trading day for the respective Scripts has been considered, however, if scripts are not traded on that previous trading day then last trading price has been considered.

#### **SUMMARY STATEMENT OF DISCLOSURE**

**TABLE 2**

**SME IPO:**

Financial Year	Total No. of IPOs	Total Funds Raised (₹ in Cr.)	Nos. of IPO trading at discount as on 30 <sup>th</sup> calendar day from listing date			Nos. of IPO trading at premium as on 30 <sup>th</sup> calendar day from listing date			Nos. of IPO trading at discount as on 180 <sup>th</sup> calendar day from listing date			Nos. of IPO trading at premium as on 180 <sup>th</sup> calendar day from listing date		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2024-25	16	655.43	-	-	2	10	-	1	-	-	-	-	-	-
2023-24	21	770.18	-	-	3	13	3	2	-	2	2	15	1	1
2022-23	12	232.94	-	1	2	3	2	4	-	1	1	3	2	5
2021-22			N.A.											

**MAIN BOARD IPO:**

Financial Year	Total No. of IPOs	Total Funds Raised (₹ in Cr.)	Nos. of IPO trading at discount as on 30 <sup>th</sup> calendar day from listing date			Nos. of IPO trading at premium as on 30 <sup>th</sup> calendar day from listing date			Nos. of IPO trading at discount as on 180 <sup>th</sup> calendar day from listing date			Nos. of IPO trading at premium as on 180 <sup>th</sup> calendar day from listing date		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2024-25			NIL											
2023-24			NIL											
2022-23			NIL											
2021-22			N.A.											

**Notes:**

1. Listing date is considered for calculation of total number of IPO's in the respective financial year.
2. In the event any day falls on a holiday, the price/index of the immediately preceding working day has been considered. If the stock was not traded on the said calendar days from the date of listing, the share price is taken of the immediately preceding trading day.
3. Source: [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com)

**PROMISE VIS-A-VIS PERFORMANCE**

Since, neither our Company nor our Subsidiaries/Promoter have made any previous rights or public issues during last five years, promise vis-a-vis Performance is not applicable.

**STOCK MARKET DATA FOR OUR EQUITY SHARES**

This being an Initial Public Offering of the Equity Shares of our Company, the Equity Shares are not listed on any stock exchange.

**MECHANISM FOR REDRESSAL OF INVESTOR GRIEVANCES**

The Registrar Agreement provides for the retention of records with the Registrar to the Issue for a period of at least eight years from the date of listing and commencement of trading of the Equity Shares on the Stock Exchanges, subject to agreement with our Company for storage of such records for longer period, to enable the investors to approach the Registrar to the Issue for redressal of their grievances.

In terms of SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/22 dated February 15, 2018, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2021 and SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022 subject to applicable law, any ASBA Bidder whose Bid has not been considered for Allotment, due to failure on the part of any SCSB, shall have the option to seek redressal of the same by the concerned SCSB within three months of the date of listing of the Equity Shares. SCSBs are required to resolve these complaints within 15 days, failing which the concerned SCSB would have to pay interest at the rate of 15% per annum for any delay beyond this period of 15 days. Further, the investors shall be compensated by the SCSBs at the rate higher of ₹100 per day or 15% per annum of the application amount in the events of delayed or withdrawal of applications, blocking of multiple amounts for the same UPI application, blocking of more amount than the application amount, delayed unblocking of amounts for non-allotted/partially allotted applications for the stipulated period. In an event there is a delay in redressal of the investor grievance in relation to unblocking of amounts, the Book Running Lead Managers shall compensate the investors at the rate higher of ₹100 per day or 15% per annum of the application amount.

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, Bid application number, number of Equity Shares Bid for, amount paid on Bid application and the bank branch or collection center where the application was submitted.

All grievances relating to the ASBA process may be addressed to the Registrar to the Issue with a copy to the relevant SCSB or the member of the Syndicate (in Specified Cities) or the Sponsor Bank, as the case may be, where the Application Form was submitted by the ASBA Bidder or through UPI Mechanism, giving full details such as name, address of the Bidder, Bid application number, UPI Id, number of Equity Shares applied for, amount blocked on application and designated branch or the collection center of the SCSBs or the member of the Syndicate (in Specified Cities), as the case may be, where the Application Form was submitted by the ASBA Bidder or Sponsor Bank.

Our Company has obtained authentication on the SCORES in terms of SEBI circular no. CIR/OIAE/1/2013 dated April 17, 2013 and comply with the SEBI circular (CIR/OIAE/1/2014/CIR/OIAE/1/2013) dated December 18, 2014 in relation to redressal of investor grievances through SCORES. Our Company has not received any complaints as on the date of this Red Herring Prospectus/Prospectus. - **Noted for Compliance**

#### **DISPOSAL OF INVESTOR GRIEVANCES BY OUR COMPANY**

Our Company estimates that the average time required by our Company or the Registrar to the Issue or the SCSB (in case of ASBA Bidders) or Sponsor Bank (in case of UPI Mechanism) or for redressal of routine investor grievances including through SEBI Complaint Redress System (SCORES) shall be 10 Working Days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, our Company will seek to redress these complaints as expeditiously as possible.

Our Company has constituted Stakeholders Relationship Committee as follows:

<b>Name of the Directors</b>	<b>Designation</b>	<b>Nature of Directorship</b>
Mukesh Kumar	Chairperson	Independent Director
Jaykumar Deepakbhai Khatnani	Member	Independent Director
Sahil Gupta	Member	Chairman & Managing Director

Our Company has appointed Ms. Deepali as the Company Secretary and Compliance Officer who may be contacted in case of any pre-issue or post-issue related problems at the following address:

#### **DEEPALI**

#### **Company Secretary and Compliance Officer**

#### **B D SECURITY LIMITED**

BD House, 3rd Building, Lane No 1st, Greater Kailash, Jammu- 180011, Jammu & Kashmir, India;

**Telephone No.:** +91-9858001030, 9541904791

**E-Mail:** cs@bdsecurity.co.in;

**Web site:** www.bdsecurity.co.in

Till date of this Draft Red Herring Prospectus, our Company has not received any investor complaint and no complaints is pending for resolution.

#### **PUBLIC ISSUE EXPENSES**

<b>Expenses</b>	<b>Expenses (₹ in Lakh)</b>	<b>Expenses (% of Total Issue expenses)</b>	<b>Expenses (% of Gross Proceeds)</b>
Book Running Lead Manger Fees	[•]	[•]	[•]
Fees Payable to Registrar to the Issue	[•]	[•]	[•]
Fees Payable to Legal Advisors	[•]	[•]	[•]
Fees Payable to Regulators including Stock Exchanges and other Intermediaries	[•]	[•]	[•]
Fees payable to Peer Review Auditor	[•]	[•]	[•]
Fees Payable to Market Maker (for Three Years)	[•]	[•]	[•]
Others if any (Fees payable for marketing & distributing expenses, secretarial, advisors, consultancy, selling	[•]	[•]	[•]

Expenses	Expenses (₹ in Lakh)	Expenses (% of Total Issue expenses)	Expenses (% of Gross Proceeds)
commission, brokerage, processing fees, underwriting fees and miscellaneous expenses)			
Escrow Bank Fees	[●]	[●]	[●]
<b>Total Estimated Issue Expenses</b>	<b>[●]</b>	<b>100.00</b>	<b>[●]</b>

**Notes:**

- Up to September 13, 2024, Our Company has deployed/incurred expense of ₹ 11.89 Lakhs towards Issue Expenses and custodian connectivity charges out of internal accruals duly certified by Statutory Auditor, M/s. P C Bindal & Co., Chartered Accountants vide its certificate dated September 13, 2024, bearing UDIN: 24094713BKETWO9297.
- Any expenses incurred towards aforesaid issue related expenses during the period from March 31, 2023 to till the date of listing of Equity Shares will be reimburse/recouped out of the gross proceeds of the issue.
- Selling commission payable to the members of the CDPs, RTA and SCSBs, on the portion for RIIs and NIIs, would be as follows:  
Portion for RIIs 0.01% or ₹ 100/- whichever is less ^ (exclusive of GST)  
Portion for NIIs 0.01% or ₹ 100/- whichever is less ^ (exclusive of GST)  
^Percentage of the amounts received against the Equity Shares Allotted (i.e. the product of the number of Equity Shares Allotted and the Issue Price).
- The Members of RTAs and CDPs will be entitled to application charges of ₹ 10/- (plus applicable GST) per valid ASBA Form. The terminal from which the application has been uploaded will be taken into account in order to determine the total application charges payable to the relevant RTA/CDP.
- Registered Brokers will be entitled to a commission of ₹ 10/- (plus GST) per Application Form, on valid Applications, which are eligible for allotment, procured from RIIs and NIIs and submitted to the SCSB for processing. The terminal from which the application has been uploaded will be taken into account in order to determine the total processing fees payable to the relevant Registered Broker.
- SCSBs would be entitled to a processing fee of ₹ 10/- (plus GST) for processing the Application Forms procured by the members of the Registered Brokers, RTAs or the CDPs and submitted to SCSBs.
- Issuer banks for UPI Mechanism as registered with SEBI would be entitled to a processing fee of ₹ 10/- (plus GST) for processing the Application Forms procured by the members of the Registered Brokers, RTAs or the CDPs and submitted to them.
- Notwithstanding anything contained above the total processing / uploading / bidding charges under above clauses payable to Syndicate/ Sub Syndicate members, SCSBs, RTAs, CDPs, Registered Brokers, Sponsor Bank will not exceed ₹ [●]/- (plus applicable taxes) and in case if the total uploading / bidding charges exceeds ₹ [●]/- (plus applicable taxes) then uploading charges will be paid on pro-rata basis except the fee payable to respective Sponsor Bank.

The processing fees for applications made by Retail Individual Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 02, 2021 read with SEBI Circular No.: SEBI/HO/CFD/DIL2/CIR/P/2022/51 April 20, 2022.

**FEES PAYABLE TO BRLM TO THE ISSUE**

The total fees payable to the BRLM will be as per the Memorandum of Understanding for Initial Public Offer, a copy of which is available for inspection at the Registered Office of our Company.

**FEES PAYABLE TO THE REGISTRAR TO THE ISSUE**

The fees payable to the Registrar to the Issue, for processing of Bidding application, data entry, printing of refund order, preparation of refund data on magnetic tape, printing of bulk mailing register will be as per the Agreement between the Company and the Registrar to the Issue.

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The Registrar to the Issue will be reimbursed for all out-of-pocket expenses including cost of stationery, postage, communication expenses etc. Adequate funds will be provided to the Registrar to the Issue to enable it to send refund orders or Allotment advice by registered post/speed post or email.

#### **FEES PAYABLE TO OTHERS**

The total fees payable to the Sponsor Bank, Legal Advisor, Statutory Auditor and Peer Review Auditor, Market maker and Advertiser, etc. will be as per the terms of their respective engagement letters.

#### **COMMISSION PAYABLE TO SCSBS**

1. *Selling commission payable to the members of the CDPs, RTA and SCSBs, on the portion for RIIs and NIIs, would be as follows:*

*Portion for RIIs 0.01% or ₹ 100/- whichever is less ^ (exclusive of GST)*

*Portion for NIIs 0.01% or ₹ 100/- whichever is less ^ (exclusive of GST)*

*^Percentage of the amounts received against the Equity Shares Allotted (i.e. the product of the number of Equity Shares Allotted and the Issue Price).*

2. *The Members of RTAs and CDPs will be entitled to application charges of ₹ 10/- (plus applicable GST) per valid ASBA Form. The terminal from which the application has been uploaded will be taken into account in order to determine the total application charges payable to the relevant RTA/CDP.*

3. *Registered Brokers, will be entitled to a commission of ₹ 10/- (plus GST) per Application Form, on valid Applications, which are eligible for allotment, procured from RIIs and NIIs and submitted to the SCSB for processing. The terminal from which the application has been uploaded will be taken into account in order to determine the total processing fees payable to the relevant Registered Broker.*

4. *SCSBs would be entitled to a processing fee of ₹ 10/- (plus GST) for processing the Application Forms procured by the members of the Registered Brokers, RTAs or the CDPs and submitted to SCSBs.*

5. *Issuer banks for UPI Mechanism as registered with SEBI would be entitled to a processing fee of ₹ 10/- (plus GST) for processing the Application Forms procured by the members of the Registered Brokers, RTAs or the CDPs and submitted to them.*

6. *Notwithstanding anything contained above the total processing / uploading / bidding charges under above clauses payable to Syndicate/ Sub Syndicate members, SCSBs, RTAs, CDPs, Registered Brokers, Sponsor Bank will not exceed [●]/- (plus applicable taxes) and in case if the total uploading / bidding charges exceeds [●]/- (plus applicable taxes) then uploading charges will be paid on pro-rata basis except the fee payable to respective Sponsor Bank.*

*The processing fees for applications made by Retail Individual Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 02, 2021 read with SEBI Circular No.: SEBI/HO/CFD/DIL2/CIR/P/2022/51 April 20, 2022.*

#### **PREVIOUS ISSUES OF EQUITY SHARES OTHERWISE THAN FOR CASH**

Except as stated in the chapter titled “*Capital Structure*” beginning on page no. 59 of this Draft Red Herring Prospectus, our Company has not Issue any Equity Shares for consideration otherwise than for cash.

#### **LISTED VENTURES OF PROMOTER**

There are none of ventures of our promoter are listed on any recognised stock exchange as on the date of this Draft Red Herring Prospectus:

#### **OUTSTANDING DEBENTURES OR BONDS AND REDEEMABLE PREFERENCE SHARES AND OTHER INSTRUMENTS**

There are no outstanding debentures or bonds or redeemable preference shares and other instruments issued by the Company as on the date of this Draft Red Herring Prospectus.

#### **CAPITALIZATION OF RESERVES OR PROFITS DURING LAST 5 (FIVE) YEARS**

Except as disclosed under chapter titled “*Capital Structure*” on page 59 of this Draft Red Herring Prospectus, our Company has not capitalized Reserves or Profits during last five years.

#### **REVALUATION OF ASSETS DURING THE LAST FIVE (5) YEARS**



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Our Company has not revalued its assets during last five years.

**EXEMPTION FROM COMPLYING WITH ANY PROVISIONS OF SECURITIES LAWS**

Our Company has not made any application under Regulation 300(1)(c) of the SEBI ICDR Regulations for seeking an exemption from complying with any provisions of securities laws by SEBI as on the date of this Draft Red Herring Prospectus.

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## SECTION XIII – ISSUE RELATED INFORMATION

### TERMS OF THE ISSUE

*The Equity Shares being issued pursuant to this issue shall be subject to the provision of the Companies Act, SEBI (ICDR) Regulations, 2018, SCRA, SCRR, Memorandum and Articles, the terms of this Draft Red Herring Prospectus, Application Form, the Revision Form, the Confirmation of Allocation Note (“CAN”) and other terms and conditions as may be incorporated in the Allotment advices and other documents/ certificates that may be executed in respect of the Issue. The Equity Shares shall also be subject to laws, guidelines, rules, notifications, and regulations relating to the issue of capital and listing of securities issued from time to time by SEBI, the Government of India, NSE, ROC, RBI and / or other authorities, as in force on the date of the Issue and to the extent applicable.*

*Please note that, in accordance with the Regulation 256 of the SEBI (ICDR), Regulations, 2018 read with SEBI circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Applicants has to compulsorily apply through the ASBA Process. As an alternate payment mechanism, Unified Payments Interface (UPI) has been introduced (vide SEBI Circular Ref: SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018) as a payment mechanism in a phased manner with ASBA for applications in public Issues by retail individual investors through intermediaries (Syndicate members, Registered Stock-Brokers, Registrar and Transfer agent and Depository Participants).*

*Further vide the said circular Registrar to the Issue and Depository Participants have been also authorised to collect the Application forms. Investors may visit the official website of the concerned stock exchange for any information on operationalization of this facility of form collection by Registrar to the Issue and DPs as and when the same is made available.*

#### **Ranking of Equity Shares**

The Equity Shares being issued and transferred in the Issue shall be subject to the provisions of the Companies Act, 2013 and the Memorandum & Articles of Association and shall rank pari-passu with the existing Equity Shares of our Company including rights in respect of dividend. The Allottees upon receipt of Allotment of Equity Shares under this issue will be entitled to dividends and other corporate benefits, if any, declared by our Company after the date of allotment in accordance with Companies Act, 2013 and the Articles of Association of the Company.

#### **Authority for the Issue**

This Issue has been authorized by a resolution of the Board passed at their meeting held on July 26, 2024 subject to the approval of shareholders through a special resolution to be passed pursuant to section 62(1)(c) of the Companies Act, 2013. The shareholders have authorized the Issue by a special resolution in accordance with Section 62(1)(c) of the Companies Act, 2013 passed at the Extra Ordinary General Meeting of the Company held on August 17, 2024.

#### **Mode of Payment of Dividend**

The declaration and payment of dividend will be as per the provisions of Companies Act, 2013 and other applicable laws in this respect and recommended by the Board of Directors at their discretion and approved by the shareholders and will depend on a number of factors, including but not limited to earnings, capital requirements and overall financial condition of our Company. We shall pay dividends in cash and as per provisions of the Companies Act, 2013. For further details, please refer to the chapter titled “Dividend Policy” beginning on Page No. 161 of this Draft Red Herring Prospectus.

#### **Face Value, Issue Price, Floor Price and Price Band**

The face value of each Equity Share is ₹ 10/- and the Issue Price at the lower end of the Price Band is ₹ [●] per Equity Share (“Floor Price”) and at the higher end of the Price Band is ₹ [●] per Equity Share (“Cap Price”).

The Price Band and the minimum Bid Lot will be decided by our Company in consultation with the BRLM and advertised in all editions of an English national daily newspaper, all editions of a Hindi national daily newspaper and Jammu Edition of Regional newspaper [●] where the registered office of the company is situated, each with wide circulation, at least two Working Days prior to the Bid/Issue Opening Date and shall be made available to the Stock Exchange for the purpose of uploading on their websites. The Price Band, along with the relevant financial ratios calculated at the Floor Price and at the Cap Price, shall be pre-filled in the Bid cum Application Forms available on the websites of the Stock Exchange.

The Issue Price shall be determined by our Company in consultation with the BRLM, after the Bid/Issue Closing Date, on the basis of assessment of market demand for the Equity Shares offered by way of Book Building Process.

At any given point of time, there shall be only one denomination of Equity Shares.

The Issue Price shall be determined by our Company in consultation with the Book Running Lead Manager and is justified under the chapter titled “Basis for Issue Price” beginning on Page No. 83 of this Draft Red Herring Prospectus.

#### **Compliance with the disclosure and accounting norms**

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Our Company shall comply with all the applicable disclosure and accounting norms as specified by SEBI from time to time.

### **Rights of the Equity Shareholder**

Subject to applicable laws, rules, regulations and guidelines and the Articles of Association, our Shareholders shall have the following rights:

- Right to receive dividend, if declared;
- Right to attend general meetings and exercise voting powers, unless prohibited by law;
- Right to vote on a poll either in person or by proxy or e-voting, in accordance with the provisions of the Companies Act;
- Right to receive annual reports and notices to members;
- Right to receive offers for rights shares and be allotted bonus shares, if announced;
- Right to receive surplus on liquidation, subject to any statutory and preferential claim being satisfied;
- Right of free transferability, subject to applicable laws and regulations; and the Articles of Association of our Company; and
- Such other rights, as may be available to a shareholder of a listed public company under the Companies Act, SEBI (LODR), 2015 and the Memorandum and Articles of Association of the Company.

### **Minimum Application Value, Market Lot and Trading Lot**

In accordance with Regulation 267 (2) of the SEBI ICDR Regulations, our Company shall ensure that the minimum application size shall not be less than ₹ 1,00,000/- (Rupees One Lakh) per application.

Pursuant to Section 29 of the Companies Act, the Equity Shares shall be Allotted only in dematerialised form. As per SEBI ICDR Regulations, the trading of the Equity Shares shall only be in dematerialised form. In this context, two agreements have been signed by our Company with the respective Depositories and the Registrar to the Issue before filing this Draft Red Herring Prospectus:

- Tripartite agreement among the NSDL, our Company and Registrar to the Issue dated July 26, 2023.
- Tripartite agreement among the CDSL, our Company and Registrar to the Issue dated August 08, 2023.

As per the provisions of the Depositories Act, 1996 & regulations made there under and Section 29 (1) of the Companies Act, 2013, the equity shares of an issuer shall be in dematerialized form i.e. not in the form of physical certificates, but be fungible and be represented by the statement issued through electronic mode. The trading of the Equity Shares will happen in the minimum contract size of [●] Equity Shares and the same may be modified by the National stock Exchange of India Limited from time to time by giving prior notice to investors at large. Allocation and allotment of Equity Shares through this Issue will be done in multiples of [●] Equity Shares subject to a minimum allotment of [●] Equity Shares to the successful Applicants in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012.

### **Minimum Number of Allottees**

Further in accordance with the Regulation 268(1) of SEBI (ICDR) Regulations, the minimum number of allottees in this Issue shall be 50 shareholders. In case the minimum number of prospective allottees is less than 50, no allotment will be made pursuant to this Issue and all the monies blocked by SCSBs shall be unblocked within four (2) working days of closure of Issue.

### **Joint Holders**

Where 2 (two) or more persons are registered as the holders of any Equity Shares, they will be deemed to hold such Equity Shares as joint-holders with benefits of survivorship.

### **Jurisdiction**

Exclusive Jurisdiction for the purpose of this Issue is with the competent courts/authorities in India.

The Equity Share have not been and will not be registered under the U.S. Securities Act or any state securities laws in the United States and may not be issued or sold within the United States or to, or for the account or benefit of, U.S. persons (as defined in Regulation S), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. Accordingly, the Equity Shares are being issued and sold only outside the United States in off-shore transactions in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those issues and sales occur.

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The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be issued or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

### **Nomination Facility to the Investor**

In accordance with Section 72 of the Companies Act, 2013, read with Companies (Share Capital and Debentures) Rules, 2014, the sole Applicant, or the first Applicant along with other joint Applicants, may nominate any one person in whom, in the event of the death of sole Applicant or in case of joint Applicants, death of all the Applicants, as the case may be, the Equity Shares Allotted, if any, shall vest. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to equity share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale of Equity Share(s) by the person nominating. A buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at our Registered Office or Corporate Office or to the registrar and transfer agents of our Company.

Any person who becomes a nominee by virtue of the provisions of Section 72 of the Companies Act shall upon production of such evidence, as may be required by the Board, elect either:

1. to register himself or herself as the holder of the equity shares; or
2. to make such transfer of the Equity Shares, as the deceased holder could have made.

Further, the Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the equity shares, and if the notice is not complied with within a period of ninety (90) days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the equity shares, until the requirements of the notice have been complied with.

Since the Allotment of Equity Shares in the Issue will be made only in dematerialized form, there is no need to make a separate nomination with our Company. Nominations registered with respective depository participant of the applicant would prevail. If the Applicants require changing of their nomination, they are requested to inform their respective depository participant.

### **Restrictions, if any on Transfer and Transmission of Equity Shares**

Except for the lock-in of the pre-Issue capital of our Company, Promoter's minimum contribution as provided under the chapter titled "*Capital Structure*" beginning on Page No. 59 of this Draft Red Herring Prospectus and except as provided in the Articles of Association there are no restrictions on transfer of Equity Shares. Further, there are no restrictions on the transmission of shares/debentures and on their consolidation/splitting, except as provided in the Articles of Association. For details, please refer chapter titled "*Description of Equity Shares and terms of the articles of association*" beginning on Page No. 280 of this Draft Red Herring Prospectus.

The above information is given for the benefit of the Applicants. The Applicants are advised to make their own enquiries about the limits applicable to them. Our Company and the Book Running Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated herein above. Our Company and the Book Running Lead Manager are not liable to inform the investors of any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of the Draft Red Herring Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares Applied for do not exceed the applicable limits under laws or regulations.

### **Withdrawal of the Issue**

Our Company in consultation with the BRLM, reserve the right to not to proceed with the Issue after the Issue Opening Date but before the Allotment. In such an event, our Company would issue a public notice in the newspapers in which the pre-Issue advertisements were published, within two (2) days of the Issue Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Issue. The Book Running Lead Manager, through the Registrar to the Issue, shall notify the SCSBs to unblock the bank accounts of the ASBA Bidders within one (1) Working Day from the date of receipt of such notification. Our Company shall also inform the same to the Stock Exchanges on which Equity Shares are proposed to be listed.

Notwithstanding the foregoing, this Issue is also subject to obtaining (i) the final listing and trading approvals of the Stock Exchange, which our Company shall apply for after Allotment (ii) the final RoC approval of the Prospectus after it is filed with the RoC. If our Company in consultation with BRLM withdraws the Issue after the Issue Closing Date and thereafter determines that it will proceed with an issue/issue for sale of the Equity Shares, our Company shall file a fresh Prospectus with Stock Exchange.

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## ISSUE PROGRAM

Events	Indicative Dates
Bid/Issue Opening Date	[●]
Bid/Issue Closing Date	[●]
Finalization of Basis of Allotment with the Designated Stock Exchange	On or before [●]
Initiation of Allotment / Refunds / Unblocking of Funds from ASBA Account or UPI ID linked bank account	On or before [●]
Credit of Equity Shares to Demat accounts of Allottees	On or before [●]
Commencement of trading of the Equity Shares on the Stock Exchange	On or before [●]

*\*\*In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding four Working Days from the Bid/Issue Closing Date, the Bidder shall be compensated at a uniform rate of ₹ 100/- per day for the entire duration of delay exceeding four Working Days from the Bid/Issue Closing Date by the intermediary responsible for causing such delay in unblocking. The BRLM shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. For the avoidance of doubt, the provisions of the SEBI circular dated March 16, 2021, as amended pursuant to SEBI circular dated June 2, 2021 shall be deemed to be incorporated in the agreements to be entered into by and between the Company and the relevant intermediaries, to the extent applicable.*

The above timetable, other than the Bid/Issue Closing Date, is indicative and does not constitute any obligation on our Company and the BRLM.

While our Company shall ensure that all steps for the completion of the necessary formalities for the listing and commencement of trading of the Equity Shares on the Stock Exchange are taken within three Working Days of the Bid/Issue Closing Date or such other period as may be prescribed by the SEBI, the timetable may be extended due to various factors, such as extension of the Bid/Issue Period by our Company in consultation with the BRLM, revision of the Price Band or any delay in receiving the final listing and trading approval from the Stock Exchange. The commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchange and in accordance with the applicable laws.

The SEBI is in the process of streamlining and reducing the post Issue timeline for initial public offerings. Any circulars or notifications from the SEBI after the date of the Draft Red Herring Prospectus may result in changes to the above-mentioned timelines. Further, the Issue procedure is subject to change to any revised circulars issued by the SEBI to this effect.

The BRLM will be required to submit reports of compliance with listing timelines and activities, identifying non-adherence to timelines and processes and an analysis of entities responsible for the delay and the reasons associated with it.

**In terms of the UPI Circulars, in relation to the Issue, the BRLM will submit report of compliance with T+3 listing timelines and activities, identifying non-adherence to timelines and processes and an analysis of entities responsible for the delay and the reasons associated with it.**

### Submission of Bids

#### Bid/Issue Period (except the Bid/Issue Closing Date)

Submission and Revision in Bids: Only between 10.00 a.m. and 5.00 p.m. (Indian Standard Time (“IST”))

#### Bid/Issue Closing Date

Submission and Revision in Bids: Only between 10.00 a.m. and 3.00 p.m. IST

#### On the Bid/Issue Closing Date, the Bids shall be uploaded until:

- i) 4.00 p.m. IST in case of Bids by QIBs and Non-Institutional Bidders, and
- ii) until 5.00 p.m. IST or such extended time as permitted by the Stock Exchange, in case of Bids by Retail Individual Bidders.

On the Bid/Issue Closing Date, extension of time will be granted by the Stock Exchange only for uploading Bids received from Retail Individual Bidders after taking into account the total number of Bids received and as reported by the BRLM to the Stock Exchange.

The Registrar to the Issue shall submit the details of cancelled/ withdrawn/ deleted applications to the SCSBs on a daily basis within 60 minutes of the Bid closure time from the Bid/ Issue Opening Date till the Bid/ Issue Closing Date by

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obtaining the same from the Stock Exchanges. The SCSBs shall unblock such applications by the closing hours of the Working Day and submit the confirmation to the BRLM and the RTA on a daily basis.

To avoid duplication, the facility of re-initiation provided to Syndicate Members, if any shall preferably be allowed only once per Bid/batch and as deemed fit by the Stock Exchange, after closure of the time for uploading Bids.

**It is clarified that Bids not uploaded on the electronic bidding system or in respect of which the full Bid Amount is not blocked by SCSBs or not blocked under the UPI Mechanism in the relevant ASBA Account, as the case may be, would be rejected.**

Due to limitation of time available for uploading the Bids on the Bid/Issue Closing Date, Bidders are advised to submit their Bids one day prior to the Bid/Issue Closing Date. Any time mentioned in this Draft Red Herring Prospectus is Indian Standard Time. Bidders are cautioned that, in the event a large number of Bids are received on the Bid/Issue Closing Date, as is typically experienced in public offerings, some Bids may not get uploaded due to lack of sufficient time. Such Bids that cannot be uploaded will not be considered for allocation under the Issue. Bids will be accepted only during Monday to Friday (excluding any public holiday). None among our Company or any Member of the Syndicate shall be liable for any failure in (i) uploading the Bids due to faults in any software/ hardware system or blocking of application amount by the SCSBs on receipt of instructions from the Sponsor Bank on account of any errors, omissions or non-compliance by various parties involved in, or any other fault, malfunctioning or breakdown in, or otherwise, in the UPI Mechanism.

In case of any discrepancy in the data entered in the electronic book vis-a-vis data contained in the physical Bid cum Application Form, for a particular Bidder, the details of the Bid file received from the Stock Exchanges may be taken. Our Company in consultation with the BRLM, reserves the right to revise the Price Band during the Bid/Issue Period, provided that the Cap Price shall be less than or equal to 120% of the Floor Price and the Floor Price shall not be less than the face value of the Equity Shares. The revision in the Price Band shall not exceed 20% on either side, i.e. the Floor Price can move up or down to the extent of 20% of the Floor Price and the Cap Price will be revised accordingly. The Floor Price shall not be less than the face value of the Equity Shares.

**In case of any revision to the Price Band, the Bid/Issue Period will be extended by at least three additional Working Days following such revision of the Price Band, subject to the Bid/Issue Period not exceeding a total of 10 Working Days. In cases of force majeure, banking strike or similar circumstances, our Company in consultation with the BRLM, for reasons to be recorded in writing, extend the Bid/Issue Period for a minimum of three Working Days, subject to the Bid/ Issue Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/Issue Period, if applicable, will be widely disseminated by notification to the Stock Exchange, by issuing a public notice, and also by indicating the change on the respective websites of the BRLM and the terminals of the Syndicate Members, if any and by intimation to SCSBs, other Designated Intermediaries and the Sponsor Bank, as applicable. In case of revision of Price Band, the Bid Lot shall remain the same.**

#### **Minimum Subscription**

This Issue is not restricted to any minimum subscription level and is 100% underwritten. As per Section 39 of the Companies Act, 2013, if the stated minimum amount has not been subscribed and the sum payable on application is not received within a period of 30 days from the date of the Prospectus, the application money has to be returned within such period as may be prescribed. If our Company does not receive the 100% subscription of the issue through the Issue Document including devolvement of Underwriters, if any, within sixty (60) days from the date of closure of the issue, our Company shall forthwith refund the entire subscription amount received. If there is a delay beyond four days after our Company becomes liable to pay the amount, our Company and every officer in default will, on and from the expiry of this period, be jointly and severally liable to repay the money, with interest or other penalty as prescribed under the SEBI Regulations, the Companies Act 2013 and applicable law.

In accordance with Regulation 260 of the SEBI (ICDR) Regulations, our Issue shall be hundred percent underwritten. Thus, the underwriting obligations shall be for the entire hundred percent of the issue through the Prospectus and shall not be restricted to the minimum subscription level.

Further, in accordance with Regulation 268(1) of the SEBI (ICDR) Regulations, our Company shall ensure that the number of prospective allottees to whom the Equity Shares will allotted will not be less than 50 (Fifty).

Further, in accordance with Regulation 267(2) of the SEBI (ICDR) Regulations, our Company shall ensure that the minimum application size in terms of number of specified securities shall not be less than ₹ 1,00,000/- (Rupees One Lac only) per application.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be issued or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

#### **Migration to Main Board**

## Migration from NSE SME Platform to NSE Main Board

Parameter	Migration policy from NSE SME Platform to NSE Main Board
Paid up Capital & Market Capitalisation	The paid-up equity capital of the applicant shall not be less than 10 crores and the capitalisation of the applicant's equity shall not be less than 25 crores**  ** Explanation  For this purpose capitalisation will be the product of the price (average of the weekly high and low of the closing prices of the related shares quoted on the stock exchange during 3 months preceding the application date) and the post issue number of equity shares
Earnings before Interest, Depreciation and Tax (EBITDA) and Profit After Tax (PAT)	The applicant company should have positive cash accruals (Earnings before Interest, Depreciation and Tax) from operations for each of the 3 financial years preceding the migration application and has positive PAT in the immediate Financial Year of making the migration application to Exchange.
Listing period	The applicant should have been listed on SME platform of the Exchange for at least 3 years.
Other Listing conditions	The applicant Company has not referred to the Board of Industrial & Financial Reconstruction (BIFR) &/OR No proceedings have been admitted under Insolvency and Bankruptcy Code against the issuer and Promoting companies. The company has not received any winding up petition admitted by a NCLT. The networth* of the company should be at least 50 crores  *Net Worth – as defined under SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018
Public Shareholders	Total number of public shareholders on the last day of preceding quarter from date of application should be at least 1000.
The applicant desirous of listing its securities on the main board of the Exchange should also satisfy the Exchange on the following:	The Company should have made disclosures for all material Litigation(s) / dispute(s) / regulatory action(s) to the stock exchanges where its shares are listed in adequate and timely manner.  Cooling period of two months from the date the security has come out of trade-to-trade category or any other surveillance action, by other exchanges where the security has been actively listed.  Redressal mechanism of Investor grievance PAN and DIN no. of Director(s) of the Company Change in Control of a Company/Utilisation of funds raised from public.

### Market Making

The shares issued and transferred through this Issue are proposed to be listed on the Emerge Platform of National Stock Exchange of India Limited with compulsory market making through the registered Market Maker of the SME Exchange for a minimum period of three years or such other time as may be prescribed by the Stock Exchange, from the date of listing on the Emerge Platform of National Stock Exchange of India Limited. For further details of the market making arrangement, please refer to chapter titled “General Information” beginning on Page No. 50 of this Draft Red Herring Prospectus.

### Arrangements for disposal of Odd Lots

The trading of the Equity Shares will happen in the minimum contract size of [●] shares in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012. However, the Market Maker shall buy the entire shareholding of a shareholder in one lot, where value of such shareholding is less than the minimum contract size allowed for trading on the Emerge Platform of National Stock Exchange of India Limited.

### Restrictions, if any, on Transfer and Transmission of Shares or Debentures and on their Consolidation or Splitting

Except for lock-in of the pre-Issue Equity Shares and Promoter’s minimum contribution in the Issue as detailed in the section titled “Capital Structure” beginning on Page No. 59 of this Draft Red Herring Prospectus and except as provided in the Articles of Association, there are no restrictions on transfers of Equity Shares. There are no restrictions on transmission of shares and on their consolidation / splitting except as provided in the Articles of Association. The above information is given for the benefit of the Applicants. The Applicants are advised to make their own enquiries about the limits applicable to them. Our Company and the Book Running Lead Manager do not accept any responsibility for the

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completeness and accuracy of the information stated hereinabove. Our Company and the Book Running Lead Manager are not liable to inform the investors of any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of the Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares Applied for do not exceed the applicable limits under laws or regulations.

#### **Application by eligible NRIs, FPIs/FIIs registered with SEBI, VCFs registered with SEBI and QFIs**

It is to be understood that there is no reservation for Eligible NRIs or FPIs/FIIs registered with SEBI or VCFs or QFIs. Such Eligible NRIs, QFIs, FIIs registered with SEBI will be treated on the same basis with other categories for the purpose of Allocation.

NRIs, FPIs/FIIs and foreign venture capital investors registered with SEBI are permitted to purchase shares of an Indian company in a public Issue without the prior approval of the RBI, so long as the price of the equity shares to be issued is not less than the price at which the equity shares are issued to residents. The transfer of shares between an Indian resident and a non-resident does not require the prior approval of the FIPB or the RBI, provided that (i) the activities of the investee company are under the automatic route under the foreign direct investment (“FDI”) Policy and the non-resident shareholding is within the sectoral limits under the FDI policy; and (ii) the pricing is in accordance with the guidelines prescribed by the SEBI/RBI.

The current provisions of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, provides a general permission for the NRIs, FPIs and foreign venture capital investors registered with SEBI to invest in shares of Indian companies by way of subscription in an IPO. However, such investments would be subject to other investment restrictions under the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, RBI and/or SEBI regulations as may be applicable to such investors.

The Allotment of the Equity Shares to Non-Residents shall be subject to the conditions, if any, as may be prescribed by the Government of India/RBI while granting such approvals.

#### **Option to receive securities in Dematerialized Form**

In accordance with the SEBI ICDR Regulations, Allotment of Equity Shares to successful applicants will only be in the dematerialized form. Applicants will not have the option of Allotment of the Equity Shares in physical form. The Equity Shares on Allotment will be traded only on the dematerialized segment of the Stock Exchange. Allottees shall have the option to re-materialize the Equity Shares, if they so desire, as per the provisions of the Companies Act and the Depositories Act.

Further it is mandatory for the investor to furnish the details of his/her depository account, & if for any reasons, details of the account are incomplete or incorrect, the application shall be treated as incomplete & may be rejected by the Company without any prior notice.

#### **New Financial Instruments**

There are no new financial instruments such as deep discounted bonds, debenture, warrants, secured premium notes, etc. issued by our Company.



## ISSUE STRUCTURE

This Issue is being made in terms of Regulation 229 (2) of Chapter IX of SEBI (ICDR) Regulations, 2018, as amended from time to time, whereby, an issuer whose post issue paid up capital is more than ₹ 10 crores and Upto ₹ 25 crores, shall issue equity shares to the public and propose to list the same on the Small and Medium Enterprise Exchange (“SME Exchange”, in this case being the Emerge Platform of National Stock Exchange of India Limited). For further details regarding the salient features and terms of such an issue, please refer chapter titled “*Terms of the Issue*” and “*Issue Procedure*” beginning on Page No. 239 and 249 respectively of this Draft Red Herring Prospectus.

This public issue comprises of up to 44,56,000 Equity Shares of face value of ₹10/- each for cash at a price of ₹ [●]/- per Equity Share including a share premium of ₹ [●]/- per Equity Share (the “issue price”) aggregating to ₹ [●]/- Lakhs (“the issue”) by our Company. The Issue and the Net Issue will constitute [●] % and [●] %, respectively of the post issue paid up Equity Share Capital of the Company.

This Issue is being made by way of Book Building Process <sup>(1)</sup>:

Particulars of the Issue <sup>(2)</sup>	Market Maker Reservation Portion	QIBs	Non-Institutional Applicants	Retail Individual Investors
Number of Equity Shares available for allocation	[●] Equity Shares	Not more than [●] Equity Shares.	Not less than [●] Equity Shares	Not less than [●] Equity Shares
Percentage of issue size available for allocation	[●] % of the issue size	Not more than 50% of the Net Issue being available for allocation to QIB Bidders. However, up to 5% of the Net QIB Portion may be available for allocation proportionately to Mutual Funds only. Mutual Funds participating in the Mutual Fund Portion will also be eligible for allocation in the remaining QIB Portion. The unsubscribed portion in the Mutual Fund Portion will be added to the Net QIB Portion	Not less than 15% of the Net Issue	Not less than 35% of the Net Issue
Basis of Allotment <sup>(3)</sup>	Firm Allotment	Proportionate as follows: [●] Equity Shares shall be available for allocation on a proportionate basis to Mutual Funds only; and [●] Equity Shares shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds receiving	Proportionate	Proportionate

Particulars of the Issue <sup>(2)</sup>	Market Maker Reservation Portion	QIBs	Non-Institutional Applicants	Retail Individual Investors
		allocation as per (a) above.		
Mode of Bid	Only through the ASBA process.	Only through the ASBA process.	Through ASBA Process through banks or by using UPI ID for payment	Through ASBA Process through banks or by using UPI ID for payment
Mode of Allotment	Compulsorily in dematerialized form			
Minimum Bid Size	[●] Equity Shares in multiple of [●] Equity shares	Such number of Equity Shares and in multiples of [●] Equity Shares that the Bid Amount exceeds ₹ 200,000	Such number of Equity shares in multiple of [●] Equity shares that Bid size exceeds ₹ 2,00,000	[●] Equity Shares in multiple of [●] Equity shares so that the Bid Amount does not exceed ₹ 2,00,000
Maximum Bid Size	[●] Equity Shares	Such number of Equity Shares in multiples of [●] Equity Shares not exceeding the size of the Net Issue, subject to applicable limits	Such number of Equity Shares in multiples of [●] Equity Shares not exceeding the size of the issue (excluding the QIB portion), subject to limits as applicable to the Bidder	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid Amount does not exceed ₹ 2,00,000
Trading Lot	[●] Equity Shares, however, the Market Maker may accept odd lots if any in the market as required under the SEBI ICDR Regulations	[●] Equity Shares and in multiples thereof	[●] Equity Shares and in multiples thereof	[●] Equity Shares
Terms of Payment	Full Bid Amount shall be blocked by the SCSBs in the bank account of the ASBA Bidder or by the Sponsor Bank through the UPI Mechanism, that is specified in the ASBA Form at the time of submission of the ASBA Form.			
Mode of Bid	Only through the ASBA process			

- (1) This issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time.
- (2) In terms of Rule 19(2) of the SCRR read with Regulation 252 of the SEBI (ICDR) Regulations, 2018 this is an issue for at least 25% of the post issue paid-up Equity share capital of the Company. This issue is being made through Book Building Process, wherein allocation to the public shall be as per Regulation 252 of the SEBI (ICDR) Regulations.
- (3) Subject to valid Bids being received at or above the issue price, undersubscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill-over from any other category or combination of categories of Bidders at the discretion of our Company in consultation with the Book Running Lead Managers and the Designated Stock Exchange, subject to applicable laws.

#### **WITHDRAWAL OF THE ISSUE**

In accordance with SEBI (ICDR) Regulations, the Company, in consultation with the Book Running Lead Manager, reserves the right not to proceed with the Issue at any time before the Bid/Issue Opening Date, without assigning any reason thereof.

In case, the Company wishes to withdraw the Issue after Bid/ Issue Opening but before allotment, the Company will give public notice giving reasons for withdrawal of Issue. The public notice will appear in two widely circulated national newspapers (one each in English and Hindi) and one in regional newspaper.

The Book Running Lead Manager, through the Registrar to the Issue, will instruct the SCSBs, to unblock the ASBA Accounts within one Working Day from the day of receipt of such instruction. The notice of withdrawal will be issued in

the same newspapers where the pre-Issue advertisements have appeared and the Stock Exchange will also be informed promptly. If our Company withdraws the Issue after the Bid/ Issue Closing Date and subsequently decides to undertake a public offering of Equity Shares, our Company will file a fresh Draft Red Herring Prospectus with the stock exchange where the Equity Shares may be proposed to be listed.

Notwithstanding the foregoing, the Issue is subject to obtaining (i) the final listing and trading approvals of the Stock Exchange, which our Company will apply for only after Allotment; and (ii) the registration of Draft Red Herring Prospectus/ Red Herring Prospectus with RoC.

## **JURISDICTION**

Exclusive jurisdiction for the purpose of this Issue is with the competent courts/authorities at Jammu.

## **BID/ISSUE PROGRAMME**

<b>Events</b>	<b>Indicative Dates</b>
Bid/Issue Opening Date	[●]
Bid/Issue Closing Date	[●]
Finalization of Basis of Allotment with the Designated Stock Exchange	On or before [●]
Initiation of Allotment / Refunds / Unblocking of Funds from ASBA Account or UPI ID linked bank account	On or before [●]
Credit of Equity Shares to Demat accounts of Allottees	On or before [●]
Commencement of trading of the Equity Shares on the Stock Exchange	On or before [●]

Bids and any revisions to the same will be accepted only between 10.00 a.m. to 5.00 p.m. (Indian Standard Time) during the Issue Period at the Bidding Centers mentioned in the Bid cum Application Form.

Standardization of cut-off time for uploading of bids on the Bid/Issue closing date:

- a) A standard cut-off time of 3.00 p.m. for acceptance of bids.
- b) A standard cut-off time of 4.00 p.m. for uploading of bids received from other than retail individual applicants.
- c) A standard cut-off time of 5.00 p.m. for uploading of bids received from only retail individual applicants, which may be extended up to such time as deemed fit by NSE after taking into account the total number of bids received up to the closure of timings and reported by BRLM to NSE within half an hour of such closure.

It is clarified that Bids not uploaded in the book, would be rejected. In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical Bid form, for a particular bidder, the details as per physical bid cum application form of that Bidder may be taken as the final data for the purpose of allotment.

Bids will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holiday).

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## ISSUE PROCEDURE

All Applicants should review the General Information Document for Investing in Public Issue, prepared and issued in accordance with the SEBI circular no CIR/CFD/DIL/12/2013 dated October 23, 2013 notified by SEBI and updated pursuant to SEBI Circular CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, the SEBI Circular SEBI/HO/CFD/DIL/CIR/P/2016/26 dated January 21, 2016, SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 and updated pursuant to SEBI Circular SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020 (the “General Information Document”) which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, the SCRA, the SCRR and the SEBI ICDR Regulations. The General Information Document is available on the websites of Stock Exchange, the Company and the Book Running Lead Manager. Please refer to the relevant provisions of the General Information Document which are applicable to the Issue.

Additionally, all Applicants may refer to the General Information Document for information in relation to (i) Category of investor eligible to participate in the Issue; (ii) maximum and minimum Issue size; (iii) price discovery and allocation; (iv) Payment Instructions for ASBA Applicants; (v) Issuance of CAN and Allotment in the Issue; (vi) General instructions (limited to instructions for completing the Application Form); (vii) designated date; (viii) disposal of applications; (ix) submission of Application Form; (x) other instructions (limited to joint applications in cases of individual, multiple applications and instances when an application would be rejected on technical grounds); (xi) applicable provisions of Companies Act, 2013 relating to punishment for fictitious applications; (xii) mode of making refunds; and (xiv) interest in case of delay in Allotment or refund.

SEBI through its UPI Circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 read with its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019 and circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, has introduced an alternate payment mechanism using Unified Payments Interface (UPI) and consequent reduction in timelines for listing in a phased manner. From January 1, 2019, the UPI Mechanism for RIIs applying through Designated Intermediaries was made effective along with the existing process and existing timeline of T+6 days (“UPI Phase I”). The UPI Phase I was effective till June 30, 2019.

Subsequently, for applications by Retail Individual Investors through Designated Intermediaries, the process of physical movement of forms from Designated Intermediaries to SCSBs for blocking of funds has been discontinued and only the UPI Mechanism with existing timeline of T+6 days is applicable for a period of three months or launch of five main board public issues, whichever is later (“UPI Phase II”), with effect from July 1, 2019, by SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2019/76) dated June 28, 2019, read with circular (SEBI/HO/CFD/DIL2/CIR/P/2019/85) dated July 26, 2019. Further, as per the SEBI circular (SEBI/HO/CFD/DCR2/CIR/P/2019/133) dated November 8, 2019, the UPI Phase II had been extended until March 31, 2020. However, due to the outbreak of COVID-19 pandemic, UPI Phase II has been further extended by SEBI until further notice, by its circular (SEBI/HO/CFD/DIL2/CIR/P/2020/50) dated March 30, 2020. Thereafter, the final reduced timeline of T+3 days may be made effective using the UPI Mechanism for applications by Retail Individual Investors (“UPI Phase III”), as may be prescribed by SEBI. Further, SEBI, vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, and circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, has introduced certain additional measures for streamlining the process of initial public offers and redressing investor grievances. This circular is effective for initial public offers opening on/or after May 1, 2021, except as amended pursuant to SEBI circular SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, and the provisions of this circular are deemed to form part of this Prospectus. Furthermore, pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, all individual Investors in initial public offerings (opening on or after May 1, 2022) whose application sizes are up to ₹ 500,000 shall use the UPI Mechanism.

Furthermore, SEBI vide press release bearing number 12/2023 has approved the proposal for reducing the time period for listing of shares in public issue from existing 6 working days to 3 working days from the date of the closure of the issue. The revised timeline of T+3 days shall be made applicable in two phases i.e. voluntary for all public issues opening on or after September 1, 2023 and mandatory on or after December 1, 2023. Further, SEBI has vide its circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 reduced the time taken for listing of specified securities after the closure of a public issue to three Working Days. Accordingly, the Issue will be made under UPI Phase III on a mandatory basis, subject to any circulars, clarification or notification issued by the SEBI from time to time.

The list of Banks that have been notified by SEBI as Issuer Banks for UPI are provided on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40>. The list of Stockbrokers, Depository Participants (DP), Registrar to an Issue and Share Transfer Agent (RTA) that have been notified by Emerge Platform of National Stock Exchange of India Limited (“NSE Emerge”) to act as intermediaries for submitting Application Forms are provided on [www.nseindia.com](http://www.nseindia.com) For details on their designated branches for submitting Application Forms, please see the above mentioned website of Emerge Platform of National Stock Exchange of India Limited (“NSE Emerge”).

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Please note that the information stated/covered in this section may not be complete and/or accurate and as such would be subject to modification/change. Our Company and BRLM do not accept any responsibility for the completeness and accuracy of the information stated in this section and the General Information Document. Our Company and Book Running Lead Manager would not be able to include any amendment, modification or change in applicable law, which may occur after the date of Prospectus. Applicants are advised to make their independent investigations and ensure that their application do not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or as specified in the Draft Red Herring Prospectus and this Prospectus.

Further, the Company and the BRLM are not liable for any adverse occurrence's consequent to the implementation of the UPI Mechanism for application in this Issue.

### **BOOK BUILDING PROCEDURE**

This Issue is being made in terms of Rule 19(2)(b) of the SCRR, through the Book Building Process in accordance with Regulation 253 of the SEBI ICDR Regulations wherein not more than 50.00% of the Issue shall be allocated on a proportionate basis to QIBs. Further, 5.00% of the QIB Portion shall be available for allocation on a proportionate basis only to Mutual Funds, and spill-over from the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds, subject to valid Bids being received at or above the Issue Price. Further, not less than 15.00% of the Issue shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35.00% of the Issue shall be available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Issue Price.

Under-subscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill over from any other category or combination of categories of Bidders at the discretion of our Company, in consultation with the BRLM and the Designated Stock Exchange subject to receipt of valid Bids received at or above the Issue Price. Under-subscription, if any, in the QIB Portion, would not be allowed to be met with spill-over from any other category or a combination of categories.

The Equity Shares, on Allotment, shall be traded only in the dematerialized segment of the Stock Exchange.

**Investors should note that the Equity Shares will be Allotted to all successful Bidders only in dematerialised form. The Bid cum Application Forms which do not have the details of the Bidders' depository account, including DP ID, Client ID, the PAN and UPI ID, for RIBs Bidding in the Retail Portion using the UPI Mechanism, shall be treated as incomplete and will be rejected. Bidders will not have the option of being Allotted Equity Shares in physical form. However, they may get their Equity Shares rematerialized subsequent to Allotment of the Equity Shares in the Issue, subject to applicable laws.**

**Investors must ensure that their PAN is linked with Aadhaar and are in compliance with the notification dated February 13, 2020 issued by the Central Board of Direct Taxes and the press release dated June 25, 2021.**

### **ISSUE OF SECURITIES IN DEMATERIALIZED FORM**

In accordance with Regulation 267(2) of the SEBI ICDR Regulations, our Company shall ensure that the minimum application size shall not be less than ₹ 1,00,000/- (Rupees One Lakh) per application.

Pursuant to Section 29 of the Companies Act, the Equity Shares shall be Allotted only in dematerialised form. As per SEBI ICDR Regulations, the trading of the Equity Shares shall only be in dematerialised form. In this context, two agreements have been signed by our Company with the respective Depositories and the Registrar to the Issue before filing this Draft Red Herring Prospectus:

- Tripartite agreement among the NSDL, our Company and Registrar to the Issue dated July 26, 2023.
- Tripartite agreement among the CDSL, our Company and Registrar to the Issue dated August 08, 2023.

As per the provisions of the Depositories Act, 1996 & regulations made there under and Section 29 (1) of the Companies Act, 2013, the equity shares of an issuer shall be in dematerialized form i.e. not in the form of physical certificates, but be fungible and be represented by the statement issued through electronic mode. The trading of the Equity Shares will happen in the minimum contract size of [●] Equity Shares and the same may be modified by the National Stock Exchange of India Limited from time to time by giving prior notice to investors at large. Allocation and allotment of Equity Shares through this Issue will be done in multiples of [●] Equity Shares subject to a minimum allotment of [●] Equity Shares to the successful Applicants in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012.

### **AVAILABILITY OF PROSPECTUS AND APPLICATION FORMS**

The Memorandum containing the salient features of the Red Herring Prospectus together with the Application Forms and copies of the Red Herring Prospectus may be obtained from the Registered Office of our Company, from the Registered Office of the Book Running Lead Manager to the Issue, Registrar to the Issue as mentioned in the Application form. The

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application forms may also be downloaded from the website of NSE i.e. [www.nseindia.com](http://www.nseindia.com). Applicants shall only use the specified Application Form for the purpose of making an Application in terms of the Red Herring Prospectus. All the applicants shall have to apply only through the ASBA process. ASBA Applicants shall submit an Application Form either in physical or electronic form to the SCSB's authorizing blocking of funds that are available in the bank account specified in the Applicants shall only use the specified Application Form for the purpose of making an Application in terms of this Draft Red Herring Prospectus. The Application Form shall contain space for indicating number of specified securities subscribed for in demat form.

### **Phased implementation of Unified Payments Interface**

SEBI has issued the UPI Circulars in relation to streamlining the process of public issue of inter alia, equity shares. Pursuant to the UPI Circulars, the UPI Mechanism has been introduced in a phased manner as a payment mechanism (in addition to mechanism of blocking funds in the account maintained with SCSBs under ASBA) for applications by RIBs through Designated Intermediaries with the objective to reduce the time duration from public issue closure to listing from six Working Days to up to three Working Days. Considering the time required for making necessary changes to the systems and to ensure complete and smooth transition to the UPI payment mechanism, the UPI Circulars have introduced the UPI Mechanism in three phases in the following manner:

**Phase I:** This phase was applicable from January 1, 2019 until March 31, 2019 or floating of five main board public issues, whichever is later. Subsequently, the timeline for implementation of Phase I was extended till June 30, 2019. Under this phase, an RII had the option to submit the ASBA Form with any of the Designated Intermediary and use his/ her UPI ID for the purpose of blocking of funds. The time duration from public Issue closure to listing continued to be six working days.

**Phase II:** This phase has become applicable from July 1, 2019. SEBI vide its circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019 had extended the timeline for implementation of UPI Phase II till March 31, 2020. Further, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020 dated March 30, 2020 decided to continue Phase II of UPI with ASBA until further notice. Under this phase, submission of the ASBA Form by RIBs through Designated Intermediaries (other than SCSBs) to SCSBs for blocking of funds will be discontinued and will be replaced by the UPI Mechanism. However, the time duration from public Issue closure to listing would continue to be six Working Days during this phase.

**Phase III:** This phase has become applicable on a voluntary basis for all issues opening on or after September 1, 2023 and on a mandatory basis for all issues opening on or after December 1, 2023, vide SEBI circular bearing number SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 ("T+3 Notification"). In this phase, the time duration from public issue closure to listing has been reduced to three Working Days. The Issue shall be undertaken pursuant to the processes and procedures as notified in the T+3 Notification as applicable, subject to any circulars, clarification or notification issued by the SEBI from time to time, including any circular, clarification or notification which may be issued by SEBI.

The Issue is being made under Phase III of the UPI (on a mandatory basis).

All SCSBs offering facility of making application in public issues shall also provide facility to make application using the UPI Mechanism. The Issuers will be required to appoint one of the SCSBs as a sponsor bank to act as a conduit between the Stock Exchanges and NPCI in order to facilitate collection of requests and / or payment instructions of the Retail Individual Applicants into the UPI Mechanism.

For further details, refer to the General Information Document available on the websites of the Stock Exchange and the Book Running Lead Manager.

### **Bid cum Application Form**

Copies of the Bid cum Application Form and the abridged prospectus will be available with the Designated Intermediaries at the Bidding Centres, and our Registered and Corporate Office. An electronic copy of the Bid cum Application Form will also be available for download on the websites of NSE ([www.nseindia.com](http://www.nseindia.com)) at least one day prior to the Bid/Issue Opening Date.

All Bidders shall mandatorily participate in the Issue only through the ASBA process. The RIs Bidding in the Retail Portion can additionally Bid through the UPI Mechanism.

RIBs Bidding in the Retail Portion using the UPI Mechanism must provide the valid UPI ID in the relevant space provided in the Bid cum Application Form and the Bid cum Application Form that does not contain the UPI ID are liable to be rejected.

ASBA Bidders (other than RIBs using UPI Mechanism) must provide bank account details and authorization to block funds in their respective ASBA Accounts in the relevant space provided in the ASBA Form and the ASBA Forms that do not contain such details are liable to be rejected.

ASBA Bidders shall ensure that the Bids are made on ASBA Forms bearing the stamp of the Designated Intermediary, submitted at the Bidding Centres only (except in case of electronic ASBA Forms) and the ASBA Forms not bearing such specified stamp are liable to be rejected. RIBs Bidding in the Retail Portion using UPI Mechanism, may submit their ASBA Forms, including details of their UPI IDs, with the Syndicate, Sub-Syndicate members, Registered Brokers, RTAs or CDPs. RIBs authorizing an SCSB to block the Bid Amount in the ASBA Account may submit their ASBA Forms with the SCSBs. ASBA Bidders must ensure that the ASBA Account has sufficient credit balance such that an amount equivalent to the full Bid Amount can be blocked by the SCSB or the Sponsor Bank, as applicable at the time of submitting the Bid.

The prescribed colour of the Application Form for various categories is as follows:

Category	Colour of Application Form*
Resident Indians, including resident QIBs, Non-Institutional Investors, Retail Individual Investors and Eligible NRIs applying on a non-repatriation basis	White
Non-Residents including Eligible NRIs, FII's, FVCIs etc. applying on a repatriation basis	Blue

**Note:** *Electronic Bid Cum Application Forms will also be available for download on the website of the NSE ([www.nseindia.com](http://www.nseindia.com)).*

Designated Intermediaries (other than SCSBs) after accepting Bid Cum Application Form submitted by RIIs (without using UPI for payment), NIIs and QIBs shall capture and upload the relevant details in the electronic bidding system of stock exchange(s) and shall submit/deliver the Bid Cum Application Forms to respective SCSBs where the Bidders has a bank account and shall not submit it to any non-SCSB Bank.

Further, for applications submitted to designated intermediaries (other than SCSBs), with use of UPI for payment, after accepting the Bid Cum Application Form, respective intermediary shall capture and upload the relevant application details, including UPI ID, in the electronic bidding system of stock exchange(s).

Bidders shall only use the specified Bid Cum Application Form for making an Application in terms of this Draft Red Herring Prospectus.

The Bid Cum Application Form shall contain information about the Bidder and the price and the number of Equity Shares that the Bidders wish to apply for. Bid Cum Application Forms downloaded and printed from the websites of the Stock Exchange shall bear a system generated unique application number. Bidders are required to ensure that the ASBA Account has sufficient credit balance as an amount equivalent to the full Application Amount can be blocked by the SCSB or Sponsor Bank at the time of submitting the Application.

An Investor, intending to subscribe to this Issue, shall submit a completed Bid Cum Application Form to any of the following intermediaries (Collectively called "Designated Intermediaries"):

Sr. No.	Designated Intermediaries
1.	An SCSB, with whom the bank account to be blocked, is maintained
2.	A syndicate member (or sub-syndicate member)
3.	A stock broker registered with a recognized stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity) ('broker')
4.	A depository participant ('DP') (whose name is mentioned on the website of the stock exchange as eligible for this activity)
5.	A registrar to an Issue and share transfer agent ('RTA') (whose name is mentioned on the website of the stock exchange as eligible for this activity)

*Retails investors submitting application with any of the entities at (ii) to (v) above (hereinafter referred as "Intermediaries"), and intending to use UPI, shall also enter their UPI ID in the Bid Cum Application Form.*

*The aforesaid intermediary shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the Bid Cum Application Form, in physical or electronic mode, respectively.*

The upload of the details in the electronic bidding system of stock exchange will be done by:

<b>For Applications submitted by Investors to SCSB:</b>	After accepting the form, SCSB shall capture and upload the relevant details in the electronic bidding system as specified by the stock exchange and may begin blocking funds available in the bank account specified in the form, to the extent of the application money specified.
<b>For applications submitted by investors to intermediaries other than SCSBs:</b>	After accepting the Bid Cum Application Form, respective Intermediary shall capture and upload the relevant details in the electronic bidding system of the stock exchange. Post uploading, they shall forward a schedule as per prescribed format along with the Bid Cum Application Forms to designated branches of the respective SCSBs for blocking of funds within one day of closure of Issue.
<b>For applications submitted by investors to intermediaries other than SCSBs with use of UPI for payment:</b>	After accepting the Bid Cum Application Form, respective intermediary shall capture and upload the relevant application details, including UPI ID, in the electronic bidding system of stock exchange. Stock exchange shall share application details including the UPI ID with sponsor bank on a continuous basis, to enable sponsor bank to initiate mandate request on investors for blocking of funds. Sponsor bank shall initiate request for blocking of funds through NPCI to investor. Investor to accept mandate request for blocking of funds, on his/her mobile application, associated with UPI ID linked bank account.

Stock exchange shall validate the electronic bid details with depository's records for DP ID/Client ID and PAN, on a real-time basis and bring the inconsistencies to the notice of intermediaries concerned, for rectification and re-submission within the time specified by stock exchange.

Stock exchange shall allow modification of selected fields viz. DP ID/Client ID or Pan ID (Either DP ID/Client ID or Pan ID can be modified but not BOTH), Bank code and Location code, in the bid details already uploaded.

Upon completion and submission of the Bid Cum Application Form to Application Collecting intermediaries, the Bidders are deemed to have authorized our Company to make the necessary changes in the Red Herring Prospectus and/or Prospectus, without prior or subsequent notice of such changes to the Bidders.

For RIBs using UPI Mechanism, the Stock Exchange shall share the Bid details (including UPI ID) with the Sponsor Bank on a continuous basis to enable the Sponsor Bank to initiate UPI Mandate Request to RIBs for blocking of funds. The Sponsor Bank shall initiate request for blocking of funds through NPCI to RIBs, who shall accept the UPI Mandate Request for blocking of funds on their respective mobile applications associated with UPI ID linked bank account. For all pending UPI Mandate Requests, the Sponsor Bank shall initiate requests for blocking of funds in the ASBA Accounts of relevant Bidders with a confirmation cut-off time of 12:00 pm on the first Working Day after the Bid/ Issue Closing Date ("Cut-Off Time"). Accordingly, RIBs should accept UPI Mandate Requests for blocking off funds prior to the Cut- Off Time and all pending UPI Mandate Requests at the Cut-Off Time shall lapse. The NPCI shall maintain an audit trail for every bid entered in the Stock Exchange bidding platform, and the liability to compensate RIBs (using the UPI Mechanism) in case of failed transactions shall be with the concerned entity (i.e. the Sponsor Bank, NPCI or the bankers to an issue) at whose end the lifecycle of the transaction has come to a halt. The NPCI shall share the audit trail of all disputed transactions/ investor complaints to the Sponsor Banks and the bankers to an issue. The BRLM shall also be required to obtain the audit trail from the Sponsor Banks and the Bankers to the Issue for analysing the same and fixing liability.

#### **WHO CAN BID?**

Each Bidder should check whether it is eligible to apply under applicable law, rules, regulations, guidelines and policies. Furthermore, certain categories of Bidders, such as NRIs, FPIs and FVCIs may not be allowed to apply in the Issue or to hold Equity Shares, in excess of certain limits specified under applicable law. Bidders are requested to refer to this Draft Red Herring Prospectus for more details.

Subject to the above, an illustrative list of Bidders is as follows:

- a) Indian nationals' resident in India who are not incompetent to contract under the Indian Contract Act, 1872, as amended, in single or as a joint application and minors having valid Demat account as per Demographic Details provided by the Depositories. Furthermore, based on the information provided by the Depositories, our Company shall have the right to accept the Applications belonging to an account for the benefit of minor (under guardianship);
- b) Hindu Undivided Families or HUFs, in the individual name of the Karta. The Bidder should specify that the application is being made in the name of the HUF in the Bid Cum Application Form as follows: —Name of Sole or First Bidder: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta. Applications by HUFs would be considered at par with those from individuals;
- c) Companies, corporate bodies and societies registered under the applicable laws in India and authorized to invest in the Equity Shares under their respective constitutional and charter documents;
- d) Mutual Funds registered with SEBI;



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- e) Eligible NRIs on a repatriation basis or on a non-repatriation basis, subject to applicable laws. NRIs other than Eligible NRIs are not eligible to participate in this Issue;
  - f) Indian Financial Institutions, scheduled commercial banks, regional rural banks, co-operative banks (subject to RBI permission, and the SEBI Regulations and other laws, as applicable);
  - g) FPIs other than Category III FPI; VCFs and FVCIs registered with SEBI;
  - h) Limited Liability Partnerships (LLPs) registered in India and authorized to invest in equity shares;
  - i) Sub-accounts of FIIs registered with SEBI, which are foreign corporate or foreign individuals only under the Non-Institutional Bidder 's category;
  - j) Venture Capital Funds and Alternative Investment Fund (I) registered with SEBI; State Industrial Development Corporations;
  - k) Foreign Venture Capital Investors registered with the SEBI;
  - l) Trusts/societies registered under the Societies Registration Act, 1860, as amended, or under any other law relating to Trusts and who are authorized under their constitution to hold and invest in equity shares;
  - m) Scientific and/or Industrial Research Organizations authorized to invest in equity shares;
  - n) Insurance Companies registered with Insurance Regulatory and Development Authority, India;
  - o) Provident Funds with minimum corpus of ₹ 25 Crores and who are authorized under their constitution to hold and invest in equity shares;
  - p) Pension Funds and Pension Funds with minimum corpus of ₹ 25 Crores and who are authorized under their constitution to hold and invest in equity shares;
  - q) National Investment Fund set up by Resolution no. F. No. 2/3/2005-DDII dated November 23, 2005 of Government of India published in the Gazette of India;
  - r) Multilateral and bilateral development financial institution;
  - s) Eligible QFIs;
  - t) Insurance funds set up and managed by army, navy or air force of the Union of India;
  - u) Insurance funds set up and managed by the Department of Posts, India;
  - v) Any other person eligible to apply in this Issue, under the laws, rules, regulations, guidelines and policies applicable to them.

#### **APPLICATIONS NOT TO BE MADE BY**

1. Minors (except through their Guardians)
2. Partnership firms or their nominations
3. Foreign Nationals (except NRIs)
4. Overseas Corporate Bodies

**As per the existing regulations, OCBs are not eligible to participate in this Issue. The RBI has however clarified in its circular, A.P. (DIR Series) Circular No. 44, dated December 8, 2003 that OCBs which are incorporated and are not under the adverse notice of the RBI are permitted to undertake fresh investments as 138 incorporated non-resident entities in terms of Regulation 5(1) of RBI Notification No.20/2000-RB dated May 3, 2000 under FDI Scheme with the prior approval of Government if the investment is through Government Route and with the prior approval of RBI if the investment is through Automatic Route on case by case basis. OCBs may invest in this Issue provided it obtains a prior approval from the RBI. On submission of such approval along with the Bid Cum Application Form, the OCB shall be eligible to be considered for share allocation.**

#### **MAXIMUM AND MINIMUM APPLICATION SIZE**

##### **1. For Retail Individual Bidders**

The Application must be for a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter, so as to ensure that the Application Price payable by the Bidder does not exceed ₹ 2,00,000. In case of revision of Applications, the Retail Individual Bidders have to ensure that the Application Price does not exceed ₹ 2,00,000.

##### **2. For Other than Retail Individual Bidders (Non-Institutional Applicants and QIBs):**

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The Application must be for a minimum of such number of Equity Shares that the Application Amount exceeds ₹ 2,00,000 and in multiples of [●] Equity Shares thereafter. An application cannot be submitted for more than the Net Issue Size. However, the maximum Application by a QIB investor should not exceed the investment limits prescribed for them by applicable laws. Under existing SEBI Regulations, a QIB Bidder cannot withdraw its Application after the Issue Closing Date and is required to pay 100% QIB Margin upon submission of Application.

In case of revision in Applications, the Non-Institutional Bidders, who are individuals, have to ensure that the Application Amount is greater than ₹ 2,00,000 for being considered for allocation in the Non-Institutional Portion.

**Bidders are advised to ensure that any single Application from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in this Draft Red Herring Prospectus.**

**The above information is given for the benefit of the Bidders. The Company and the BRLM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws or regulations.**

#### **METHOD OF BIDDING PROCESS**

Our Company, in consultation with the BRLM will decide the Price Band and the minimum Bid lot size for the Issue and the same shall be advertised in all editions of the English national newspaper, all editions of Hindi national newspaper and Jammu Edition of Regional newspaper [●] where the registered office of the company is situated, each with wide circulation at least two Working Days prior to the Bid / Issue Opening Date. The BRLM and the SCSBs shall accept Bids from the Bidders during the Bid / Issue Period.

- a) The Bid / Issue Period shall be for a minimum of three Working Days and shall not exceed 10 Working Days. The Bid/ Issue Period maybe extended, if required, by an additional three Working Days, subject to the total Bid/ Issue Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid / Issue Period, if applicable, will be published in all editions of the English national newspaper [●], all editions of Hindi national newspaper [●] and Jammu of Regional newspaper [●] where the registered office of the company is situated, each with wide circulation and also by indicating the change on the websites of the Book Running Lead Manager.
- b) Each Bid cum Application Form will give the Bidder the choice to Bid for up to three optional prices (for details refer to the paragraph titled “Bids at Different Price Levels and Revision of Bids” below) within the Price Band and specify the demand (i.e., the number of Equity Shares Bid for) in each option. The price and demand options submitted by the Bidder in the Bid cum Application Form will be treated as optional demands from the Bidder and will not be cumulated. After determination of the Issue Price, the maximum number of Equity Shares Bid for by a Bidder/Applicant at or above the Issue Price will be considered for allocation/Allotment and the rest of the Bid(s), irrespective of the Bid Amount, will become automatically invalid.
- c) The Bidder / Applicant cannot Bid through another Bid cum Application Form after Bids through one Bid cum Application Form have been submitted to a BRLM or the SCSBs. Submission of a second Bid cum Application Form to either the same or to another BRLM or SCSB will be treated as multiple Bid and is liable to be rejected either before entering the Bid into the electronic bidding system, or at any point of time prior to the allocation or Allotment of Equity Shares in this Issue. However, the Bidder can revise the Bid through the Revision Form, the procedure for which is detailed under the paragraph “Buildup of the Book and Revision of Bids”.
- d) The BRLM/the SCSBs will enter each Bid option into the electronic bidding system as a separate Bid and generate a Transaction Registration Slip, (“TRS”), for each price and demand option and give the same to the Bidder. Therefore, a Bidder can receive up to three TRSs for each Bid cum Application Form
- e) Upon receipt of the Bid cum Application Form, submitted whether in physical or electronic mode, the Designated Branch of the SCSB shall verify if sufficient funds equal to the Bid Amount are available in the ASBA Account, as mentioned in the Bid cum Application Form, prior to uploading such Bids with the Stock Exchange.
- f) If sufficient funds are not available in the ASBA Account, the Designated Branch of the SCSB shall reject such Bids and shall not upload such Bids with the Stock Exchange.
- g) If sufficient funds are available in the ASBA Account, the SCSB shall block an amount equivalent to the Bid Amount mentioned in the Bid cum Application Form and will enter each Bid option into the electronic bidding system as a separate Bid and generate a TRS for each price and demand option. The TRS shall be furnished to the ASBA Bidder on request.
- h) The Bid Amount shall remain blocked in the aforesaid ASBA Account until finalization of the Basis of Allotment and consequent transfer of the Bid Amount against the Allotted Equity Shares to the Public Issue Account, or until

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withdrawal/failure of the Issue or until withdrawal/rejection of the Bid cum Application Form, as the case may be. Once the Basis of Allotment is finalized, the Registrar to the Issue shall send an appropriate request to the SCSB for unblocking the relevant ASBA Accounts and for transferring the amount allocable to the successful Bidders to the Public Issue Account. In case of withdrawal/failure of the Issue, the blocked amount shall be unblocked on receipt of such information from the Registrar to the Issue.

#### **BIDS AT DIFFERENT PRICE LEVELS AND REVISION OF BIDS**

- a) Our Company in consultation with the BRLM, and without the prior approval of, or intimation, to the Bidders, reserves the right to revise the Price Band during the Bid/ Issue Period, provided that the Cap Price shall be less than or equal to 120% of the Floor Price and the Floor Price shall not be less than the face value of the Equity Shares. The revision in Price Band shall not exceed 20% on the either side i.e. the floor price can move up or down to the extent of 20% of the floor price disclosed. If the revised price band decided, falls within two different price bands than the minimum application lot size shall be decided based on the price band in which the higher price falls into.
- b) Our Company in consultation with the BRLM, will finalize the Issue Price within the Price Band, without the prior approval of, or intimation, to the Bidders.
- c) The Bidders can Bid at any price within the Price Band. The Bidder has to Bid for the desired number of Equity Shares at a specific price. Retail Individual Bidders may Bid at the Cut-off Price. However, bidding at the Cut-off Price is prohibited for QIB and Non-Institutional Bidders and such Bids from QIB and Non-Institutional Bidders shall be rejected.
- d) Retail Individual Bidders, who Bid at Cut-off Price agree that they shall purchase the Equity Shares at any price within the Price Band. Retail Individual Bidders shall submit the Bid cum Application Form along with a cheque/demand draft for the Bid Amount based on the Cap Price with the Syndicate. In case of ASBA Bidders (excluding Non-Institutional Bidders and QIB Bidders) bidding at Cut-off Price, the ASBA Bidders shall instruct the SCSBs to block an amount based on the Cap Price.

#### **Participation by Associates /Affiliates of BRLM and the Syndicate Members**

The BRLM and the Syndicate Members, if any, shall not be allowed to purchase in this Issue in any manner, except towards fulfilling their underwriting obligations. However, the associates and affiliates of the BRLM and the Syndicate Members, if any, may subscribe the Equity Shares in the Issue, either in the QIB Category or in the Non-Institutional Category as may be applicable to such Bidders, where the allocation is on a proportionate basis and such subscription may be on their own account or on behalf of their clients.

#### **Option to Subscribe in the Issue**

- a. As per Section 29(1) of the Companies Act 2013, allotment of Equity Shares shall be made in dematerialized form only. Investors will not have the option of getting allotment of specified securities in physical form.
- b. The Equity Shares, on allotment, shall be traded on the Stock Exchange in demat segment only.
- c. A single application from any investor shall not exceed the investment limit/minimum number of Equity Shares that can be held by him/her/it under the relevant regulations/statutory guidelines and applicable law.

#### **Information for the Bidders:**

1. Our Company and the Book Running Lead Manager shall declare the Issue Opening Date and Issue Closing Date in the Draft Red Herring Prospectus to be registered with the RoC and also publish the same in two national newspapers (one each in English and Hindi) and in a regional newspaper with wide circulation. This advertisement shall be in prescribed format.
2. Our Company will file the Red Herring Prospectus with the RoC at least 3 (three) working days before the Issue Opening Date.
3. Copies of the Bid Cum Application Form along with Abridge Prospectus and copies of the Red Herring Prospectus will be available with the, the Book Running Lead Manager, the Registrar to the Issue, and at the Registered Office of our Company. Electronic Bid Cum Application Forms will also be available on the websites of the Stock Exchange.
4. Any Bidder who would like to obtain the Red Herring Prospectus and/ or the Bid Cum Application Form can obtain the same from our Registered Office.
5. Bidders who are interested in subscribing for the Equity Shares should approach Designated Intermediaries to register their applications.
6. Bid Cum Application Forms submitted directly to the SCSBs should bear the stamp of the SCSBs and/or the Designated Branch, or the respective Designated Intermediaries. Bid Cum Application Form submitted by Applicants whose

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beneficiary account is inactive shall be rejected.

7. The Bid Cum Application Form can be submitted either in physical or electronic mode, to the SCSBs with whom the ASBA Account is maintained, or other Designated Intermediaries (Other than SCSBs). SCSBs may provide the electronic mode of collecting either through an internet enabled collecting and banking facility or such other secured, electronically enabled mechanism for applying and blocking funds in the ASBA Account. The Retail Individual Applicants has to apply only through UPI Channel, they have to provide the UPI ID and validate the blocking of the funds and such Bid Cum Application Forms that do not contain such details are liable to be rejected.
8. Bidders applying directly through the SCSBs should ensure that the Bid Cum Application Form is submitted to a Designated Branch of SCSB, where the ASBA Account is maintained. Applications submitted directly to the SCSB's or other Designated Intermediaries (Other than SCSBs), the relevant SCSB, shall block an amount in the ASBA Account equal to the Application Amount specified in the Bid Cum Application Form, before entering the ASBA application into the electronic system.
9. Except for applications by or on behalf of the Central or State Government and the Officials appointed by the courts and by investors residing in the State of Sikkim, the Bidders, or in the case of application in joint names, the first Bidder (the first name under which the beneficiary account is held), should mention his/her PAN allotted under the Income Tax Act. In accordance with the SEBI Regulations, the PAN would be the sole identification number for participating transacting in the securities market, irrespective of the amount of transaction. Any Bid Cum Application Form without PAN is liable to be rejected. The demat accounts of Bidders for whom PAN details have not been verified, excluding person resident in the State of Sikkim or persons who may be exempted from specifying their PAN for transacting in the securities market, shall be "suspended for credit" and no credit of Equity Shares pursuant to the Issue will be made into the accounts of such Bidders.
10. The Bidders may note that in case the PAN, the DP ID and Client ID mentioned in the Bid Cum Application Form and entered into the electronic collecting system of the Stock Exchange Designated Intermediaries do not match with PAN, the DP ID and Client ID available in the Depository database, the Bid Cum Application Form is liable to be rejected.

#### **BIDS BY HUFs**

Bids by Hindu Undivided Families or HUFs should be made in the individual name of the Karta. The Bidder should specify that the Bid is being made in the name of the HUF in the Bid cum Application Form/Application Form as follows: "Name of sole or first Bidder: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta". Bids/Applications by HUFs will be considered at par with Bids/Applications from individuals.

#### **BIDS BY MUTUAL FUNDS**

With respect to Bids by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the Bid cum Application Form. Failing this, our Company, in consultation with the BRLM, reserve the right to reject any Bid without assigning any reason thereof.

Bids made by asset management companies or custodians of Mutual Funds shall specifically state names of the concerned schemes for which such Bids are made.

In case of a Mutual Fund, a separate Bid can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Bids in respect of more than one scheme of the Mutual Fund will not be treated as multiple Bids provided that the Bids clearly indicate the scheme concerned for which the Bid has been made.

No Mutual Fund scheme shall invest more than 10.00% of its net asset value in equity shares or equity related instruments of any single company provided that the limit of 10.00% shall not be applicable for investments in case of index funds or sector or industry specific schemes. No Mutual Fund under all its schemes should own more than 10.00% of any company's paid-up share capital carrying voting rights.

#### **BIDS BY ELIGIBLE NRIS**

Eligible NRIs may obtain copies of Bid cum Application Form from the Designated Intermediaries. Only Bids accompanied by payment in Indian Rupees or freely convertible foreign exchange will be considered for Allotment. Eligible NRI Bidders bidding on a repatriation basis by using the Non-Resident Forms should authorize their SCSB (if they are Bidding directly through the SCSB) or confirm or accept the UPI Mandate Request (in case of Bidding through the UPI Mechanism) to block their Non-Resident External ("NRE") accounts, or Foreign Currency Non-Resident ("FCNR") Accounts, and eligible NRI Bidders bidding on a non- repatriation basis by using Resident Forms should authorize their SCSB (if they are Bidding directly through SCSB) or confirm or accept the UPI Mandate Request (in case of Bidding through the UPI Mechanism) to block their Non-Resident Ordinary ("NRO") accounts for the full Bid Amount, at the time of the submission of the Bid cum Application Form. Participation of Eligible NRIs in the Issue shall be subject to the FEMA Rules.

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In accordance with the Consolidated FDI Policy, the total holding by any individual NRI, on a repatriation or non-repatriation basis, shall not exceed 5.00% of the total paid-up equity capital on a fully diluted basis or shall not exceed 5.00% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all NRIs and OCIs put together, on a repatriation or non-repatriation basis, shall not exceed 10% of the total paid-up equity capital on a fully diluted basis or shall not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrant. Provided that the aggregate ceiling of 10.00% may be raised to 24.00% if a special resolution to that effect is passed by the general body of the Indian company.

NRIs will be permitted to apply in the Issue through Channel I or Channel II (as specified in the UPI Circular). Further, subject to applicable law, NRIs may use Channel IV (as specified in the UPI Circular) to apply in the Issue, provided the UPI facility is enabled for their NRE/ NRO accounts.

NRIs applying in the Issue using UPI Mechanism are advised to enquire with the relevant bank whether their bank account is UPI linked prior to making such application. For details of investment by NRIs, please refer chapter titled “*Restrictions on Foreign Ownership of Indian Securities*” beginning on Page No. 278 of this Draft Red Herring Prospectus. Participation of eligible NRIs shall be subject to FEMA NDI Rules.

#### **BIDS BY FPIs**

In terms of the SEBI FPI Regulations, the issue of Equity Shares to a single FPI or an investor group (which means the same multiple entities having common ownership directly or indirectly of more than 50% or common control) must be below 10% of our post-Issue Equity Share capital. Further, in terms of the FEMA NDI Rules, with effect from April 1, 2020, the aggregate FPI investment limit is the sectoral cap applicable to an Indian company as prescribed in the FEMA NDI Rules with respect to its paid-up equity capital on a fully diluted basis. Currently, the sectoral cap for retail trading of food products manufactured and/ or produced in India is 100% under automatic route.

FPIs are permitted to participate in the Issue subject to compliance with conditions and restrictions which may be specified by the Government from time to time. In case of Bids made by FPIs, a certified copy of the certificate of registration issued under the SEBI FPI Regulations is required to be attached to the Bid cum Application Form, failing which our Company reserves the right to reject any Bid without assigning any reason. FPIs who wish to participate in the Issue are advised to use the Bid cum Application Form for Non-Residents.

In terms of the FEMA, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs shall be included.

The FEMA NDI Rules were enacted on October 17, 2019 in supersession of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017, except as respects things done or omitted to be done before such supersession. FPIs are permitted to participate in the Issue subject to compliance with conditions and restrictions which may be specified by the Government from time to time.

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 21 of the SEBI FPI Regulations, an FPI, may issue, subscribe to or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by a FPI against securities held by it in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only by persons registered as Category I FPIs; (ii) such offshore derivative instruments are issued only to persons eligible for registration as Category I FPIs; (iii) such offshore derivative instruments are issued after compliance with ‘know your client’ norms; and (iv) such other conditions as may be specified by SEBI from time to time.

An FPI issuing off-shore derivative instruments is also required to ensure that any transfer of off-shore derivative instruments issued by, or on behalf of it subject to, inter alia, the following conditions:

- (i). such offshore derivative instruments are transferred to person subject to fulfilment of SEBI FPI Regulations; and
- (ii). prior consent of the FPI is obtained for such transfer, except when the persons to whom the offshore derivative instruments are to be transferred are pre-approved by the FPI.

Bids by FPIs which utilise the multi-investment manager structure in accordance with the Operational Guidelines for Foreign Portfolio Investors and Designated Depository Participants issued to facilitate implementation of the SEBI FPI Regulations (“Operational FPI Guidelines”), submitted with the same PAN but with different beneficiary account numbers, Client IDs and DP IDs shall not be treated as multiple Bids (“MIM Bids”). It is hereby clarified that FPIs bearing the same PAN may be treated as multiple Bids by a Bidder and may be rejected, except for Bids from FPIs that utilise the multi-investment manager structure in accordance with the Operational FPI Guidelines (such structure referred to as “MIM Structure”). In order to ensure valid Bids, FPIs making MIM Bids using the same PAN and with different beneficiary account numbers, Client IDs and DP IDs, are required to submit a confirmation that their Bids are under the MIM Structure and indicate the name of their investment managers in such confirmation which shall be submitted along with each of their Bid cum Application Forms. In the absence of such confirmation from the relevant FPIs, such MIM Bids shall be rejected.

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## **BIDS BY SEBI-REGISTERED AIFS, VCFs AND FVCIS**

The SEBI FVCI Regulations, SEBI VCF Regulations and the SEBI AIF Regulations prescribe, inter alia, the investment restrictions on the FVCIs, VCFs and AIFs registered with SEBI respectively. FVCIs can invest only up to 33.33% of the investible funds by way of subscription to an initial public offering. Category I AIF and Category II AIF cannot invest more than 25% of the investible funds in one investee company directly or through investment in the units of other AIFs. A Category III AIF cannot invest more than 10% of the investible funds in one investee company directly or through investment in the units of other AIFs. AIFs which are authorized under the fund documents to invest in units of AIFs are prohibited from offering their units for subscription to other AIFs. A VCF registered as a Category I AIF, as defined in the SEBI AIF Regulations, cannot invest more than 1/3rd of its investible funds by way of subscription to an initial public offering of a venture capital undertaking. Additionally, a VCF that has not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the SEBI VCF Regulations (and accordingly shall not be allowed to participate in the Issue) until the existing fund or scheme managed by the fund is wound up and such funds shall not launch any new scheme after the notification of the SEBI AIF Regulations.

There is no reservation for Eligible NRIs, FPIs and FVCIs and all Bidders will be treated on the same basis with other categories for the purpose of allocation.

Further, the shareholding of VCFs, category I AIFs or category II AIFs and FVCIs holding Equity Shares prior to Issue, shall be locked-in for a period of at least one year from the date of purchase of such Equity Shares.

All non-resident investors should note that refunds, dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and commission.

The Company or the BRLM will not be responsible for loss, if any, incurred by the Bidder on account of conversion of foreign currency.

## **BIDS BY LIMITED LIABILITY PARTNERSHIPS**

In case of Bids made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the BRLM, reserve the right to reject any Bid without assigning any reason thereof.

## **BIDS BY BANKING COMPANIES**

In case of Bids made by banking companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, and (ii) the approval of such banking company's investment committee are required to be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the BRLM, reserves the right to reject any Bid without assigning any reason thereof. The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, the Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, as amended and Master Circular on Basel III Capital Regulations dated July 01, 2014, as amended, is 10.00% of the paid up share capital of the investee company, not being its subsidiary engaged in non-financial services, or 10.00% of the bank's own paid-up share capital and reserves, whichever is lower.

However, a banking company would be permitted to invest in excess of 10% but not exceeding 30% of the paid up share capital of such investee company, subject to prior approval of the RBI if (i) the investee company is engaged in non-financial activities permitted for banking companies in terms of Section 6(1) of the Banking Regulation Act; or (ii) the additional acquisition is through restructuring of debt, or to protect the banking company's interest on loans/investments made to a company. The bank is required to submit a time bound action plan to the RBI for the disposal of such shares within a specified period. The aggregate investment by a banking company along with its subsidiaries, associates or joint ventures or entities directly or indirectly controlled by the bank; and mutual funds managed by asset management companies controlled by the bank, more than 20% of the investee company's paid up share capital engaged in non-financial services. However, this cap doesn't apply to the cases mentioned in (i) and (ii) above. The aggregate equity investments made by a banking company in all subsidiaries and other entities engaged in financial services and non-financial services, including overseas investments shall not exceed 20% of the bank's paid-up share capital and reserves.

In terms of the Master Circular on Basel III Capital Regulations dated July 1, 2014, as amended (i) a bank's investment in the capital instruments issued by banking, financial and insurance entities should not exceed 10% of its capital funds; (ii) banks should not acquire any fresh stake in a bank's equity shares, if by such acquisition, the investing bank's holding exceeds 5% of the investee bank's equity capital; (iii) equity investment by a bank in a subsidiary company, financial services company, financial institution, stock and other exchanges should not exceed 10% of the bank's paid-up share capital and reserves; (iv) equity investment by a bank in companies engaged in non-financial services activities would be subject to a limit of 10% of the investee company's paid-up share capital or 10% of the bank's paid-up share capital and reserves, whichever is less; and (v) a banking company is restricted from holding shares in any company, whether as

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pledgee, mortgagee or absolute owner, of an amount exceeding 30% of the paid-up share capital of that company or 30% of its own paid-up share capital and reserves, whichever is less. For details in relation to the investment limits under Master Direction – Ownership in Private Sector Banks, Directions, 2016, please refer chapter titled “Key Industry Regulations” beginning on Page No. 125 of this Draft Red Herring Prospectus.

#### **BIDS BY SCSBS**

SCSBs participating in the Issue are required to comply with the terms of the circulars issued by the SEBI dated September 13, 2012 and January 2, 2013. Such SCSBs are required to ensure that for making applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBs. Further, such account shall be used solely for the purpose of making application in public issues and clear demarcated funds should be available in such account for such applications.

#### **BIDS BY SYSTEMICALLY IMPORTANT NBFCs**

In case of Bids made by Systemically Important NBFCs registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, (ii) the last audited financial statements on a standalone basis, (iii) a net worth certificate from its statutory auditors, and (iv) such other approval as may be required by the Systemically Important NBFCs are required to be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the BRLM, reserves the right to reject any Bid without assigning any reason thereof.

Systemically Important NBFCs participating in the Issue shall comply with all applicable regulations, directions, guidelines and circulars issued by the RBI from time to time.

The investment limit for Systemically Important NBFCs shall be as prescribed by RBI from time to time.

#### **BIDS BY INSURANCE COMPANIES**

In case of Bids made by insurance companies registered with the IRDAI, a certified copy of certificate of registration issued by IRDAI must be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the BRLM, reserves the right to reject any Bid without assigning any reason thereof.

The exposure norms for insurers are prescribed under the IRDAI Investment Regulations, based on investments in equity shares of the investee company, the entire group of the investee company and the industry sector in which the investee company operates. Insurance companies participating in the Issue are advised to refer to the IRDAI Investment Regulations 2016, as amended, which are broadly set forth below:

- a) Equity Shares of a company: the lower of 10%\* of the outstanding equity shares (face value) or 10% of the respective fund in case of life insurer or 10% of investment assets in case of general insurer or reinsurer;
- b) the entire group of the investee company: not more than 15% of the respective fund in case of a life insurer or 15% of investment assets in case of a general insurer or reinsurer or 15% of the investment assets in all companies belonging to the group, whichever is lower; and
- c) the industry sector in which the investee company operates: not more than 15% of the fund of a life insurer or a general insurer or a reinsurer or 15% of the investment asset, whichever is lower.

The maximum exposure limit, in the case of an investment in equity shares, cannot exceed the lower of an amount of 10% of the investment assets of a life insurer or general insurer and the amount calculated under (a), (b) and (c) above, as the case may be.

*\*The above limit of 10% shall stand substituted as 15% of outstanding equity shares (face value) for insurance companies with investment assets of ₹ 25,000,000 lakhs or more and 12% of outstanding equity shares (face value) for insurers with investment assets of ₹ 5,000,000 lakhs or more but less than ₹ 25,000,000 lakhs.*

Insurance companies participating in this Issue shall comply with all applicable regulations, guidelines and circulars issued by IRDAI from time to time.

#### **BIDS BY PROVIDENT FUNDS/PENSION FUNDS**

In case of Bids made by provident funds/pension funds, subject to applicable laws, with minimum corpus of ₹ 2,500 lakhs, a certified copy of a certificate from a chartered accountant certifying the corpus of the provident fund/pension fund must be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the BRLM, reserves the right to reject any Bid without assigning any reason thereof.

#### **BIDS UNDER POWER OF ATTORNEY**

In case of Bids made pursuant to a power of attorney or by limited companies, corporate bodies, registered societies, Eligible FPIs, Mutual Funds, Systemically Important NBFCs, insurance companies, insurance funds set up by the army,

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navy or air force of the Union of India, insurance funds set up by the Department of Posts, India, or the National Investment Fund and provident funds with a minimum corpus of ₹ 2,500 lakhs (subject to applicable law) and pension funds with a minimum corpus of ₹ 2,500 lakhs, 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 Bid cum Application Form. Failing this, our, in consultation with the BRLM, reserves the right to accept or reject any Bid in whole or in part, in either case without assigning any reason therefor.

Our Company, in consultation with the BRLM, in their absolute discretion, reserves the right to relax the above condition of simultaneous lodging of the power of attorney along with the Bid cum Application Form subject to the terms and conditions that our Company, in consultation with the BRLM may deem fit.

### **BIDS BY ANCHOR INVESTORS**

Our Company in consultation with the BRLM, may consider participation by Anchor Investors in the Issue for up to 60% of the QIB Portion in accordance with the SEBI Regulations. Only QIBs as defined in Regulation 2(1)(ss) of the SEBI Regulations and not otherwise excluded pursuant to Schedule XIII of the SEBI Regulations are eligible to invest. The QIB Portion will be reduced in proportion to allocation under the Anchor Investor Portion. In the event of undersubscription in the Anchor Investor Portion, the balance Equity Shares will be added to the QIB Portion. In accordance with the SEBI Regulations, the key terms for participation in the Anchor Investor Portion are provided below.

- 1) Anchor Investor Bid cum Application Forms will be made available for the Anchor Investors at the offices of the BRLM.
- 2) The Bid must be for a minimum of such number of Equity Shares so that the Bid Amount is at least 200.00 Lakhs. A Bid cannot be submitted for over 60% of the QIB Portion. In case of a Mutual Fund, separate Bids by individual schemes of a Mutual Fund will be aggregated to determine the minimum application size of 200.00 Lakhs
- 3) One-third of the Anchor Investor Portion will be reserved for allocation to domestic Mutual Funds.
- 4) Bidding for Anchor Investors will open one Working Day before the Bid/ Issue Opening Date and be completed on the same day.
- 5) Our Company in consultation with the BRLM, will finalize allocation to the Anchor Investors on a discretionary basis, provided that the minimum and maximum number of Allottees in the Anchor Investor Portion will be, as mentioned below:
  - where allocation in the Anchor Investor Portion is up to 200.00 Lakhs, maximum of 2 (two) Anchor Investors.
  - where the allocation under the Anchor Investor Portion is more than 200.00 Lakhs but upto 2500.00 Lakhs, minimum of 2 (two) and maximum of 15 (fifteen) Anchor Investors, subject to a minimum Allotment of 100.00 Lakhs per Anchor Investor; and
  - where the allocation under the Anchor Investor portion is more than 2500.00 Lakhs:(i) minimum of 5 (five) and maximum of 15 (fifteen) Anchor Investors for allocation upto 2500.00 Lakhs; and (ii) an additional 10 Anchor Investors for every additional allocation of 2500.00 Lakhs or part thereof in the Anchor Investor Portion; subject to a minimum Allotment of 100.00 Lakhs per Anchor Investor.
- 6) Allocation to Anchor Investors will be completed on the Anchor Investor Bid/ Issue Period. The number of Equity Shares allocated to Anchor Investors and the price at which the allocation is made will be made available in the public domain by the BRLM before the Bid/ Issue Opening Date, through intimation to the Stock Exchange.
- 7) Anchor Investors cannot withdraw or lower the size of their Bids at any stage after submission of the Bid.
- 8) If the Issue Price is greater than the Anchor Investor Allocation Price, the additional amount being the difference between the Issue Price and the Anchor Investor Allocation Price will be payable by the Anchor Investors within 1 (one) Working Days from the Bid/ Issue Closing Date. If the Issue Price is lower than the Anchor Investor Allocation Price, Allotment to successful Anchor Investors will be at the higher price, i.e., the Anchor Investor Issue Price.
- 9) At the end of each day of the bidding period, the demand including allocation made to anchor investors, shall be shown graphically on the bidding terminals of syndicate members and website of stock exchange offering electronically linked transparent bidding facility, for information of public.
- 10) Fifty percent of the Equity Shares Allotted in the Anchor Investor Portion will be locked in for a period of 90 and other fifty will be locked in for 30 days from the date of Allotment.
- 11) The BRLM, our Promoters, Promoter Group or any person related to them (except for Mutual Funds sponsored by entities related to the BRLM) will not participate in the Anchor Investor Portion. The parameters for selection of Anchor Investors will be clearly identified by the BRLM and made available as part of the records of the BRLM for inspection by SEBI.
- 12) Bids made by QIBs under both the Anchor Investor Portion and the QIB Portion will not be considered multiple Bids.
- 13) Anchor Investors are not permitted to Bid in the Issue through the ASBA process.

### **ISSUANCE OF A CONFIRMATION NOTE (“CAN”) AND ALLOTMENT IN THE ISSUE**

1. Upon approval of the basis of allotment by the Designated Stock Exchange, the BRLM or Registrar to the Issue shall send to the SCSBs a list of their Bidders who have been allocated Equity Shares in the Issue.



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2. The Registrar will then dispatch a CAN to their Bidders who have been allocated Equity Shares in the Issue. The dispatch of a CAN shall be deemed a valid, binding and irrevocable contract for the Bidder

#### **Issue Procedure for Application Supported by Blocked Account (ASBA) Bidders**

In accordance with the SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Bidders have to compulsorily apply through the ASBA Process. Our Company and the Book Running Lead Manager are not liable for any amendments, modifications, or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. ASBA Bidders are advised to make their independent investigations and to ensure that the ASBA Bid Cum Application Form is correctly filled up, as described in this section.

The lists of banks that have been notified by SEBI to act as SCSB (Self Certified Syndicate Banks) for the ASBA Process are provided on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>. For details on designated branches of SCSB collecting the Bid Cum Application Form, please refer the above-mentioned SEBI link.

#### **Terms of payment**

The entire Issue price of ₹ [●] per share is payable on application. In case of allotment of lesser number of Equity Shares than the number applied, the Registrar shall instruct the SCSBs to unblock the excess amount paid on Application to the Bidders.

SCSBs will transfer the amount as per the instruction of the Registrar to the Public Issue Account, the balance amount after transfer will be unblocked by the SCSBs.

The Bidders should note that the arrangement with Bankers to the Issue or the Registrar is not prescribed by SEBI and has been established as an arrangement between our Company, Banker to the Issue and the Registrar to the Issue to facilitate collections from the Bidders.

#### **Payment mechanism**

The Bidders shall specify the bank account number in their Bid Cum Application Form and the SCSBs shall block an amount equivalent to the Application Amount in the bank account specified in the Bid Cum Application Form. The SCSB shall keep the Application Amount in the relevant bank account blocked until withdrawal/ rejection of the Application or receipt of instructions from the Registrar to unblock the Application Amount. However, Non-Retail Bidders shall neither withdraw nor lower the size of their applications at any stage. In the event of withdrawal or rejection of the Bid Cum Application Form or for unsuccessful Bid Cum Application Forms, the Registrar to the Issue shall give instructions to the SCSBs to unblock the application money in the relevant bank account within one day of receipt of such instruction. The Application Amount shall remain blocked in the ASBA Account until finalization of the Basis of Allotment in the Issue and consequent transfer of the Application Amount to the Public Issue Account, or until withdrawal/ failure of the Issue or until rejection of the Application by the ASBA Bidder, as the case may be.

Please note that, in terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, all the investors applying in a public Issue shall use only Application Supported by Blocked Amount (ASBA) process for application providing details of the bank account which will be blocked by the Self-Certified Syndicate Banks (SCSBs) for the same. Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018, Retail Individual Investors applying in public Issue have to use UPI as a payment mechanism with Application Supported by Blocked Amount for making application.

#### **Payment into Escrow Account for Anchor Investors**

All the investors other than Anchor Investors are required to bid through ASBA Mode. Anchor Investors are requested to note the following:

Our Company in consultation with the Book Running Lead Manager, in its absolute discretion, will decide the list of Anchor Investors to whom the CAN will be sent, pursuant to which the details of the Equity Shares allocated to them in their respective names will be notified to such Anchor Investors. For Anchor Investors, the payment instruments for payment into the Escrow Account should be drawn in favour of:

- a. In case of resident Anchor Investors: — “[●]”
- b. In case of Non-Resident Anchor Investors: — “[●]”

Bidders should note that the escrow mechanism is not prescribed by SEBI and has been established as an arrangement between our Company, the Syndicate, the Escrow Collection Bank and the Registrar to the Issue to facilitate collections from the Anchor Investors.

#### **Electronic Registration of Applications**

1. The Designated Intermediaries will register the applications using the on-line facilities of the Stock Exchange.

2. The Designated Intermediaries will undertake modification of selected fields in the application details already uploaded before 1.00 p.m. of next Working Day from the Issue Closing Date.
3. The Designated Intermediaries shall be responsible for any acts, mistakes or errors or omissions and commissions in relation to,
  - a) the applications accepted by them,
  - b) the applications uploaded by them
  - c) the applications accepted but not uploaded by them or
  - d) With respect to applications by Bidders, applications accepted and uploaded by any Designated Intermediary other than SCSBs, the Bid Cum Application Form along with relevant schedules shall be sent to the SCSBs or the Designated Branch of the relevant SCSBs for blocking of funds and they will be responsible for blocking the necessary amounts in the ASBA Accounts. In case of Application accepted and Uploaded by SCSBs, the SCSBs or the Designated Branch of the relevant SCSBs will be responsible for blocking the necessary amounts in the ASBA Accounts.
4. Neither the Book Running Lead Manager nor our Company nor the Registrar to the Issue, shall be responsible for any acts, mistakes or errors or omission and commissions in relation to,
  - (i) The applications accepted by any Designated Intermediaries
  - (ii) The applications uploaded by any Designated Intermediaries or
  - (iii) The applications accepted but not uploaded by any Designated Intermediaries
5. The Stock Exchange will Issue an electronic facility for registering applications for the Issue. This facility will available at the terminals of Designated Intermediaries and their authorized agents during the Issue Period. The Designated Branches or agents of Designated Intermediaries can also set up facilities for off-line electronic registration of applications subject to the condition that they will subsequently upload the off-line data file into the online facilities on a regular basis. On the Issue Closing Date, the Designated Intermediaries shall upload the applications till such time as may be permitted by the Stock Exchange. This information will be available with the Book Running Lead Manager on a regular basis.
6. With respect to applications by Bidders, at the time of registering such applications, the Syndicate Bakers, DPs and RTAs shall forward a Schedule as per format given below along with the Bid Cum Application Forms to Designated Branches of the SCSBs for blocking of funds:

S. No.	Details*
1.	Symbol
2.	Intermediary Code
3.	Location Code
4.	Application No.
5.	Category
6.	PAN
7.	DP ID
8.	Client ID
9.	Quantity
10.	Amount

*\*Stock Exchanges shall uniformly prescribe character length for each of the above-mentioned fields*

7. With respect to applications by Bidders, at the time of registering such applications, the Designated Intermediaries shall enter the following information pertaining to the Bidders into in the on-line system:
  - Name of the Bidder;
  - IPO Name;
  - Bid Cum Application Form Number;
  - Investor Category;
  - PAN (of First Bidder, if more than one Bidder);

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- DP ID of the demat account of the Bidder;
  - Client Identification Number of the demat account of the Bidder;
  - Number of Equity Shares Applied for;
  - Bank Account details;
  - Locations of the Banker to the Issue or Designated Branch, as applicable, and bank code of the SCSB branch where the ASBA Account is maintained; and
  - Bank account number.
8. In case of submission of the Application by Bidder through the Electronic Mode, the Bidder shall complete the above-mentioned details and mention the bank account number, except the Electronic ASBA Bid Cum Application Form number which shall be system generated.
  9. The aforesaid Designated Intermediaries shall, at the time of receipt of application, give an acknowledgment to the investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the Bid Cum Application Form in physical as well as electronic mode. The registration of the Application by the Designated Intermediaries does not guarantee that the Equity Shares shall be allocated / allotted either by our Company.
  10. Such acknowledgment will be non-negotiable and by itself will not create any obligation of any kind.
  11. In case of Non-Retail Bidders and Retail Individual Bidders, applications would not be rejected except on the technical grounds as mentioned in the Draft Red Herring Prospectus. The Designated Intermediaries shall have no right to reject applications, except on technical grounds.
  12. The permission given by the Stock Exchanges to use their network and software of the Online IPO system should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by our Company and/or the Book Running Lead Manager are cleared or approved by the Stock Exchanges; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the compliance with the statutory and other requirements nor does it take any responsibility for the financial or other soundness of our company; our Promoter, our management or any scheme or project of our Company; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this Draft Red Herring Prospectus, nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchanges.
  13. The Designated Intermediaries will be given time till 1.00 p.m. on the next working day after the Bid/ Issue Closing Date to verify the DP ID and Client ID uploaded in the online IPO system during the Issue Period, after which the Registrar to the Issue will receive this data from the Stock Exchange and will validate the electronic application details with Depository's records. In case no corresponding record is available with Depositories, which matches the three parameters, namely DP ID, Client ID and PAN, then such applications are liable to be rejected.
  14. The SCSBs shall be given one day after the Bid/ Issue Closing Date to send confirmation of Funds blocked (Final certificate) to the Registrar to the Issue.
  15. The details uploaded in the online IPO system shall be considered as final and Allotment will be based on such details for applications.

#### **Build of the Book**

- a) Bids received from various Bidders through the Designated Intermediaries may be electronically uploaded on the Bidding Platform of the Stock Exchange on a regular basis. The book gets built up at various price levels. This information may be available with the BRLM at the end of the Bid/ Issue Period.
- b) Based on the aggregate demand and price for Bids registered on the Stock Exchange Platform, a graphical representation of consolidated demand and price as available on the websites of the Stock Exchange may be made available at the Bidding centers during the Bid/ Issue Period.

#### **Withdrawal of Bids**

- a) RIIs can withdraw their Bids until Bid/ Issue Closing Date. In case a RII wishes to withdraw the Bid during the Bid/ Issue Period, the same can be done by submitting a request for the same to the concerned Designated Intermediary who shall do the requisite, including unblocking of the funds by the SCSB in the ASBA Account.
- b) The Registrar to the Issue shall give instruction to the SCSB for unblocking the ASBA Account on the Designated Date. QIBs and NIIs can neither withdraw nor lower the size of their Bids at any stage.

#### **Price Discovery and Allocation**

- a) Based on the demand generated at various price levels, our Company in consultation with the BRLM, shall finalize the Issue Price.
- b) The SEBI ICDR Regulations, 2018 specify the allocation or Allotment that may be made to various categories of Bidders in an Issue depending on compliance with the eligibility conditions. Certain details pertaining to the percentage of Issue size available for allocation to each category is disclosed overleaf of the Bid cum Application Form and in the RHP. For details in relation to allocation, the Bidder may refer to the RHP.
- c) Under-subscription in any category (except QIB Category) is allowed to be met with spillover from any other category or combination of categories at the discretion of the Issuer and the in consultation with the BRLM and the Designated Stock Exchange and in accordance with the SEBI ICDR Regulations. Unsubscribed portion in QIB Category is not available for subscription to other categories.
- d) In case of under subscription in the Issue, spill-over to the extent of such under-subscription may be permitted from the Reserved Portion to the Issue. For allocation in the event of an undersubscription applicable to the Issuer, Bidders may refer to the RHP.
- e) In case if the Retail Individual Investor category is entitled to more than the allocated portion on proportionate basis, the category shall be allotted that higher percentage.

#### **Illustration of the Book Building and Price Discovery Process:**

Bidders should note that this example is solely for illustrative purposes and is not specific to the Issue; it also excludes Bidding by Anchor Investors. Bidders can bid at any price within the Price Band. For instance, assume a Price Band of ₹20 to ₹ 24 per share, Issue size of 3,000 Equity Shares and receipt of five Bids from Bidders, details of which are shown in the table below. The illustrative book given below shows the demand for the Equity Shares of the Issuer at various prices and is collated from Bids received from various investors.

<b>Bid Quantity</b>	<b>Bid Amount (₹)</b>	<b>Cumulative Quantity</b>	<b>Subscription</b>
500	24	500	16.67%
1,000	23	1,500	50.00%
1,500	22	3,000	100.00%
2,000	21	5,000	166.67%
2,500	20	7,500	250.00%

The price discovery is a function of demand at various prices. The highest price at which the Issuer is able to Issue the desired number of Equity Shares is the price at which the book cuts off, i.e., ₹ 22.00 in the above example. The Issuer, in consultation with the BRLM, may finalise the Issue Price at or below such Cut-Off Price, i.e., at or below ₹ 22.00. All Bids at or above this Issue Price and cut-off Bids are valid Bids and are considered for allocation in the respective categories.

#### **SIGNING OF THE UNDERWRITING AGREEMENT AND THE ROC FILING**

- a) Our Company and the Underwriter intend to enter into an Underwriting Agreement on or immediately after the finalization of the Issue Price but prior to the filing of Prospectus.
- b) After signing the Underwriting Agreement, an updated Red Herring Prospectus will be filed with the RoC in accordance with applicable law, which then would be termed as the 'Prospectus'. The Prospectus will contain details of the Issue Price, Issue size, and underwriting arrangements and will be complete in all material respects.

#### **PRE-ISSUE ADVERTISEMENT**

Subject to Section 30 of the Companies Act, 2013, our Company shall, after filing the Red Herring Prospectus with the RoC, publish a Pre-Issue advertisement, in the form prescribed by the SEBI ICDR Regulations, in: (all editions of [●], an English national daily newspaper, all editions of [●], a Hindi national daily newspaper each with wide circulation) and editions of Jammu (a widely circulated Regional language daily newspaper) (Urdu being the regional language of Jammu, where our Registered Office is located).

In the Pre-Issue advertisement, we shall state the Bid/Issue Opening Date and the Bid/Issue Closing Date. The advertisement, subject to the provisions of Section 30 of the Companies Act, 2013, shall be in the format prescribed in Part A of Schedule X of the SEBI ICDR Regulations.

#### **ADVERTISEMENT REGARDING ISSUE PRICE AND PROSPECTUS**

Our Company will Issue a statutory advertisement after the filing of the Prospectus with the RoC. This advertisement, in addition to the information that has to be set out in the statutory advertisement, shall indicate the final derived Issue Price.

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Any material updates between the date of the Red Herring Prospectus and the date of Prospectus will be included in such statutory advertisement.

## **GENERAL INSTRUCTIONS**

### ***Do's:***

1. Check if you are eligible to apply as per the terms of the Draft Red Herring Prospectus and under applicable law, rules, regulations, guidelines and approvals. All should submit their Bids through the ASBA process only;
2. Ensure that you have Bid within the Price Band;
3. Read all the instructions carefully and complete the Bid cum Application Form, as the case may be, in the prescribed form;
4. Ensure that you have mentioned the correct ASBA Account number if you are not RIB bidding using the UPI Mechanism in the Bid cum Application Form and if you are an RIB using the UPI Mechanism ensure that you have mentioned the correct UPI ID (with maximum length of 45 characters including the handle), in the Bid cum Application Form;
5. Ensure that your Bid cum Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the Bidding Centre (except electronic Bids) within the prescribed time;
6. Ensure that you have funds equal to the Bid Amount in the ASBA Account maintained with the SCSB, before submitting the ASBA Form to any of the Designated Intermediaries;
7. If you are an ASBA Bidder and the first applicant is not the ASBA Account holder, ensure that the Bid cum Application Form is signed by the account holder. Ensure that you have mentioned the correct bank account number in the Bid cum Application Form;
8. Ensure that the signature of the First Bidder in case of joint Bids, is included in the Bid cum Application Forms;
9. Ensure that you request for and receive a stamped acknowledgement counterfoil of the Bid cum Application Form for all your Bid options from the concerned Designated Intermediary;
10. Ensure that the name(s) given in the Bid cum Application Form is/are exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case of joint Bids, the Bid cum Application Form should contain only the name of the First Bidder whose name should also appear as the first holder of the beneficiary account held in joint names. Ensure that the signature of the First Bidder is included in the Bid cum Application Forms;
11. RIBs bidding in the Issue to ensure that they shall use only their own ASBA Account or only their own bank account linked UPI ID (only for RIBs using the UPI Mechanism) to make an application in the Issue and not ASBA Account or bank account linked UPI ID of any third party;
12. Ensure that you submit the revised Bids to the same Designated Intermediary, through whom the original Bid was placed and obtain a revised acknowledgment;
13. Ensure that you have correctly signed the authorization/undertaking box in the Bid cum Application Form or have otherwise provided an authorization to the SCSB or Sponsor Bank, as applicable, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form, as the case may be, at the time of submission of the Bid. In case of RIBs submitting their Bids and participating in the Issue through the UPI Mechanism, ensure that you authorize the UPI Mandate Request raised by the Sponsor Bank for blocking of funds equivalent to Bid Amount and subsequent debit of funds in case of Allotment;
14. Except for Bids (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of the SEBI circular dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market, (ii) submitted by investors who are exempt from the requirement of obtaining/specifying their PAN for transacting in the securities market, and (iii) Bids by persons resident in the state of Sikkim, who, in terms of a SEBI circular dated July 20, 2006, may be exempted from specifying their PAN for transacting in the securities market, all Bidders should mention their PAN allotted under the IT Act. The exemption for the Central or the State Government and officials appointed by the courts and for investors residing in the State of Sikkim is subject to (a) the Demographic Details received from the respective depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in "active status"; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same. All other applications in which PAN is not mentioned will be rejected;
15. Investors to ensure that their PAN is linked with Aadhar and are in compliance with Central Board of Direct Taxes ("CBDT") notification dated February 13, 2020 and press release dated June 25, 2021.

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16. Ensure that the Demographic Details are updated, true and correct in all respects;
  17. Ensure that thumb impressions and 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;
  18. Ensure that the category and the investor status is indicated;
  19. Ensure that in case of Bids under power of attorney or by limited companies, corporates, trust, etc., relevant documents are submitted;
  20. Ensure that Bids submitted by any person resident outside India is in compliance with applicable foreign and Indian laws;
  21. Ensure that the Bidder's depository account is active, the correct DP ID, Client ID, the PAN, UPI ID, if applicable, are mentioned in their Bid cum Application Form and that the name of the Bidder, the DP ID, Client ID, the PAN and UPI ID, if applicable, entered into the online IPO system of the Stock Exchange by the relevant Designated Intermediary, as applicable, matches with the name, DP ID, Client ID, PAN and UPI ID, if applicable, available in the Depository database;
  22. Ensure that when applying in the Issue using UPI, the name of your SCSB appears in the list of SCSBs displayed on the SEBI website which are live on UPI. Further, also ensure that the name of the app and the UPI handle being used for making the application is also appearing in Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019;
  23. RIBs who wish to revise their Bids using the UPI Mechanism, should submit the revised Bid with the Designated Intermediaries, pursuant to which RIBs should ensure acceptance of the UPI Mandate Request received from the Sponsor Bank to authorise blocking of funds equivalent to the revised Bid Amount in the RIB's ASBA Account;
  24. Ensure that you have accepted the UPI Mandate Request received from the Sponsor Bank prior to 12:00 p.m. of the Working Day immediately after the Bid/ Issue Closing Date;
  25. RIBs shall ensure that details of the Bid are reviewed and verified by opening the attachment in the UPI Mandate Request and then proceed to authorize the UPI Mandate Request using his/her UPI PIN. Upon the authorization of the mandate using his/her UPI PIN, RIB may be deemed to have verified the attachment containing the application details of the RIB in the UPI Mandate Request and have agreed to block the entire Bid Amount and authorized the Sponsor Bank to block the Bid Amount mentioned in the Bid Cum Application Form;
  26. Ensure that while Bidding through a Designated Intermediary, the Bid cum Application Form (RIBs bidding using the UPI Mechanism) is submitted to a Designated Intermediary in a Bidding Centre and that the SCSB where the ASBA Account, as specified in the ASBA Form, is maintained has named at least one branch at that location for the Designated Intermediary to deposit ASBA Forms (a list of such branches is available on the website of SEBI at [www.sebi.gov.in](http://www.sebi.gov.in)); and
  27. FPIs making MIM Bids using the same PAN, and different beneficiary account numbers, Client IDs and DP IDs, are required to submit a confirmation that their Bids are under the MIM structure and indicate the name of their investment managers in such confirmation which shall be submitted along with each of their Bid cum Application Forms. In the absence of such confirmation from the relevant FPIs, such MIM Bids shall be rejected.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with. Application made using incorrect UPI handle or using a bank account of an SCSB or SCSBs which is not mentioned in the Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 is liable to be rejected.

**Don'ts:**

1. Do not Bid for lower than the minimum Bid size;
2. Do not Bid for a Bid Amount exceeding ₹ 200,000 (for Bids by RIBs);
3. Do not pay the Bid Amount in cheques, demand drafts or by cash, money order, postal order or by stock invest;
4. Do not send Bid cum Application Forms by post; instead submit the same to the Designated Intermediary only;
5. Do not Bid at Cut-off Price (for Bids by QIBs and Non-Institutional Bidders);
6. Do not instruct your respective banks to release the funds blocked in the ASBA Account under the ASBA process;
7. Do not submit the Bid for an amount more than funds available in your ASBA account.

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8. Do not submit Bids on plain paper or on incomplete or illegible Bid cum Application Forms or on Bid cum Application Forms in a colour prescribed for another category of a Bidder;
  9. In case of ASBA Bidders, do not submit more than one ASBA Forms per ASBA Account;
  10. If you are a RIB and are using UPI mechanism, do not submit more than one ASBA Form for each UPI ID;
  11. Do not submit the ASBA Forms to any Designated Intermediary that is not authorised to collect the relevant ASBA Forms or to our Company;
  12. Do not Bid on a Bid cum Application Form that does not have the stamp of the relevant Designated Intermediary;
  13. Do not submit the General Index Register (GIR) number instead of the PAN;
  14. Do not submit incorrect details of the DP ID, Client ID, PAN and UPI ID, if applicable, or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Issue;
  15. Do not submit a Bid in case you are not eligible to acquire Equity Shares under applicable law or your relevant constitutional documents or otherwise;
  16. Do not Bid if you are not competent to contract under the Indian Contract Act, 1872 (other than minors having valid depository accounts as per Demographic Details provided by the depository);
  17. Do not submit a Bid/revise a Bid Amount, with a price less than the Floor Price or higher than the Cap Price;
  18. Do not submit a Bid using UPI ID, if you are not a RIB;
  19. Do not Bid on another ASBA Form, as the case may be, after you have submitted a Bid to any of the Designated Intermediaries;
  20. Do not Bid for Equity Shares in excess of what is specified for each category;
  21. Do not fill up the Bid cum Application Form such that the number of Equity Shares Bid for, exceeds the Issue size and/or investment limit or maximum number of the Equity Shares that can be held under applicable laws or regulations or maximum amount permissible under applicable laws or regulations, or under the terms of the Draft Red Herring Prospectus;
  22. Do not withdraw your Bid or lower the size of your Bid (in terms of quantity of the Equity Shares or the Bid Amount) at any stage, if you are a QIB or a Non-Institutional Bidder. RIBs can revise or withdraw their Bids on or before the Bid/Issue Closing Date;
  23. Do not submit Bids to a Designated Intermediary at a location other than the Bidding Centres;
  24. If you are RIB which is submitting the ASBA Form with any of the Designated Intermediaries and using your UPI ID for the purpose of blocking of funds, do not use any third-party bank account or third party linked bank account UPI ID;
  25. Do not Bid if you are an OCB; and
  26. If you are a QIB, do not submit your Bid after 3:00 pm on the Bid/Issue Closing Date.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

Further, in case of any pre-Issue or post-Issue related issues regarding share certificates/demat credit/refund orders/unblocking etc., investors can reach out to the Company Secretary and Compliance Officer. For details of Company Secretary and Compliance Officer, please refer the section entitled “*General Information*” and “*Our Management*” beginning on Page No. 50 and 140 of this Draft Red Herring Prospectus, respectively.

For helpline details of the BRLM pursuant to the SEBI/HO.CFD.DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, please refer the section titled “*General Information*” beginning on Page No. 50 of this Draft Red Herring Prospectus.

#### **OTHER INSTRUCTIONS FOR THE BIDDERS JOINT BIDS**

In the case of Joint Bids, the Bids should be made in the name of the Bidders whose name appears first in the Depository account. The name so entered should be the same as it appears in the Depository records. The signature of only such first Bidders would be required in the Bid cum Application Form/Application Form and such first Bidder would be deemed to have signed on behalf of the joint holders. All payments may be made out in favour of the Bidder whose name appears in the Bid cum Application Form or the Revision Form and all communications may be addressed to such Bidder and may be dispatched to his or her address as per the Demographic Details received from the Depositories.

#### **MULTIPLE BIDS**

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Bidder should submit only one Bid cum Application Form. Bidder shall have the option to make a maximum of Bids at three different price levels in the Bid cum Application Form and such options are not considered as multiple Bids. Submission of a second Bid cum Application Form to either the same or to another member of the Syndicate, SCSB or Registered Broker and duplicate copies of Bid cum Application Forms bearing the same application number shall be treated as multiple Bids and are liable to be rejected.

#### **INVESTOR GRIEVANCE**

In case of any pre- issue or post issue related problems regarding demat credit / refund orders/ unblocking etc. the Investors can contact the Compliance Officer of our Company.

#### **NOMINATION FACILITY TO BIDDER**

Nomination facility is available in accordance with the provisions of Section 72 of the Companies Act, 2013. In case of allotment of the Equity Shares in dematerialized form, there is no need to make a separate nomination as the nomination registered with the Depository may prevail. For changing nominations, the Bidders should inform their respective DP.

#### **SUBMISSION OF BIDS**

- (a) During the Bid/ Issue Period, Bidders may approach any of the Designated Intermediaries to register their Bids.
- (b) In case of Bidders (excluding NIIs and QIBs) Bidding at cut-off price, the Bidders may instruct the SCSBs to block Bid Amount based on the Cap Price less Discount (if applicable).
- (c) For details of the timing on acceptance and upload of Bids in the Stock Exchange platform Bidders are requested to refer to the RHP.

#### **GROUND FOR TECHNICAL REJECTION**

In addition to the grounds for rejection of Bids on technical grounds as provided in the General Information Document, Bidders are requested to note that Bids may be rejected on the following additional technical grounds:

1. Bids submitted without instruction to the SCSBs to block the entire Bid Amount;
2. Bids which do not contain details of the Bid Amount and the bank account details in the ASBA Form;
3. Bids submitted on a plain paper;
4. Bids submitted by RIBs using the UPI Mechanism through an SCSBs and/or using a mobile application or UPI handle, not listed on the website of SEBI;
5. Bids under the UPI Mechanism submitted by RIBs using third party bank accounts or using a third party linked bank account UPI ID (subject to availability of information regarding third party account from Sponsor Bank);
6. ASBA Form submitted to a Designated Intermediary does not bear the stamp of the Designated Intermediary;
7. Bids submitted without the signature of the First Bidder or sole Bidder;
8. The ASBA Form not being signed by the account holders, if the account holder is different from the Bidder;
9. Bids by persons for whom PAN details have not been verified and whose beneficiary accounts are “suspended for credit” in terms of SEBI circular CIR/MRD/DP/ 22 /2010 dated July 29, 2010;
10. GIR number furnished instead of PAN;
11. Bids by RIBs with Bid Amount of a value of more than ₹ 2,00,000;
12. Bids by persons who are not eligible to acquire Equity Shares in terms of all applicable laws, rules, regulations, guidelines and approvals;
13. Bids accompanied by stock invest, money order, postal order or cash; and
14. Bids uploaded by QIBs after 4.00 pm on the QIB Bid/ Issue Closing Date and by Non-Institutional Bidders uploaded after 4.00 p.m. on the Bid/ Issue Closing Date, and Bids by RIBs uploaded after 5.00 p.m. on the Bid/ Issue Closing Date, unless extended by the Stock Exchange.

Further, in case of any pre-Issue or post Issue related issues regarding share certificates/demat credit/refund orders/unblocking etc., investors shall reach out the Company Secretary and Compliance Officer. For details of the Company Secretary and Compliance Officer, please refer section titled “*General Information*” beginning on Page No. 50 of this Draft Red Herring Prospectus.



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In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding four Working Days from the Bid/ Issue Closing Date, the Bidder shall be compensated at a uniform rate of ₹ 100/- per day for the entire duration of delay exceeding four Working Days from the Bid/ Issue Closing Date by the intermediary responsible for causing such delay in unblocking. The BRLM shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking.

Further, Investors shall be entitled to compensation in the manner specified in the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 read with SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 in case of delays in resolving investor grievances in relation to blocking/unblocking of funds.

#### **Names of entities responsible for finalising the basis of allotment in a fair and proper manner**

The authorized employees of the Designated Stock Exchange, along with the BRLM and the Registrar, shall ensure that the Basis of Allotment is finalised in a fair and proper manner in accordance with the procedure specified in SEBI ICDR Regulations.

For details of instructions in relation to the Bid cum Application Form, Bidders may refer to the relevant section the GID.

**BIDDERS SHOULD NOTE THAT IN CASE THE PAN, THE DP ID AND CLIENT ID MENTIONED IN THE BID CUM APPLICATION FORM AND ENTERED INTO THE ELECTRONIC APPLICATION SYSTEM OF THE STOCK EXCHANGES BY THE BIDS COLLECTING INTERMEDIARIES DO NOT MATCH WITH PAN, THE DP ID AND CLIENT ID AVAILABLE IN THE DEPOSITORY DATABASE, THE BID CUM APPLICATION FORM IS LIABLE TO BE REJECTED.**

#### **BASIS OF ALLOCATION**

- a) The SEBI (ICDR) Regulations specify the allocation or Allotment that may be made to various categories of Bidders in an Issue depending on compliance with the eligibility conditions. Certain details pertaining to the percentage of Issue size available for allocation to each category is disclosed overleaf of the Bid cum Application Form and in the DRHP. For details in relation to allocation, the Bidder may refer to the RHP.
- b) Under-subscription in any category (except QIB Category) is allowed to be met with spill over from any other category or combination of categories at the discretion of the Issuer and in consultation with the BRLM and the Designated Stock Exchange and in accordance with the SEBI (ICDR) Regulations, Unsubscribed portion in QIB Category is not available for subscription to other categories.
- c) In case of under subscription in the Issue, spill-over to the extent of such under- subscription may be permitted from the Reserved Portion to the Issue. For allocation in the event of an under-subscription applicable to the Issuer, Bidders may refer to the RHP.

#### **ALLOTMENT PROCEDURE AND BASIS OF ALLOTMENT**

The Allotment of Equity Shares to Bidders other than Retail Individual Investors may be on proportionate basis. No Retail Individual Investor will be Allotted less than the minimum Bid Lot subject to availability of shares in Retail Individual Investor Category and the remaining available shares, if any will be Allotted on a proportionate basis. The Issuer is required to receive a minimum subscription of 90% of the Issue. However, in case the Issue is in the nature of Issue for Sale only, then minimum subscription may not be applicable.

#### **Flow of Events from the closure of bidding period (T DAY) Till Allotment:**

- On T Day, RTA to validate the electronic bid details with the depository records and also reconcile the final certificates received from the Sponsor Bank for UPI process and the SCSBs for ASBA and Syndicate ASBA process with the electronic bid details.
- RTA identifies cases with mismatch of account number as per bid file / Final Certificate and as per applicant's bank account linked to depository demat account and seek clarification from SCSB to identify the applications with third party account for rejection.
- Third party confirmation of applications to be completed by SCSBs on T+1 day.
- RTA prepares the list of final rejections and circulate the rejections list with BRLM(s)/ Company for their review/ comments.
- Post rejection, the RTA submits the basis of allotment with the Designated Stock Exchange (DSE).
- The Designated Stock Exchange (DSE), post verification approves the basis and generates drawal of lots wherever applicable, through a random number generation software.

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- The RTA uploads the drawal numbers in their system and generates the final list of allottees as per process mentioned below:

**Process for generating list of allottees: -**

- Instruction is given by RTA in their Software System to reverse category wise all the application numbers in the ascending order and generate the bucket /batch as per the allotment ratio. For example, if the application number is 78654321 then system reverses it to 12345687 and if the ratio of allottees to applicants in a category is 2:7 then the system will create lots of 7. If the drawal of lots provided by Designated Stock Exchange (DSE) is 3 and 5 then the system will pick every 3rd and 5<sup>th</sup> application in each of the lot of the category and these applications will be allotted the shares in that category.
- In categories where there is proportionate allotment, the Registrar will prepare the proportionate working based on the oversubscription times.
- In categories where there is undersubscription, the Registrar will do full allotment for all valid applications.
- On the basis of the above, the RTA will work out the allottees, partial allottees and non- allottees, prepare the fund transfer letters and advice the SCSBs to debit or unblock the respective accounts.

## **BASIS OF ALLOTMENT**

### **a. For Retail Individual Bidders**

Bids received from the Retail Individual Bidders at or above the Issue Price shall be grouped together to determine the total demand under this category. The Allotment to all the successful Retail Individual Bidders will be made at the Issue Price.

The Issue size less Allotment to Non-Institutional and QIB Bidders shall be available for Allotment to Retail Individual Bidders who have Bid in the Issue at a price that is equal to or greater than the Issue Price. If the aggregate demand in this category is less than or equal to [●] Equity Shares at or above the Issue Price, full Allotment shall be made to the Retail Individual Bidders to the extent of their valid Bids.

If the aggregate demand in this category is greater than [●] Equity Shares at or above the Issue Price, the Allotment shall be made on a proportionate basis up to a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter. For the method of proportionate Basis of Allotment, refer below.

### **b. For Non-Institutional Bidders**

Bids received from Non-Institutional Bidders at or above the Issue Price shall be grouped together to determine the total demand under this category. The Allotment to all successful Non- Institutional Bidders will be made at the Issue Price.

The Issue size less Allotment to QIBs and Retail shall be available for Allotment to Non- Institutional Bidders who have Bid in the Issue at a price that is equal to or greater than the Issue Price. If the aggregate demand in this category is less than or equal to [●] Equity Shares at or above the Issue Price, full Allotment shall be made to Non-Institutional Bidders to the extent of their demand.

In case the aggregate demand in this category is greater than [●] Equity Shares at or above the Issue Price, Allotment shall be made on a proportionate basis up to a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter. For the method of proportionate Basis of Allotment refer below.

### **c. For QIBs**

Bids received from QIBs Bidding in the QIB Category at or above the Issue Price may be grouped together to determine the total demand under this category. The QIB Category may be available for Allotment to QIBs who have Bid at a price that is equal to or greater than the Issue Price. Allotment may be undertaken in the following manner: Allotment shall be undertaken in the following manner:

- a) In the first instance allocation to Mutual Funds for [●] % of the QIB Portion shall be determined as follows:
  - In the event that Bids by Mutual Fund exceeds [●] % of the QIB Portion, allocation to Mutual Funds shall be done on a proportionate basis for [●] % of the QIB Portion.
  - In the event that the aggregate demand from Mutual Funds is less than [●] % of the QIB Portion then all Mutual Funds shall get full Allotment to the extent of valid Bids received above the Issue Price.
  - Equity Shares remaining unsubscribed, if any, not allocated to Mutual Funds shall be available for Allotment to all QIB Bidders as set out in (b) below;
- b) In the second instance Allotment to all QIBs shall be determined as follows:

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- In the event that the oversubscription in the QIB Portion, all QIB Bidders who have submitted Bids above the Issue Price shall be allotted Equity Shares on a proportionate basis, upto a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter for [●] % of the QIB Portion.
  - Mutual Funds, who have received allocation as per (a) above, for less than the number of Equity Shares Bid for by them, are eligible to receive Equity Shares on a proportionate basis, upto a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter, along with other QIB Bidders.
  - Under-subscription below [●] % of the QIB Portion, if any, from Mutual Funds, would be included for allocation to the remaining QIB Bidders on a proportionate basis. The aggregate Allotment to QIB Bidders shall not be more than [●] Equity Shares.

d. Allotment To Anchor Investor (If Applicable)

- a) Allocation of Equity Shares to Anchor Investors at the Anchor Investor Allocation Price will be at the discretion of the Issuer, in consultation with the BRLM, subject to compliance with the following requirements:

a) not more than 60% of the QIB Portion will be allocated to Anchor Investors;

b) one-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price at which allocation is being done to other Anchor Investors; and

c) allocation to Anchor Investors shall be on a discretionary basis and subject to:

- a maximum number of two Anchor Investors for allocation up to ₹ 2 crores;  
a minimum number of two Anchor Investors and maximum number of 15 Anchor Investors for allocation of more than ₹ 2 crores and up to ₹ 25 crores subject to minimum allotment of ₹ 1 crores per such Anchor Investor; and
- in case of allocation above twenty-five crore rupees; a minimum of 5 such investors and a maximum of 15 such investors for allocation up to twenty-five crore rupees and an additional 10 such investors for every additional twenty-five crore rupees or part thereof, shall be permitted, subject to a minimum allotment of one crore rupees per such investor.

- b) A physical book is prepared by the Registrar on the basis of the Anchor Investor Application Forms received from Anchor Investors. Based on the physical book and at the discretion of the Issuer, in consultation with the BRLM, selected Anchor Investors will be sent a CAN and if required, a revised CAN.

**c) In the event that the Issue Price is higher than the Anchor Investor Allocation Price:**

Anchor Investors will be sent a revised CAN within one day of the Pricing Date indicating the number of Equity Shares allocated to such Anchor Investor and the pay-in date for payment of the balance amount. Anchor Investors are then required to pay any additional amounts, being the difference between the Issue Price and the Anchor Investor Allocation Price, as indicated in the revised CAN within the pay-in date referred to in the revised CAN. Thereafter, the Allotment Advice will be issued to such Anchor Investors.

**d) In the event the Issue Price is lower than the Anchor Investor Allocation Price:**

Anchor Investors who have been Allotted Equity Shares will directly receive Allotment Advice.

**a) Basis of Allotment for QIBs and NIIs in case of Over Subscribed Issue:**

In the event of the Issue being Over-Subscribed, the Issuer may finalise the Basis of Allotment in consultation with the National Stock Exchange of India Limited (The Designated Stock Exchange). The allocation may be made in marketable lots on proportionate basis as set forth hereunder:

- a) The total number of Shares to be allocated to each category as a whole shall be arrived at on a proportionate basis i.e. the total number of Shares applied for in that category multiplied by the inverse of the oversubscription ratio (number of Bidders in the category multiplied by number of Shares applied for).
- b) The number of Shares to be allocated to the successful Bidders will be arrived at on a proportionate basis in marketable lots (i.e. Total number of Shares applied for into the inverse of the over subscription ratio).
- c) For Bids where the proportionate allotment works out to less than [●] Equity Shares the allotment will be made as follows:
- Each successful Bidder shall be allotted [●] equity shares; and
  - The successful Bidder out of the total bidders for that category shall be determined by draw of lots in such a manner

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that the total number of Shares allotted in that category is equal to the number of Shares worked out as per (b) above.

- b) If the proportionate allotment to a Bidder works out to a number that is not a multiple of [●] equity shares, the Bidder would be allotted Shares by rounding off to the nearest multiple of [●] equity shares subject to a minimum allotment of [●] Equity Shares.
- c) If the Shares allotted on a proportionate basis to any category is more than the Shares allotted to the Bidders in that category, the balance available Shares or allocation shall be first adjusted against any category, where the allotted Shares are not sufficient for proportionate allotment to the successful Bidder in that category, the balance Shares, if any, remaining after such adjustment will be added to the category comprising Bidder applying for the minimum number of Shares. If as a result of the process of rounding off to the nearest multiple of [●] Equity Shares, results in the actual allotment being higher than the shares offered, the final allotment may be higher at the sole discretion of the Board of Directors, up to 110% of the size of the Issue specified under the Capital Structure mentioned in this Draft Red herring Prospectus.

Retail Individual Investor' means an investor who applies for shares of value of not more than ₹ 2,00,000/-. Investors may note that in case of over subscription allotment shall be on proportionate basis and will be finalized in consultation with NSE.

The Executive Director / Managing Director of NSE - the Designated Stock Exchange in addition to Book Running Lead Manager and Registrar to the Public Issue shall be responsible to ensure that the basis of allotment is finalized in a fair and proper manner in accordance with the SEBI (ICDR) Regulations.

#### **Issuance of Allotment Advice**

- 1) Upon approval of the Basis of Allotment by the Designated Stock Exchange.
- 2) On the basis of approved Basis of Allotment, the Issuer shall pass necessary corporate action to facilitate the allotment and credit of equity shares. Bidders are advised to instruct their Depository Participants to accept the Equity Shares that may be allotted to them pursuant to the Issue.

The Book Running Lead Manager or the Registrar to the Issue will dispatch an Allotment Advice to their Bidders who have been allocated Equity Shares in the Issue. The dispatch of Allotment Advice shall be deemed a valid, binding and irrevocable contract for the Allotment to such Bidder.

- 3) Issuer will make the allotment of the Equity Shares and initiate corporate action for credit of shares to the successful Bidders Depository Account within 4 working days of the Issue Closing date. The Issuer also ensures the credit of shares to the successful Bidders Depository Account is completed within one working Day from the date of allotment, after the funds are transferred from ASBA Public Issue Account to Public Issue account of the issuer.

#### **Designated Date**

On the Designated date, the SCSBs shall transfers the funds represented by allocations of the Equity Shares into Public Issue Account with the Bankers to the Issue.

The Company will Issue and dispatch letters of allotment/ or letters of regret along with refund order or credit the allotted securities to the respective beneficiary accounts, if any within a period of 4 working days of the Bid/ Issue Closing Date. The Company will intimate the details of allotment of securities to Depository immediately on allotment of securities under relevant provisions of the Companies Act, 2013 or other applicable provisions, if any.

#### **Instructions for Completing the Bid Cum Application Form**

The Applications should be submitted on the prescribed Bid Cum Application Form and in BLOCK LETTERS in ENGLISH only in accordance with the instructions contained herein and in the Bid Cum Application Form. Applications not so made are liable to be rejected. Applications made using a third-party bank account or using third party UPI ID linked bank account are liable to be rejected. Bid Cum Application Forms should bear the stamp of the Designated Intermediaries. ASBA Bid Cum Application Forms, which do not bear the stamp of the Designated Intermediaries, will be rejected.

SEBI, vide Circular No. CIR/CFD/14/2012 dated October 04, 2012 has introduced an additional mechanism for investors to submit Bid Cum Application Forms in public issues using the stock broker (broker) network of Stock Exchanges, who may not be syndicate members in an Issue with effect from January 01, 2013. The list of Broker Centre is available on the websites of BSE i.e. [www.bseindia.com](http://www.bseindia.com) and NSE i.e. [www.nseindia.com](http://www.nseindia.com). With a view to broad base the reach of Investors by substantial, enhancing the points for submission of applications, SEBI vide Circular No. CIR/CFD/POLICY CELL/11/2015 dated November 10, 2015 has permitted Registrar to the Issue and Share Transfer Agent and Depository Participants registered with SEBI to accept the Bid Cum Application Forms in Public Issue with effect front January 01, 2016. The List of ETA and DPs centres for collecting the application shall be disclosed is available on the websites of BSE i.e. [www.bseindia.com](http://www.bseindia.com) and NSE i.e. [www.nseindia.com](http://www.nseindia.com).

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### **Bidder's Depository Account and Bank Details**

Please note that, providing bank account details, PAN No's, Client ID and DP ID in the space provided in the Bid Cum Application Form is mandatory and applications that do not contain such details are liable to be rejected.

Bidders should note that on the basis of name of the Bidders, Depository Participant's name, Depository Participant Identification number and Beneficiary Account Number provided by them in the Bid Cum Application Form as entered into the Stock Exchange online system, the Registrar to the Issue will obtain from the Depository the demographic details including address, Bidders bank account details, MICR code and occupation (hereinafter referred to as 'Demographic Details'). These Demographic Details would be used for all correspondence with the Bidders including mailing of the Allotment Advice. The Demographic Details given by Bidders in the Bid Cum Application Form would not be used for any other purpose by the Registrar to the Issue.

By signing the Bid Cum Application Form, the Bidder would be 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.

### **Submission of Bid Cum Application Form**

All Bid Cum Application Forms duly completed shall be submitted to the Designated Intermediaries. The aforesaid intermediaries shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the Bid Cum Application Form, in physical or electronic mode, respectively.

### **Communications**

All future communications in connection with Applications made in this Issue should be addressed to the Registrar to the Issue quoting the full name of the sole or First Bidder, Bid Cum Application Form number, Bidders Depository Account Details, number of Equity Shares applied for, date of Bid Cum Application Form, name and address of the Designated Intermediary where the Application was submitted thereof and a copy of the acknowledgement slip.

Investors can contact the Compliance Officer 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, credit of allotted shares in the respective beneficiary accounts, etc.

### **Disposal of Application and Application Moneys and Interest in Case of Delay**

The Company shall ensure the dispatch of Allotment advice, and give benefit to the beneficiary account with Depository Participants and submit the documents pertaining to the Allotment to the Stock Exchange within 2 (two) working days of date of Allotment of Equity Shares.

The Company shall use best efforts to ensure that all steps for completion of the necessary formalities for listing and commencement of trading at NSE Emerge where the Equity Shares are proposed to be listed are taken within 3 (Three) working days from Issue Closing Date.

In accordance with the Companies Act, the requirements of the Stock Exchange and the SEBI Regulations, the Company further undertakes that:

1. Allotment and Listing of Equity Shares shall be made within 3 (three) days of the Issue Closing Date;
2. Giving of Instructions for refund by unblocking of amount via ASBA not later than 2 (two) working days of the Issue Closing Date, would be ensured; and
3. If such money is not repaid within prescribed time from the date our Company becomes liable to repay it, then our Company and every officer in default shall, on and from expiry of prescribed time, be liable to repay such application money, with interest as prescribed under SEBI (ICDR) Regulations, the Companies Act, 2013 and applicable law. Further, in accordance with Section 40 of the Companies Act, 2013, the Company and each officer in default may be punishable with fine and/or imprisonment in such a case.

### **BASIS OF ALLOTMENT**

Allotment will be made in consultation NSE (The Designated Stock Exchange). In the event of oversubscription, the allotment will be made on a proportionate basis in marketable lots as set forth here:

1. The total number of Shares to be allocated to each category as a whole shall be arrived at on a proportionate basis i.e. the total number of Shares applied for in that category multiplied by the inverse of the over subscription ratio (number of applicants in the category x number of Shares applied for).
2. The number of Shares to be allocated to the successful applicants will be arrived at on a proportionate basis in marketable lots (i.e. Total number of Shares applied for into the inverse of the over subscription ratio).

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3. For applications where the proportionate allotment works out to less than [●] equity shares the allotment will be made as follows:
    - a) Each successful applicant shall be allotted [●] equity shares; and
    - b) The successful applicants out of the total applicants for that category shall be determined by the drawl of lots in such a manner that the total number of Shares allotted in that category is equal to the number of Shares worked out as per (2) above.
  4. If the proportionate allotment to an applicant works out to a number that is not a multiple of [●] equity shares, the applicant would be allotted Shares by rounding off to the lower nearest multiple of [●] equity shares subject to a minimum allotment of [●] equity shares.
  5. If the Shares allocated on a proportionate basis to any category is more than the Shares allotted to the applicants in that category, the balance available Shares for allocation shall be first adjusted against any category, where the allotted Shares are not sufficient for proportionate allotment to the successful applicants in that category, the balance Shares, if any, remaining after such adjustment will be added to the category comprising of applicants applying for the minimum number of Shares.

#### **BASIS OF ALLOTMENT IN THE EVENT OF UNDER SUBSCRIPTION**

In the event of under subscription in the Issue, the obligations of the Underwriters shall get triggered in terms of the Underwriting Agreement. The Minimum subscription of 100.00% of the Issue size shall be achieved before our company proceeds to get the basis of allotment approved by the Designated Stock Exchange. The Executive Director/Managing Director of the NSE - the Designated Stock Exchange in addition to Book Running Lead Manager and Registrar to the Issue shall be responsible to ensure that the basis of allotment is finalized in a fair and proper manner in accordance with the SEBI (ICDR) Regulations, 2018.

**As per the RBI regulations, OCBs are not permitted to participate in the Issue. There is no reservation for Non-Residents, NRIs, FPIs and foreign venture capital funds and all Non-Residents, NRI, FPI and Foreign Venture Capital Funds applicants will be treated on the same basis with other categories for the purpose of allocation.**

#### **Equity Shares in Dematerialised Form with NSDL/CDSL**

To enable all shareholders of the Company to have their shareholding in electronic form, the Company is in process of entering following tripartite agreements with the Depositories and the Registrar and Share Transfer Agent:

- a) We have entered into a tripartite agreement between NSDL, the Company and the Registrar to the Issue on July 26, 2023.
  - b) We have entered into a tripartite agreement between CDSL, the Company and the Registrar to the Issue on August 08, 2023.
- The Company's Equity shares bear an ISIN- INE0QOU01015
  - An Applicant applying for Equity Shares must have at least one beneficiary account with either of the Depository Participants of either NSDL or CDSL prior to making the Application.
  - The Applicant must necessarily fill in the details (including the Beneficiary Account Number and Depository Participant's identification number) appearing in the Application Form or Revision Form.
  - Allotment to a successful Applicant will be credited in electronic form directly to the beneficiary account (with the Depository Participant) of the Applicant.
  - Names in the Application Form or Revision Form should be identical to those appearing in the account details in the Depository. In case of joint holders, the names should necessarily be in the same sequence as they appear in the account details in the Depository.
  - If incomplete or incorrect details are given under the heading 'Applicants Depository Account Details' in the Application Form or Revision Form, it is liable to be rejected.
  - The Applicant is responsible for the correctness of his or her Demographic Details given in the Application Form vis à vis those with his or her Depository Participant.
  - Equity Shares in electronic form can be traded only on the stock exchanges having electronic connectivity with NSDL and CDSL. The Stock Exchange where our Equity Shares are proposed to be listed has electronic connectivity with CDSL and NSDL.
  - The allotment and trading of the Equity Shares of the Company would be in dematerialized form only for all investors.

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## **RIGHT TO REJECT APPLICATIONS**

In case of QIB Bidders, the Company in consultation with the BRLM may reject Applications provided that the reasons for rejecting the same shall be provided to such Bidder in writing. In case of Non-Institutional Bidders, Retail Individual Bidders who applied, the Company has a right to reject Applications based on technical grounds.

## **IMPERSONATION**

Attention of the applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 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.”*

The liability prescribed under Section 447 of the Companies Act, for fraud involving an amount of at least ₹ 10/- Lakhs or 1.00% of the turnover of the Company, whichever is lower, includes imprisonment for a term which shall not be less than six months extending up to 10 years and fine of an amount not less than the amount involved in the fraud, extending up to three times such amount (provided that where the fraud involves public interest, such term shall not be less than three years.) Further, where the fraud involves an amount less than ₹ 10/- lakhs or one per cent of the turnover of the company, whichever is lower, and does not involve public interest, any person guilty of such fraud shall be punishable with imprisonment for a term which may extend to five years or with fine which may extend to ₹ 50/- Lakhs or with both.

## **UNDERTAKINGS BY OUR COMPANY**

Our Company undertakes the following:

- adequate arrangements shall be made to collect all Bid cum Application Forms submitted by Bidders;
- the complaints received in respect of the Issue shall be attended to by our Company expeditiously and satisfactorily;
- all steps for completion of the necessary formalities for listing and commencement of trading at all the Stock Exchange where the Equity Shares are proposed to be listed shall be taken within three Working Days of the Bid/Issue Closing Date or such other time as may be prescribed by the SEBI or under any applicable law;
- if Allotment is not made within the prescribed time period under applicable law, the entire Bid amount received will be refunded/unblocked within the time prescribed under applicable law, failing which interest will be due to be paid to the Bidders at the rate prescribed under applicable law for the delayed period;
- the funds required for making refunds (to the extent applicable) to unsuccessful Bidders as per the mode(s) disclosed shall be made available to the Registrar to the Issue by our Company;
- where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the Bidder within the time prescribed under applicable law, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;
- no further issue of the Equity Shares shall be made until the Equity Shares issued through the Draft Red Herring Prospectus are listed or until the Bid monies are unblocked in ASBA Account/refunded on account of non-listing, under-subscription, etc.
- our Company, in consultation with the BRLM, reserves the right not to proceed with the Fresh Issue, in whole or in part thereof, to the extent of the Issued Shares, after the Bid/ Issue Opening Date but before the Allotment. In such an event, our Company would issue a public notice in the newspapers in which the pre-Issue advertisements were published, within two days of the Bid/ Issue Closing Date or such other time as may be prescribed by the SEBI, providing reasons for not proceeding with the Issue and inform the Stock Exchanges promptly on which the Equity Shares are proposed to be listed; and
- if our Company, in consultation with the BRLM withdraws the Issue after the Bid/ Issue Closing Date and thereafter determines that it will proceed with an issue of the Equity Shares, our Company shall file a fresh Draft Red Herring Prospectus with the SEBI.

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- If allotment is not made within the prescribed time period under applicable law, the entire subscription amount received will be refunded/ unblocked within the time prescribed under applicable law. If there is delay beyond the prescribed time, our Company shall pay interest prescribed under the Companies Act, 2013, the SEBI Regulations and applicable law for the delayed period.

#### **UTILIZATION OF ISSUE PROCEEDS**

Our Board certifies that:

- all monies received out of the Fresh Issue shall be credited/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;
- details of all monies utilized out of the Fresh Issue shall be disclosed, and continue to be disclosed till the time any part of the Issue proceeds remains unutilized, under an appropriate head in the balance sheet of our Company indicating the purpose for which such monies have been utilized; and
- details of all unutilized monies out of the Fresh Issue, if any shall be disclosed under an appropriate separate head in the balance sheet indicating the form in which such unutilized monies have been invested.
- Our Company shall comply with the requirements of SEBI Listing Regulations, 2015 in relation to the disclosure and monitoring of the utilization of the proceeds of the Issue.
- Our Company shall not have recourse to the Issue Proceeds until the approval for listing and trading of the Equity Shares from the Stock Exchange where listing is sought has been received.
- The Book Running Lead Manager will that the complaints or comments received in respect of the Issue will be attended expeditiously and satisfactorily.



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## RESTRICTION ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and FEMA. While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. Under the Industrial Policy, unless specifically restricted, foreign investment is freely permitted in all sectors of Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. Foreign investment is allowed up to 100% under automatic route in our Company.

The RBI and the concerned ministries/departments are responsible for granting approval for foreign investment. The Government has from time to time made policy pronouncements on foreign direct investment (“FDI”) through press notes and press releases. The Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India (earlier known as the Department of Industrial Policy and Promotion) (“DIPP”), issued the FDI Policy, which, with effect from October 15, 2020 consolidated, subsumed and superseded all previous press notes, press releases and clarifications on FDI issued by the DIPP that were in force and effect prior to October 15, 2020. In terms of FDI Policy, FDI to an extent of 51% is allowed in multi brand retail trading with government approval. The FDI Policy will be valid until the DIPP issues an updated circular. FDI in companies engaged in sectors/ activities which are not listed in the FDI Policy is permitted up to 100% of the paid-up share capital of such company under the automatic route, subject to compliance with certain prescribed conditions.

Under the current FDI Policy and the FEMA Non-Debt Rules, foreign direct investment is not permitted in companies engaged in (a) multi-brand retail trading, undertaking retail trading by means of e-commerce, and (b) inventory-based model of e-commerce. In accordance with the FEMA Non-debt Rules, participation by non-residents in the Issue is restricted to participation by (i) FPIs under Schedule II of the FEMA Non-debt Rules, subject to limit of the individual holding of an FPI below 10% of the post-Issue paid-up capital of our Company and the aggregate limit for FPI investment currently not exceeding the sectoral cap i.e. 51% of the post issue paid up share capital; and (ii) Eligible NRIs applying only on a non-repatriation basis under Schedule IV of the FEMA Non-debt Rules. Further, other non-residents applying on a repatriation basis, FVCIs and multilateral and bilateral development financial institutions are not permitted to participate in the Issue. As per the existing policy of the Government of India, OCBs cannot participate in this issue. For more details, please refer chapter titled “*Issue Procedure*” beginning on Page No. 249 of this Draft Red Herring Prospectus.

The Government has from time to time made policy pronouncements on FDI through press notes and press releases. The Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India (DIPP), issued consolidated FDI Policy, which with effect from August 28, 2017 consolidates and supersedes all previous press notes, press releases and clarifications on FDI issued by the DIPP that were in force and effect as on August 27, 2017. The Government proposes to update the consolidated circular on FDI Policy once every year and therefore, the Consolidation FDI Policy will be valid until the DIPP issues an updated circular.

The transfer of shares by an Indian resident to a Non-Resident does not require the prior approval of the FIPB or the RBI, provided that (i) the activities of the investee company are under the automatic route under the Consolidated FDI Policy and transfer does not attract the provisions of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; (ii) the non-resident shareholding is within the sectoral limits under the Consolidated FDI Policy; and (iii) the pricing is in accordance with the guidelines prescribed by SEBI/RBI.

The foreign investment in our Company is governed by, inter-alia, the FEMA, the FEMA Non-debt Rules, the FDI Policy issued and amended by way of press notes.

Further, in terms of the FEMA Non-debt Rules, the aggregate FPI investment limit is the sectoral cap applicable to Indian company as prescribed in the FEMA Non-Debt Instruments Rules with respect to its paid-up equity capital on a fully diluted basis. For more details, please refer chapter titled “*Issue Procedure*” beginning on Page No. 249 of this Draft Red Herring Prospectus.

Further, in accordance with the FDI Policy, the Press Note No. 3 (2020 Series), dated April 17, 2020 issued by the DIPP and the FEMA Non-debt Rules, any investment, subscription, purchase or sale of equity instruments by entities of a country which shares land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country (“Restricted Investors”), will require prior approval of the Government, as prescribed in the FDI Policy and the FEMA Non-debt Rules. Further, in the event of transfer of ownership of any existing or future foreign direct investment in an entity in India, directly or indirectly, resulting in the beneficial ownership falling within the aforesaid restriction/ purview, such subsequent change in the beneficial ownership will also require approval of the Government. Furthermore, on April 22, 2020, the Ministry of Finance, Government of India has also made a similar amendment to the FEMA Non-Debt Rules. Each Bidder should seek independent legal advice about its ability to participate in the Issue. In the event such prior approval of the Government of India is required, and such approval has been obtained, the Bidder shall

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intimate our Company and the Registrar in writing about such approval along with a copy thereof within the Bid/Issue Period.

**The Equity Shares have not been and will not be registered under the U.S. Securities Act and may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. Accordingly, the Equity Shares are only being offered and sold outside the United States in offshore transactions in reliance on Regulation S and the applicable laws of the jurisdiction where those Issues and sales occur.**

**The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.**

**The above information is given for the benefit of the Applicants. Our Company and the BRLM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Applicants are advised to make their independent investigations and ensure that the Applications are not in violation of laws or regulations applicable to them.**

**DESCRIPTION OF EQUITY SHARES AND TERMS OF THE ARTICLES OF ASSOCIATION**

<b>Article No.</b>	<b>Particulars</b>	<b>Heading</b>
1.	<p>The Regulations contained in Table F, in the First Schedule to the Companies Act, 2013 (Table F), as are applicable to a Public Company Limited by Shares, shall apply to this Company, so far as they are not inconsistent with any of the provisions contained in these Articles or modifications thereof and only to the extent that there is no specific provisions in these Articles. In case of any conflict between the provisions of these Articles and Table F, the provisions of these Articles shall prevail.</p> <p>The regulations for the management of the Company and for the observance by the members thereto and their representatives shall, subject to any exercise of the statutory powers of the Company with reference to the deletion or alterations of, or addition to, its regulations by Resolution, as prescribed or permitted by the Companies Act, 2013, be such as are contained in these Articles.</p>	Company to be governed by these Articles
2.	Wherever in the Act or other laws, it has been provided that the company shall have any right, privilege or authority or that the company could carry out any transaction only if the company is authorized by its articles, then and in that case this Article authorizes and empowers the Company and its board of directors to have such rights, privileges or authorities to carry such transaction as have been permitted by the Act, without there being any specific article in that behalf and it shall be deemed that the said rights, privileges or authorities are existing in these Articles.	General Power
3.	Notwithstanding anything contained in these Articles, if any provision of these Articles is inconsistent with the provisions of the Act or any other laws or become inconsistent or repugnant with the provisions of the Act or any other laws on account of any amendment or modification or statutory re-enactment thereof, the Company shall be governed and bound by, and the Board shall be deemed to be authorized by these Articles to comply with, the provisions of the Act or any other laws to the extent of inconsistency or repugnancy.	Act to override these Articles in case of inconsistency
<b>Interpretation Clause</b>		
4.	In the interpretation of these Articles the following expressions shall have the following meanings unless repugnant to the subject or context:	Interpretation Clause
	(a) "The Act" means the Companies Act, 2013 and includes rules made there under and any statutory modification, clarification or re-enactment thereof for the time being in force and the term shall be deemed to refer to the applicable section thereof which is relatable to the relevant Article in which the said term appears in these Articles.	Act
	(b) "These Articles" means Articles of Association for the time being in force or as may be altered from time to time or any statutory modifications thereof.	Articles
	(c) "Annual General Meeting" means a General Meeting of the Members held in accordance with the provision of section 96 of the Act.	Annual General Meeting
	(d) "Auditors" means and includes those persons appointed as such for the time being of the Company.	Auditors
	(e) "Board" means the Directors of the Company collectively, and shall include a committee thereof.	Board
	(f) "Beneficial Owner" shall mean beneficial owner as defined in the Depositories Act, 1996.	Beneficial Owner
	(g) "Capital" means the share capital for the time being raised or authorized to be raised for the purpose of the Company.	Capital
	(h) "Company" shall mean BD SECURITY LIMITED established as aforesaid.	The Company
	(i) "Debenture" includes debenture stock, bonds or any other instrument of a company evidencing a debt, whether constituting a charge on the assets of the company or not;	Debenture
	(j) "Document" includes summons, notice, requisition, order, declaration, form and register, whether issued, sent or kept in pursuance of this Act or under any other law for the time being in force or otherwise, maintained on paper or in electronic form.	Document
	(k) "Depository" means a Depository as defined under the Depositories Act,	Depository

	1996.	
	(l) "Director" means a Director appointed to the Board of the Company.	Director
	(m) "Executor" or "Administrator" means a person who has obtained a probate or letter of administration, as the case may be from a Court of competent jurisdiction and shall include a holder of a Succession Certificate authorizing the holder thereof to negotiate or transfer the Share or Shares of the deceased Member and shall also include the holder of a Certificate granted by the Administrator General under section 31 of the Administrator General Act, 1963.	Executor or administrator
	(n) "Extra-Ordinary General Meeting" means an Extraordinary General Meeting of the Members, other than Annual General Meeting, duly called and constituted and any adjourned holding thereof.	Extra-ordinary General Meeting
	(o) "General Meeting" means a meeting of members held in accordance with the Act.	General Meeting
	(p) "In Writing" and "Written" includes printing lithography and other modes of representing or reproducing words in a visible form and shall include email, and any other form of electronic transmission.	In Writing and Written
	(q) "Independent Director" shall have the meaning ascribed to it in the Act.	"Independent Director"
	(r) The marginal notes or headings hereto shall not affect the construction thereof.	Marginal notes or headings
	(s) "Key Managerial Personnel" shall have the meaning as ascribed to it under Section 2(51) of the Act.	Key Managerial Personnel
	(t) "Legal Representative" means a person who in law represents the estate of a deceased Member.	Legal Representative
	(u) Words importing the masculine gender also include the feminine gender.	Gender
	(v) "Members" or "Shareholders" means the duly registered holders, for the time being of the shares of the Company and in case of shares held in dematerialized form such persons whose name is entered as a beneficial owner in the records of a depository.	Members or Shareholder
	(w) "Month" means a calendar month.	Month
	(x) "National Holiday" means and includes a day declared as National Holiday by the Central Government.	National Holiday
	(y) "Non-retiring Directors" means a Director not subject to retirement by rotation.	Non-retiring Directors
	(z) "Office" means the Registered Office for the time being of the Company and with respect to the keeping and inspection of registers and returns and other matters mentioned in the Act and includes any other place as prescribed by the Act.	Office
	(aa) "Ordinary Resolution" and "Special Resolution" shall have the meanings assigned thereto by Section 114 of the Act.	Ordinary and Special Resolution
	(bb) "Paid-up" in relation to shares includes credited as paid-up.	Paid-up
	(cc) "Person" shall be deemed to include corporations and firms as well as individuals.	Person
	(dd) "Proxy" means an instrument whereby any person is authorized to vote for a member at General Meeting or Poll and includes attorney duly constituted under the power of attorney.	Proxy
	(ee) "The Register of Members" means the Register of Members to be kept pursuant to Section 88(1)(a) of the Act.	Register of Members
	(ff) "Seal" means the common seal for the time being of the Company or any other method of Authentication of documents, as specified under the Act or amendment thereto.	Seal
	(gg) "Secretary" shall have the meaning as ascribed to it under Section 2(24) of the Act.	Secretary or Company Secretary
	(hh) "Securities" shall mean securities as defined under the Securities Contract (Regulations) Act, 1956 or any modifications or re-enactment thereof for the time being in force and includes hybrids.	Securities
	(ii) "Share" means a share in the share capital of a company and includes stock.	Share
	(jj) Words importing the Singular number include where the context admits or requires the plural number and vice versa.	Singular number

	(kk) "The Statutes" means the Companies Act, 2013 and every other Act for the time being in force affecting the Company.	Statutes
	(ll) "These presents" means the Memorandum of Association and the Articles of Association as originally framed or as altered from time to time or any statutory modifications thereof.	These presents
	(mm) "Variation" shall include abrogation; and "vary" shall include abrogate.	Variation
	(nn) "Year" means the "Financial Year" shall have the meaning assigned thereto by Section 2(41) of the Act.	Year and Financial Year
	Save as aforesaid, any words or expressions defined in the Act shall, if not inconsistent with the subject or context, bear the same meaning in these Articles.	Expressions in the Act to bear the same meaning in Articles
	<b>CAPITAL</b>	
5.	The Authorized Share Capital of the Company shall be such amount as may be mentioned in Clause V of Memorandum of Association of the Company from time to time, with power to the Board, subject to applicable statutory provisions, to re-classify, sub-divide, consolidate or increase and with power from time to time, to issue any share of the original capital or any new capital with and subject to any preferential, qualified or special rights, privileges or conditions as may be thought fit and upon the sub-division of shares to apportion the right to participate in any manner as between the shares resulting from such sub-division.	Authorized Share Capital
6.	The Company may in General Meeting or by Postal Ballot, from time to time, by Ordinary Resolution increase its capital by creation of new shares, which may be classified or unclassified at the time of issue in one or more classes and of such amount or amounts as may be deemed expedient. Subject to the provisions of the Act, any shares of the original or increased capital shall be issued upon such terms and conditions and with such rights and privileges annexed thereto, as the General Meeting or by Postal Ballot resolving upon the creation thereof, shall direct, and if no direction be given, as the Board shall determine and in particular, such shares may be issued with a preferential or qualified right to dividends, and in the distribution of assets of the Company, and with a right of voting at General Meetings or by Postal Ballot of the Company in conformity with Section 47 of the Act. Whenever the capital of the Company has been increased under the provisions of this Article, the Directors shall comply with the provisions of Section 64 of the Act.	Increase of capital by the Company and how carried into effect
7.	Except so far as otherwise provided by the conditions of issue or by these Articles, any capital raised by the creation of new Shares shall be considered as part of the existing capital, and shall be subject to the provisions herein contained, with reference to the payment of calls and installments, forfeiture, lien, surrender, transfer and transmission, voting and otherwise.	New Capital same as existing capital
8.	The Board shall have the power to issue a part of authorized capital by way of differential voting Shares at price(s) premium, dividends, eligibility, volume, quantum, proportion and other terms and conditions as they deem fit, subject however to provisions of law, rules, regulations, notifications and enforceable guidelines for the time being in force.	Issue of Differential Voting Shares
9.	Subject to the provisions of the Act and these Articles, the Company shall have the power to issue preference shares, either at premium or at par which are, or at the option of the Company are, a) liable to be redeemed and the resolution authorizing such issue shall prescribe the manner, terms and conditions of redemption or b) to be converted into equity shares on such terms and in such manner as the company before the issue of such shares may, determine.	Issue of Preference Shares
10.	The holder of Preference Shares shall have a right to vote only on Resolutions, which directly affect the rights attached to his Preference Shares.	Voting rights of preference shares
11.	In case of issue of redeemable preference shares in accordance with these Articles, the following provisions shall take effect:  (a) No such Shares shall be redeemed except out of profits of which would otherwise be available for dividend or out of proceeds of a fresh issue of shares	Provisions to apply on issue of Redeemable Preference Shares

	<p>made for the purpose of the redemption;</p> <p>(b) No such Shares shall be redeemed unless they are fully paid;</p> <p>(c) Subject to section 55(2)(d)(i) of the Act, the premium, if any payable on redemption shall have been provided for out of the profits of the Company or out of the Company's security premium account, before the Shares are redeemed;</p> <p>(d) Where any such Shares are redeemed otherwise then out of the proceeds of a fresh issue, there shall out of profits which would otherwise have been available for dividend, be transferred to a reserve fund, to be called "the Capital Redemption Reserve Account", a sum equal to the nominal amount of the Shares redeemed, and the provisions of the Act relating to the reduction of the share capital of the Company shall, except as provided in Section 55 of the Act apply as if the Capital Redemption Reserve Account were paid-up share capital of the Company; and</p> <p>(e) Subject to the provisions of Section 55 of the Act, the redemption of preference shares hereunder may be effected in accordance with the terms and conditions of their issue and in the absence of any specific terms and conditions in that behalf, in such manner as the Directors may think fit. The reduction of Preference Shares under the provisions by the Company shall not be taken as reducing the amount of its Authorized Share Capital.</p>	
12.	<p>The Company may (subject to the provisions of sections 52, 66 and other applicable provisions, if any, of the Act or any other section as notified) from time to time by Special Resolution reduce -</p> <p>(a) the share capital;</p> <p>(b) any capital redemption reserve account; or</p> <p>(c) any security premium account</p> <p>(d) In any manner for the time being, authorized by law and in particular capital may be paid off on the footing that it may be called up again or otherwise. This Article is not to derogate from any power the Company would have, if it were omitted.</p>	Reduction of capital
13.	<p>Any debentures, debenture-stock or other securities may be issued at a discount, premium or otherwise and may be issued on condition that they shall be convertible into shares of any denomination and with any privileges and conditions as to redemption, surrender, drawing, allotment of shares, attending (but not voting) at the General Meeting, appointment of Directors and otherwise. Debentures with the right to conversion into or allotment of shares shall be issued only with the consent of the Company in the General Meeting by a Special Resolution.</p>	Debentures
14.	<p>The Company may exercise the powers of issuing sweat equity shares conferred by Section 54 of the Act of a class of shares already issued subject to such conditions as may be specified in the Act and Rules framed thereunder.</p>	Issue of Sweat Equity Shares
15.	<p>The Company may provide share based benefits including but not limited to Stock Option, Stock Appreciation Rights or any other co – investment share plan and other forms of share based compensations to Employees including its Directors other than independent directors and such other persons as the rules may allow, under any scheme, subject to the provisions of the Act, the Rules made thereunder and any other law for the time being in force, by whatever name called.</p>	Share Based Employee Benefits
16.	<p>Notwithstanding anything contained in these Articles but subject to and in full compliance of the requirements of sections 68 to 70 (both inclusive) and any other applicable provision of the Act and Rules made thereunder, provisions of any re-enactment thereof and any rules and regulations that may be prescribed by the Central Government, the Securities and Exchange Board of India (SEBI) or any other appropriate authority in this regard, the Company may with the authority of the Board or the members in General Meeting, as may be required / and</p>	Buy Back of shares

	contemplated by Section 68 of the Act, at any time and from time to time, authorize buy-back of any part of the share capital of the Company fully paid-up on that date.	
17.	Subject to the provisions of Section 61 of the Act, the Company in general meeting may, from time to time, sub-divide or consolidate all or any of the share capital into shares of larger amount than its existing share or sub-divide its shares, or any of them into shares of smaller amount than is fixed by the Memorandum; subject nevertheless, to the provisions of clause (d) of sub-section (1) of Section 61; Subject as aforesaid the Company in general meeting may also cancel shares which have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled.	Consolidation, Sub-Division and Cancellation
18.	Subject to compliance with applicable provision of the Act and Rules framed thereunder and other applicable laws, the Company shall have power to issue depository receipts and other permissible securities in any foreign country and to seek listing thereof on any foreign stock exchange(s).	Issue and listing of Depository Receipts or other permissible securities
19.	Subject to compliance with applicable provision of the Act and Rules framed thereunder, the Company shall have power to issue any kind of securities or kinds of share capital as permitted to be issued under the Act and rules framed thereunder.	Issue of Securities and Kinds of Share Capital
20.	The Company may issue warrants subject to compliance with the provisions of the Act, the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any statutory modifications or re-enactment thereof and other applicable laws.	Issue of Warrants
	<b>MODIFICATION OF CLASS RIGHTS</b>	
21.	<p>If at any time the share capital, by reason of the issue of Preference Shares or otherwise is divided into different classes of shares, all or any of the rights privileges attached to any class (unless otherwise provided by the terms of issue of the shares of the class) may, subject to the provisions of Section 48 of the Act and whether or not the Company is being wound-up, be varied, modified or dealt, with the consent in writing of the holders of not less than three-fourths of the issued shares of that class or with the sanction of a Special Resolution passed at a separate general meeting of the holders of the shares of that class. The provisions of these Articles relating to general meetings shall mutatis mutandis apply to every such separate class of meeting.</p> <p>Provided that if variation by one class of shareholders affects the rights of any other class of shareholders, the consent of three-fourths of such other class of shareholders shall also be obtained and the provisions of this Article shall apply to such variation.</p>	Modification of rights
22.	The rights conferred upon the holders of the Shares including Preference Share, if any, of any class issued with preferred or other rights or privileges shall, unless otherwise expressly provided by the terms of the issue of shares of that class, be deemed not to be modified, commuted, affected, abrogated, dealt with or varied by the creation or issue of further shares ranking pari passu therewith.	New Issue of Shares not to affect rights attached to existing shares of that class.
23.	<p>Subject to the provisions of the Act and these Articles, the shares in the capital of the Company shall be under the control of the Board who may issue, allot or otherwise dispose of 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 and at such time as they may from time to time think fit. The Board will have the authority to disallow the right to renounce right shares.</p> <p>Provided that except with the sanction of General Meeting, No option or right to call of shall be given to any person by the board.</p>	Shares at the disposal of the Directors.
24.	Subject to the provisions of the Act and these Articles, the Board may issue and allot shares in the capital of the Company on payment or part payment for any property or assets of any kind whatsoever sold or transferred, goods or machinery supplied or for services rendered to the Company in the conduct of its business and any shares which may be so allotted may be issued as fully paid-up or partly	Directors may issue/allot shares otherwise than for cash

	paid-up otherwise than for cash, and if so issued, shall be deemed to be fully paid-up or partly paid-up shares, as the case may be.	
25.	The Company may issue securities in any manner whatsoever including by way of a preferential offer / private placement, to any persons whether or not those persons include the persons referred to in clause (a) or clause (b) of sub-section (1) of section 62 subject to compliance with section 42 and / or 62 of the Act and rules framed thereunder as amended from time to time.	Power to issue Securities on preferential offer or private placement basis.
26.	The Board or the Company, as the case may be, may, by way of rights issue or preferential offer or private placement or any other manner, subject to and in accordance with Act and the Rules, issue further shares to; (a) persons who, at the date of the offer, are holders of equity shares of the Company. Such offer shall, unless disallowed by the Board, be deemed to include a right exercisable by the person concerned to renounce the shares offered to him or any of them in favor of other person or; (b) employees under the employees' stock option or; (c) any person whether or not those persons include the persons referred to in clause (a) or clause (b) above;	Further issue of share capital
27.	The provisions of these Articles relating to share capital and variation of rights thereon shall mutatis mutandis apply to Debentures and other securities of the Company, as applicable.	Provisions apply to Debentures
28.	The Board shall comply with such Rules or Regulations or Requirements of any stock exchange or the Rules made under Securities Contract (Regulations) Act, 1956 or any other Act or Rules applicable for the purpose of these Articles.  Provided that any restriction, condition or prohibition required to be included in the Articles of Association pursuant to any such Rules, Regulations or Requirements of any stock exchange or the Rules made under Securities Contract (Regulations) Act, 1956 or any other Act and which are not incorporated in these Articles shall be deemed have effect as if such restriction, condition or prohibition are expressly provided by or under these Articles.	Board to comply with applicable Regulations
29.	The shares in the capital shall be numbered progressively according to their several denominations, and except in the manner hereinbefore mentioned no share shall be sub-divided. Every forfeited or surrendered share shall continue to bear the number by which the same was originally distinguished.	Shares should be Numbered progressively and no share to be subdivided.
30.	An application signed by or on behalf of an applicant for shares in the Company, followed by an allotment of any shares therein, shall be an acceptance of shares within the meaning of these Articles, and every person who thus or otherwise accepts any shares and whose name is on the Register shall for the purposes of these Articles, be a Member.	Acceptance of Shares.
31.	The money (if any) which the Board shall on the 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 allotted by them, 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 a debt due to and recoverable by the Company from the allottee thereof, and shall be paid by him accordingly.	Deposit and call etc. to be a debt payable immediately
32.	Every Member, or his heirs, executors, administrators, or legal representatives, shall pay to the Company the portion of the Capital represented by his share or shares which may, for the time being, remain unpaid thereon, in such amounts at such time or times, and in such manner as the Board shall, from time to time in accordance with the Company's regulations, require on date fixed for the payment thereof.	Liability of Members.
33.	Shares may be registered in the name of individual, any limited company or other corporate body but not in the name of a firm, an insolvent person or a person of unsound mind.	Registration of Shares.
34.	The Board shall observe the restrictions as regards allotment of securities to the public, and as regards return on allotments contained in Section 39 of the Act.	Return on allotments to be made or restrictions on allotment



<b>DEMATERIALIZATION AND CERTIFICATES</b>		
35.	<p>Subject to the provisions of the Act and Rules made thereunder the Company shall offer its members facility to hold securities issued by it in dematerialized form and will offer the Securities for subscription in dematerialized form pursuant to the Depositories Act, 1996 and the rules framed thereunder, if any, and the register and index of beneficial owners maintained by the relevant Depository under section 11 of the Depositories Act, 1996, shall be deemed to be the corresponding register and index maintained by the Company.</p> <p>Notwithstanding anything contained herein, the Company shall be entitled to treat the person whose names appear in the register of members as a holder of any share or whose names appear as beneficial owners of shares in the records of the Depository, as the absolute owner thereof and accordingly shall not (except as ordered by a Court of competent jurisdiction or as required by law) be bound to recognise any benami trust or equity or equitable contingent or other claim to or interest in such share on the part of any other person whether or not it shall have express or implied notice thereof.</p>	Dematerialisation of Securities
36.	<p>Unless otherwise permitted under the Act or the Depositories Act, 1996, The Company shall offer and allot, and every person subscribing to securities offered by the Company shall hold, the securities in dematerialised form with a Depository. The Company shall intimate such Depository the details of allotment of the security, and on receipt of the information, the Depository shall enter in the records the name of the allottee as the beneficial owner of the security. Such a person who is a beneficial owner of the securities can at any time opt out of a Depository, if permitted by the law, in respect of any security in the manner provided by the Depositories Act, 1996, and the Company shall, in the manner and within the time prescribed issue to the beneficial owner the required Certificates of Securities.</p>	Issue of securities in dematerialised form
37.	<p>All securities held by a depository shall be dematerialized and be in fungible form. Nothing contained in Sections 89 and 90 and such other applicable provisions of the Act shall apply to a Depository in respect of the securities held by it on behalf of the beneficial owners.</p>	Securities with Depositories to be in fungible form
38.	<p>(i) Notwithstanding anything to the contrary contained in the Act or these Articles, a Depository shall be deemed to be the registered owner for the purpose of effecting transfer of ownership of securities on behalf of the beneficial owner.</p> <p>(ii) Save and otherwise provided in (i) above, the Depository as the registered owner of the securities shall not have any voting rights or any other rights in respect of the securities held by it.</p> <p>(iii) Every person holding securities of the Company and whose name is entered as the beneficial owner in the records of the Depository shall be deemed to be a member of the Company. The beneficial owner of securities shall be entitled to all rights and benefits and be subject to all liabilities in respect of the securities held by a Depository on behalf of the beneficial owner.</p>	Rights of Depositories and Beneficial Owners
39.	<p>Notwithstanding anything contained in these Articles, where securities issued by the Company are dealt with by a Depository, the Company shall intimate the details thereof to the Depository immediately on allotment of such securities.</p>	Allotment of Securities dealt with in a Depository
40.	<p>Nothing contained in Section 45 of the Act or these Articles regarding the necessity of having distinctive numbers for securities issued by the Company, shall apply to securities held with a Depository.</p>	Distinctive numbers of Securities held with a Depository
	<p>(a) Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after allotment or within one month from the date of receipt by the Company of the application for the registration of transfer or transmission or within such other period as the conditions of issue shall provide –</p> <ol style="list-style-type: none"> <li>1. one certificate for all his shares without payment of any charges; or</li> <li>2. several certificates, each for one or more of his shares, upon payment of Rs. 50</li> </ol>	Issue of Share Certificates.

	<p>for every certificate or such charges as may be fixed by the Board for each certificate after the first. The charges can be waived off by the Company.</p> <p>(b) Every certificate of shares shall be either under the seal of the company or will be authenticated by (1) two Directors or persons acting on behalf of the Directors under a duly registered Power of Attorney and (2) the Secretary or some other person appointed by the Board for the purpose; a Director may sign a share certificate by affixing signature thereon by means of any machine, equipment or other mechanical means such as engraving in metal or lithography but not by means of rubber stamp and shall specify the number and distinctive numbers of shares in respect of which it is issued and amount paid-up thereon.</p> <p>(c) Any two or more joint allottees of shares shall, for the purpose of this Article, be treated as a single member, and the certificate of any shares which may be the subject of joint ownership, may be delivered to anyone of such joint owners on behalf of all of them. For any further certificate the Board shall be entitled, but shall not be bound, to prescribe a charge not exceeding Rupees Fifty. The Company shall comply with the provisions of Section 46 of the Act.</p>	
41.	<p>(a) Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after allotment or within one month from the date of receipt by the Company of the application for the registration of transfer or transmission or within such other period as the conditions of issue shall provide –</p> <ol style="list-style-type: none"> <li>1. one certificate for all his shares without payment of any charges; or</li> <li>2. several certificates, each for one or more of his shares, upon payment of Rs. 50 for every certificate or such charges as may be fixed by the Board for each certificate after the first. The charges can be waived off by the Company.</li> </ol> <p>(b) Every certificate of shares shall be either under the seal of the company or will be authenticated by (1) two Directors or persons acting on behalf of the Directors under a duly registered Power of Attorney and (2) the Secretary or some other person appointed by the Board for the purpose; a Director may sign a share certificate by affixing signature thereon by means of any machine, equipment or other mechanical means such as engraving in metal or lithography but not by means of rubber stamp and shall specify the number and distinctive numbers of shares in respect of which it is issued and amount paid-up thereon.</p> <p>(c) Any two or more joint allottees of shares shall, for the purpose of this Article, be treated as a single member, and the certificate of any shares which may be the subject of joint ownership, may be delivered to anyone of such joint owners on behalf of all of them. For any further certificate the Board shall be entitled, but shall not be bound, to prescribe a charge not exceeding Rupees Fifty. The Company shall comply with the provisions of Section 46 of the Act.</p>	
42.	Every certificate shall have distinctive number and shall be issued under the Seal, if any, and shall specify the shares to which it relates and the amount paid-up thereon and shall be in such form as may be prescribed and approved by the Board.	Form of Certificate
43.	<p>(a) If any certificate be worn out, defaced, mutilated or torn or if there be no further space on the back thereof for endorsement of transfer, then upon production and surrender thereof to the Company, a new Certificate may be issued in lieu thereof.</p> <p>(b) If any certificate lost or destroyed then upon proof thereof to the satisfaction of the company and on execution of such indemnity as the company deems adequate and on payment of out-of-pocket expenses incurred by the company in investigating the evidence produced, being given, then only with prior consent of the Board, a duplicate Certificate in lieu thereof shall be given to the party entitled to such lost or destroyed Certificate.</p> <p>(c) Every Certificate shall be issued in such manner as prescribed under the Act or Rules framed thereunder or under other applicable laws applicable from time to time.</p> <p>(d) Every Certificate under the Article shall be issued without payment of fees if the Directors so decide, or on payment of such fees (not exceeding Rupees Fifty for each certificate) as the Directors shall prescribe.</p> <p>(e) The particulars of every renewed or duplicate share certificate issued shall be entered forthwith in a Register of Renewed and Duplicate Share Certificates maintained in prescribed format indicating against the name(s) of the person(s) to</p>	Issue of renewed or duplicate share certificate

	<p>whom the certificate is issued, the number and date of issue of the share certificate in lieu of which the new certificate is issued, and the necessary changes indicated in the Register of Members by suitable cross-references in the "Remarks" column.</p> <p>(f) Register shall be kept at the registered office of the company or at such other place where the Register of Members is kept or at other offices of the Company or at the office of Share Transfer Agent of the Company and it shall be preserved permanently and shall be kept in the custody of the company secretary of the company or any other person authorized by the Board for the purpose.</p> <p>(g) All entries made in the Register of Renewed and Duplicate Share Certificates shall be authenticated by the company secretary or such other person as may be authorised by the Board for the purposes of sealing and signing the share certificate</p> <p>(h) Provided that notwithstanding what is stated above the Directors shall comply with such Rules or Regulation or requirements of any Stock Exchange or the Rules made under the Act or the rules made under Securities Contracts (Regulation) Act, 1956, or any other Act, or rules applicable in this behalf.</p> <p>(i) The provisions of this Article shall mutatis mutandis apply to debentures of the Company.</p>	
44.	If any share stands in the names of two or more persons, the person first named in the Register shall as regard receipts of dividends or bonus or service of notices and all or any other matter connected with the Company except voting at meetings, and the transfer of the shares, be deemed sole holder thereof but the joint-holders of a share shall be severally as well as jointly liable for the payment of all calls and other payments due in respect of such share and for all incidentals thereof according to these articles and the terms of issue.	The first named joint holder deemed Sole holder.
45.	The Company shall not be bound to register more than three persons as the joint holders of any share.	Maximum number of joint holders.
46.	Except as ordered by a Court of competent jurisdiction or as by law required, the Company shall not be bound to recognize (even when having notice thereof) any equitable, contingent, future or partial interest in any share or any interest in any fractional part of a share, or (except only as is by these Articles otherwise expressly provided or by law otherwise provided) any right in respect of a share other than an absolute right thereto, in accordance with these Articles, in the person from time to time registered as the holder thereof but the Board shall be at liberty at its sole discretion to register any share in the joint names of any two or more persons or the survivor or survivors of them.	Company not bound to recognize any interest in share other than that of registered holders.
47.	Company shall not give whether directly or indirectly, by means of a loan, guarantee, the provision of security or otherwise, any financial assistance for or in connection with the purchase or subscription of any shares in the Company or in its holding Company, save as provided by Section 67 of the Act.	Funds of Company may not be applied in purchase of shares of the Company
48.	If by the conditions of allotment of any share the whole or part of the amount or issue price thereof shall be payable by installment, every such installment shall when due be paid to the Company by the person who for the time being and from time to time shall be the registered holder of the share or his legal representative.	Installment on shares to be duly paid.
49.	If and whenever as a result of issue of new or further shares or any consolidation or sub-division of shares or otherwise, any shares held by members become fractional shares, all such fractional entitlement shall, unless otherwise determined or approved the Board or shareholders of the Company, be consolidated into whole shares and be allotted to such person, persons or entities as may be nominated by the Board as trustee for sale thereof in open market through SEBI registered share broker at such price as may be approved by such Trustee(s) in this regard and the net proceeds of such sale shall be distributed to the persons entitled thereto in proportion to their respective fractional entitlement.	Fractional Shares
50.	The Company shall, to the extent applicable, observe the provisions of Sections 89 and 90 of the Act and of other applicable laws dealing with beneficial interest in shares.	Declarations in respect of beneficial interest in any share
	<b>UNDERWRITING AND BROKERAGE</b>	

51.	Subject to the provisions of Section 40 (6) of the Act, the Company may at any time pay a commission to any person in consideration of his subscribing or agreeing to subscribe (whether absolutely or conditionally) for any securities in the Company, or procuring, or agreeing to procure subscriptions (whether absolutely or conditionally) for any securities in the Company but so that the commission shall not exceed the maximum rates laid down by the Act and the Rules made in that regard. Such commission may be satisfied by payment of cash or by allotment of fully or partly paid shares or partly in one way and partly in the other.	Commission
52.	The Company may pay on any issue of securities such brokerage as may be reasonable and lawful.	Brokerage
	<b>CALLS</b>	
53.	(a) The Board may, from time to time, subject to the terms on which any shares may have been issued and subject to the conditions of allotment, by a resolution passed at a meeting of the Board and not by a circular resolution, make such calls as it thinks fit, upon the Members in respect of all the moneys unpaid on the shares held by them respectively and each Member shall pay the amount of every call so made on him to the persons and at the time and places appointed by the Board. (b) A call may be made payable by installments. (c) The option or right to call of shares shall not be given to any person except with the sanction of the Issuer in general meetings.	Directors may make calls
54.	A call may be revoked or postponed at the discretion of the Board.	Call may be revoked or postponed
55.	Fifteen days' notice in writing of any call shall be given by the Company specifying the time and place of payment, and the person or persons to whom such call shall be paid.	Notice of Calls
56.	A call shall be deemed to have been made at the time when the resolution of the Board of Directors authorizing such call was passed and may be made payable by the members whose names appear on the Register of Members on such date or at the discretion of the Directors on such subsequent date as may be fixed by Directors.	Calls to date from resolution.
57.	Whenever any calls for further share capital are made on shares, such calls shall be made on uniform basis on all shares falling under the same class. For the purposes of this Article shares of the same nominal value of which different amounts have been paid up shall not be deemed to fall under the same class.	Calls on uniform basis.
58.	The joint-holders of a share shall be jointly and severally liable to pay all calls in respect thereof.	Liability of Joint-holders
59.	The Board may, from time to time, at its discretion, extend the time fixed for the payment of any call and may extend such time as to all or any of the members who on account of the residence at a distance or other cause, which the Board may deem fairly entitled to such extension, but no member shall be entitled to such extension save as a matter of grace and favour.	Directors may extend time.
60.	If any Member fails to pay any call due from him on the day appointed for payment thereof, or any such extension thereof as aforesaid, he shall be liable to pay interest on the same from the day appointed for the payment thereof to the time of actual payment at such rate as shall from time to time be fixed by the Board not exceeding ten per cent per annum but nothing in this Article shall render it obligatory for the Board to demand or recover any interest from any such member.	Calls to carry interest.
61.	(a) If by the terms of issue of any share or otherwise any amount is made payable at any fixed time (whether on account of the nominal value of the share or by way of premium) every such amount or installment shall be payable as if it were a call duly made by the Directors and of which due notice has been given and all the provisions herein contained in respect of calls shall apply to such amount or installment accordingly.  (b) In case of non-payment of such sum, all the relevant provisions of these Articles as to payment of interest and expenses, forfeiture or otherwise, shall apply mutatis mutandis as if such sum had become payable by virtue of a call	Sums deemed to be calls.

	duly made and notified.	
62.	On the trial or hearing of any action or suit brought by the Company against any Member or his representatives for the recovery of any money claimed to be due to the Company in respect of his shares, it shall be sufficient to prove that the name of the Member in respect of whose shares the money is sought to be recovered, was on the Register of Members as the holder, on or subsequent to the date at which the money sought to be recovered is alleged to have become due, of the shares in respect of which such money is sought to be recovered; that such money is due pursuant to the terms on which the share was issued; that the resolution making the call was duly recorded in the minute book; and that notice of such call was duly given to the Member or his representatives sued in pursuance of these Articles; and it shall not be necessary to prove the appointment of the Directors who made such call, nor that a quorum of Directors was present at the Board meeting at which any call was made nor that the meeting at which any call was made was duly convened or constituted nor any other matters whatsoever, but the proof of the matters aforesaid shall be conclusive evidence of the debt.	Proof on trial of suit for money due on shares.
63.	Neither a judgment nor a decree in favour of the Company for calls or other moneys due in respect of any shares nor any part payment or satisfaction thereunder nor the receipt by the Company of a portion of any money which shall from time to time be due from any Member of the Company in respect of his shares, either by way of principal or interest, nor any indulgence granted by the Company in respect of the payment of any such money, shall preclude the Company from thereafter proceeding to enforce forfeiture of such shares as hereinafter provided.	Judgment, decree, partial payment suo motto proceed for forfeiture.
64.	(a) The Board may, if it thinks fit, receive from any Member willing to advance the same, all or any part of the amounts of his respective shares beyond the sums, actually called up and upon the moneys so paid in advance, or upon so much thereof, from time to time, and at any time thereafter as exceeds the amount of the calls then made upon and due in respect of the shares on account of which such advances are made the Board may pay or allow interest, at such rate as the member paying the sum in advance and the Board agree upon. The Board may agree to repay at any time any amount so advanced or may at any time repay the same upon giving to the Member three months' notice in writing: provided that moneys paid in advance of calls on shares may carry interest but shall not confer a right to dividend or to participate in profits.  (b) No Member paying any such sum in advance shall be entitled to voting rights in respect of the moneys so paid by him until the same would but for such payment become presently payable. The provisions of this Article shall mutatis mutandis apply to calls on debentures issued by the Company.	calls received in Advance may carry interest
	<b>LIEN</b>	
65.	(a) The Company shall have a first and paramount lien upon all the shares/debentures (other than fully paid-up shares/debentures) registered in the name of each member (whether solely or jointly with others) and upon the proceeds of sale thereof for all moneys (whether presently payable or not) called or payable at a fixed time in respect of such shares/debentures and no equitable interest in any share shall be created except upon the footing and condition that this Article will have full effect. And such lien shall extend to all dividends, on uses or interest from time to time declared in respect of such shares/ debentures. Unless otherwise agreed the registration of a transfer of shares/debentures shall operate as a waiver of the Company's lien if any, on such shares/debentures.  (b) The Directors may at any time declare any shares/debentures wholly or in part to be exempt from the provisions of this clause.	Company to have Lien on shares / debentures.
66.	(a) For the purpose of enforcing such lien the Board may sell the shares subject thereto in such manner as they think fit but no sale shall be made unless a sum in respect of which the lien exists is presently payable and until notice in writing of the intention to sell shall have been served on such Member, his executors or administrators or his committee or other legal representatives as the case may be and default shall have been made by him or them in the payment of the sum payable as aforesaid for seven days after the date of such notice.	As to enforcing lien by sale.

	<p>(b) To give effect to any such sale the Board may authorize some person to transfer the shares sold to the purchaser thereof and purchaser shall be registered as the holder of the shares comprised in any such transfer.</p> <p>(c) Upon any such sale as the Certificates in respect of the shares sold shall stand cancelled and become null and void and of no effect, and the Directors shall be entitled to issue a new Certificate or Certificates in lieu thereof to the purchaser or purchasers concerned.</p>	
67.	The net proceeds of any such sale shall be received by the Company and applied in or towards payment of such part of the amount in respect of which the lien exists as is presently payable and the residue, if any, shall (subject to lien for sums not presently payable as existed upon the shares before the sale) be paid to the person entitled to the shares at the date of the sale.	Application of proceeds of sale.
<b>FORFEITURE AND SURRENDER OF SHARES</b>		
68.	If any Member fails to pay the whole or any part of any call or installment or any moneys due in respect of any shares either by way of principal or interest on or before the day appointed for the payment of the same or any such extension thereof, the Directors may, at any time thereafter, during such time as the call or installment or any part thereof or other moneys as aforesaid remains unpaid or a judgment or decree in respect thereof remains unsatisfied in whole or in part, serve a notice on such Member or on the person (if any) entitled to the shares by transmission, requiring him to pay such call or installment of such part thereof or other moneys as remain unpaid together with any interest that may have accrued and all reasonable expenses (legal or otherwise) that may have been accrued by the Company by reason of such non-payment.	If call or installment not paid, notice may be given.
69.	<p>(a) The notice shall name a day (not being less than fourteen days from the date of notice) and a place or places on and at which such call or installment and such interest thereon as the Directors shall determine from the day on which such call or installment ought to have been paid and expenses as aforesaid are to be paid.</p> <p>(b) The notice shall also state that, in the event of the non-payment at or before the time and at the place or places appointed, the shares in respect of which the call was made or installment is payable will be liable to be forfeited.</p>	Terms of notice.
70.	If the requirements of any such notice as aforesaid shall not be complied with, every or any share in respect of which such notice has been given, may at any time thereafter but before payment of all calls or installments, interest and expenses, due in respect thereof, be forfeited by resolution of the Board to that effect. Such forfeiture shall include all dividends declared or any other moneys payable in respect of the forfeited share and not actually paid before the forfeiture.	On default of payment, shares to be forfeited.
71.	When any shares have been forfeited, notice of the forfeiture shall be given to the member in whose name it stood immediately prior to the forfeiture, and an entry of the forfeiture, with the date thereof shall forthwith be made in the Register of Members but no forfeiture shall be in any manner invalidated by any omission or neglect to give such notice or to make any such entry as aforesaid. Provided that option or right to call of forfeited shares shall not be given to any person.	Notice of forfeiture to a Member
72.	Any shares so forfeited, shall be deemed to be the property of the Company and may be sold, re-allotted, or otherwise disposed of, either to the original holder thereof or to any other person, upon such terms and in such manner as the Board in their absolute discretion shall think fit.	Forfeited shares to be property of the Company and may be sold etc.
73.	Any Member whose shares have been forfeited shall notwithstanding the forfeiture, be liable to pay and shall forthwith pay to the Company, on demand all calls, installments, interest and expenses owing upon or in respect of such shares at the time of the forfeiture, together with interest thereon from the time of the forfeiture until payment, at such rate not exceeding two per cent per annum more than the bank lending rate as the Board may determine and the Board may enforce the payment of the whole or a portion thereof as if it were a new call made at the date of the forfeiture, but shall not be under any obligation to do so.	Members still liable to pay money owing at time of forfeiture and interest.
74.	The forfeiture shares shall involve extinction at the time of the forfeiture, of all	Effect of forfeiture.

	interest in all claims and demand against the Company, in respect of the share and all other rights incidental to the share, except only such of those rights as by these Articles are expressly saved.	
75.	A declaration in writing that the declarant is a Director or Secretary of the Company and that shares in the Company have been duly forfeited in accordance with these Articles on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the shares.	Evidence of Forfeiture.
76.	The Company may receive the consideration, if any, given for the share on any sale, re-allotment or other disposition thereof and the person to whom such share is sold, re-allotted or disposed of may be registered as the holder of the share and he shall not be bound to see to the application of the consideration: if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale, re-allotment or other disposal of the shares.	Title of purchaser and allottee of Forfeited shares.
77.	Upon any sale, re-allotment or other disposal under the provisions of the preceding Article, the certificate or certificates originally issued in respect of the relative shares shall (unless the same shall on demand by the Company have been previously surrendered to it by the defaulting member) stand cancelled and become null and void and of no effect, and the Directors shall be entitled to issue a new certificate or certificates in respect of the said shares to the person or persons entitled thereto.	Directors may issue new certificates
78.	In the meantime, and until any share so forfeited shall be sold, re-allotted or otherwise dealt with as aforesaid, the forfeiture thereof may at the discretion and by a resolution of the Board, be remitted or annulled as a matter of grace and favour but not as of right, upon such terms and conditions as they think fit.	Forfeiture may be remitted or annulled
79.	Upon any sale after forfeiture or for enforcing a lien in purported exercise of the powers hereinbefore given, the Board may appoint some person to execute an instrument of transfer of the Shares sold and cause the purchaser's name to be entered in the Register of Members in respect of the Shares sold, and the purchasers shall not be bound to see to the regularity of the proceedings or to the application of the purchase money, and after his name has been entered in the Register of Members in respect of such Shares, the validity of the sale shall not be impeached by any person and the remedy of any person aggrieved by the sale shall be in damages only and against the Company exclusively.	Validity of sale after forfeiture or enforcement of lien
80.	The Directors may, subject to the provisions of the Act, accept a surrender of any share from or by any Member desirous of surrendering on such terms the Directors may think fit.	Surrender of shares.
	<b>TRANSFER AND TRANSMISSION OF SHARES</b>	
81.	In the case of transfer and transmission of shares or other marketable securities where the Company has not issued any certificates and where such shares or securities are being held in any electronic and fungible form in a Depository, the provisions of the Depositories Act, 1996 shall apply.	Transfer and Transmission of Shares and Securities held in electronic form
82.	Every holder of securities of the Company who intends to transfer such securities shall get such securities dematerialised before the transfer;  Provided that, except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed by the Company unless the securities are held in the dematerialized form with a depository.	Application for transfer of shares
83.	Nothing contained in Section 56 of the Act or these Articles shall apply to transfer of securities issued by the Company, affected by a transferor and transferee both of whom are entered as beneficial owners in the records of a Depository.	Transfer of Securities in Dematerialized form
84.	A transfer of a security in the Company of a deceased member thereof made by his legal representative shall, although the legal representative is not himself a member, be as valid as if he had been a member at the time of the execution to the instrument of transfer.	Transfer by legal Representative
85.	Subject to the provisions of Section 58 of the Act and Section 22A of the Securities	Directors may

	Contracts (Regulation) Act, 1956, the Board may, at its own absolute and uncontrolled discretion and after assigning the reason for same, decline to register or acknowledge any transfer of shares, whether fully paid or not (notwithstanding that the proposed transferee be already a member), send to the transferee and the transferor notice of the refusal to register such transfer provided that registration of a transfer shall not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Company on any account whatsoever except a lien on shares.	refuseto register transfer.
86.	If the Company refuses to register the transfer of any share or transmission of any right therein, the Company shall within 30 days from the date on which the instrument of transfer or intimation of transmission was lodged with the Company, send notice of refusal to the transferee and transferor or to the person giving intimation of the transmission, as the case may be, and there upon the provisions of Section 56 of the Act or any statutory modification thereof for the time being in force shall apply.	Notice of refusal to be given to transferor and transferee.
87.	There shall be paid to the Company, in respect of the transfer or transmission of any number of shares to the same party such fee, if any as the Directors may require.  Provided that the Board shall have the power to dispense with the payment of this fee either generally or in any particular case.	Fee on transfer or transmission.
88.	The Board of Directors shall have power, on giving not less than seven days previous notice in accordance with section 91 and Rules made thereunder, to close the Register of Members and/or the Register of debentures holders and/or other security holders at such time or times and for such period or periods, not exceeding thirty days at a time, and not exceeding in the aggregate forty five days in each year as it may seem expedient to the Board:  Nothing contained in this Article shall be deemed to restrict the Board to fix a record date in substitution of, or in addition to, the closure of Register of Members or debenture holder or other security holders as may be permissible under the provisions of the Act and other applicable laws.	Closure of Register of Members or debenture holder or other security holders.
89.	(a) In the case of the death of any one or more of the persons named in the Register of Members as the joint-holders of any share, the survivor or survivors shall be the only persons recognised by the Company as having any title to or interest in such share  (b) Nothing in clause (a) above shall release the estate of the deceased jointholder from any liability in respect of any share which had been jointly held by him with other persons.	Death of one or more joint-holders of shares.
90.	Before recognizing any executor or administrator or legal representative, the Board may require him to obtain a Grant of Probate or Letters Administration or other legal representation as the case may be, from some competent court in India.  Provided nevertheless that in any case where the Board in its absolute discretion thinks fit, it shall be lawful for the Board to dispense with the production of Probate or letter of Administration or such other legal representation upon such terms as to indemnity or otherwise, as the Board in its absolute discretion, may consider adequate.	Title to shares of deceased member.
91.	The Executors or Administrators of a deceased Member or holders of a Succession Certificate or the Legal Representatives in respect of the Shares of a deceased Member (not being one of two or more joint holders) shall be the only persons recognized by the Company as having any title to the Shares registered in the name of such Members, and the Company shall not be bound to recognize such Executors or Administrators or holders of Succession Certificate or the Legal Representative unless such Executors or Administrators or Legal Representative shall have first obtained Probate or Letters of Administration or Succession Certificate, as the case may be from a duly constituted Court in the Union of India provided that in any case where the Board of Directors in its absolute discretion thinks fit, the Board upon such terms as to indemnity or otherwise as the Directors	Titles of Shares of deceased Member



	may deem proper dispense with production of Probate or Letters of Administration or Succession Certificate and register Shares standing in the name of a deceased Member, as a Member. However, provisions of this Article are subject to Section 72 of the Act.	
92.	Subject to the provisions of the Act and these Articles, any person becoming entitled to any share in consequence of the death, lunacy, bankruptcy, insolvency of any member or by any lawful means other than by a transfer in accordance with these Articles, may, with the consent of the Directors (which they shall not be under any obligation to give) upon producing such evidence that he sustains the character in respect of which he proposes to act under this Article or of his title as the Director shall require either be registered as member in respect of such shares or elect to have some person nominated by him and approved by the Directors registered as Member in respect of such shares; provided nevertheless that if such person shall elect to have his nominee registered he shall testify his election by executing in favour of his nominee an instrument of transfer in accordance with the provisions as prescribed under Act and Rules, and, until he does so, he shall not be freed from any liability in respect of such shares. This clause is hereinafter referred to as the 'Transmission Clause'.	Registration of persons entitled to share otherwise than by transfer. (Transmission clause)
93.	Subject to the provisions of the Act and these Articles, the Directors shall have the same right to refuse or suspend register a person entitled by the transmission to any shares or his nominee as if he were the transferee named in an ordinary transfer presented for registration.	Refusal to register transmission or nominee.
94.	Every transmission of a share shall be verified in such manner as the Directors may require and the Company may refuse to register any such transmission until the same be so verified or until or unless an indemnity be given to the Company with regard to such registration which the Directors at their discretion shall consider sufficient, provided nevertheless that there shall not be any obligation on the Company or the Directors to accept any indemnity.	Board may require evidence of transmission.
95.	The Company shall incur no liability or responsibility whatsoever in consequence of its registering or giving effect to any transfer of shares made, or purporting to be made by any apparent legal owner thereof (as shown or appearing in the Register or Members) to the prejudice of persons having or claiming any equitable right, title or interest to or in the same shares notwithstanding that the Company may have had notice of such equitable right, title or interest or notice prohibiting registration of such transfer, and may have entered such notice or referred thereto in any book of the Company and the Company shall not be bound or require to regard or attend or give effect to any notice which may be given to them of any equitable right, title or interest, or be under any liability whatsoever for refusing or neglecting so to do though it may have been entered or referred to in some book of the Company but the Company shall nevertheless be at liberty to regard and attend to any such notice and give effect thereto, if the Directors shall so think fit.	Company not liable for disregard of a notice prohibiting registration of transfer.
96.	In the case of any share registered in any register maintained outside India the instrument of transfer shall be in a form recognized by the law of the place where the register is maintained but subject thereto shall be as near to the form prescribed in as prescribed under the relevant Rules hereof as circumstances permit.	Form of transfer Outside India.
97.	No transfer shall be made to any minor, insolvent or person of unsound mind unless represented by a guardian.	No transfer to minor, insolvent or person of unsound mind.
	<b>NOMINATION</b>	
98.	(a) Notwithstanding anything contained in these Articles, every holder of securities of the Company may, at any time, nominate a person in whom his/her securities shall vest in the event of his/her death and the provisions of Section 72 of the Act, shall apply in respect of such nomination.  (b) No person shall be recognized by the Company as a nominee unless an intimation of the appointment of the said person as nominee has been given to the Company during the lifetime of the holder(s) of the securities of the Company in the manner specified under Section 72 of the Act, read with Rule 19 of the Companies (Share Capital and Debentures) Rules, 2014.	Nomination

	<p>(c) The Company shall not be in any way responsible for transferring the securities consequent upon such nomination.</p> <p>(d) If the holder(s) of the securities survive(s) nominee, then the nomination made by the holder(s) shall be of no effect and shall automatically stand revoked.</p>	
99.	<p>A nominee, upon production of such evidence as may be required by the Board and subject as hereinafter provided, elect, either-</p> <p>(a) to be registered himself as holder of the security, as the case may be; or</p> <p>(b) to make such transfer of the security, as the case may be, as the deceased security holder, could have made;</p> <p>(c) if the nominee elects to be registered as holder of the security, himself, he shall deliver or send to the Company, a notice in writing signed by him stating that he so elects and such notice shall be accompanied with the death certificate of the deceased security holder;</p> <p>(d) a nominee shall be entitled to the same dividends and other advantages to which he would be entitled to, if he were the registered holder of the security except that he shall not, before being registered as a member in respect of his security, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company.</p> <p>Provided further that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share or debenture, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable or rights accruing in respect of the share or debenture, until the requirements of the notice have been complied with.</p>	Transmission of Securities by nominee
	<b>CONVERSION OF SHARES INTO STOCK</b>	
100.	<p>The Company may, by ordinary resolution in General Meeting.</p> <p>a) convert any fully paid-up shares into stock; and</p> <p>b) re-convert any stock into fully paid-up shares of any denomination.</p>	Conversion of shares into stock or reconversion.
101.	<p>The holders of stock may transfer the same or any part thereof in the same manner as and subject to the same regulation under which the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit, provided that, the Board may, from time to time, fix the minimum amount of stock transferable so however that such minimum shall not exceed the nominal amount of the shares from which the stock arose.</p>	Transfer of stock.
102.	<p>The holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, participation in profits, voting at meetings of the Company, and other matters, as if they hold the shares for which the stock arose but no such privilege or advantage shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.</p>	Rights of stock holders.
103.	<p>Such of the regulations of the Company (other than those relating to share warrants), as are applicable to paid up share shall apply to stock and the words "share" and "shareholders" in those regulations shall include "stock" and "stockholders" respectively.</p>	Regulations.
	<b>COPIES OF MEMORANDUM AND ARTICLES TO BE SENT TO MEMBERS</b>	
104.	<p>A copy of the Memorandum and Articles of Association of the Company and of any other document referred to in Section 17 of the Act shall be sent by the Company to a Member at his request on payment of Rs. 100 or such reasonable sum for each copy as the Directors may, from time to time, decide. The fees can be waived off by the Company.</p>	Copies of Memorandum and Articles of Association to be sent to Members.

<b>BORROWING POWERS</b>		
105.	Subject to the provisions of the Act and these Articles, the Board may, from time to time at its discretion, by a resolution passed at a meeting of the Board generally raise or borrow money by way of deposits, loans, overdrafts, cash creditor by issue of bonds, debentures or debenture-stock (perpetual or otherwise) or in any other manner, or from any person, firm, company, co-operative society, anybody corporate, bank, institution, whether incorporated in India or abroad, Government or any authority or any other body for the purpose of the Company and may secure the payment of any sums of money so received, raised or borrowed; provided that the total amount borrowed by the Company (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) shall not without the consent of the Company in General Meeting exceed the aggregate of the paid up capital of the Company and its free reserves (that is to say reserves not set apart for any specified purpose) and securities premium account. Nevertheless no lender or other person dealing with the Company shall be concerned to see or inquire whether this limit is observed.	Power to borrow.
106.	Subject to the provisions of the Act and these Articles, any bonds, debentures, debenture-stock or any other securities may be issued at a discount, premium or otherwise and with any special privileges and conditions as to redemption, surrender, allotment of shares, appointment of Directors or otherwise; provided that debentures with the right to allotment of or conversion into shares shall not be issued except with the sanction of the Company in General Meeting.	Terms of issue of Debentures.
107.	Subject to the provisions of these Articles the payment and/or repayment of moneys borrowed or raised as aforesaid or any moneys owing otherwise or debts due from the Company may be secured in such manner and upon such terms and conditions in all respects, as the Board may think fit by a resolution passed at a meeting of the Directors, and in particular by mortgage, charter, lien or any other security upon all or any of the assets or property (both present and future) or the undertaking of the Company including its uncalled capital for the time being, or by a guarantee by any Director, Government or third party, and the bonds, debentures and debenture stocks and other securities may be made assignable, free from equities between the Company and the person to whom the same may be issued and also by a similar mortgage, charge or lien to secure and guarantee, the performance by the Company or any other person or company of any obligation undertaken by the Company or any person or Company as the case may be.	Securing payment or repayment of Moneys borrowed.
108.	Any bonds, debentures, debenture-stock, Global Depository Receipts or their securities issued or to be issued by the Company shall be under the control of the Board who may issue them upon such terms and conditions, and in such manner and for such consideration as they shall consider being for the benefit of the Company.	Bonds, Debentures etc. to be under the control of the Directors.
109.	If any uncalled capital of the Company is included in or charged by any mortgage or other security the Directors shall subject to the provisions of the Act and these Articles make calls on the members in respect of such uncalled capital in trust for the person in whose favour such mortgage or security is executed.	Mortgage of uncalled Capital.
110.	Subject to the provisions of the Act and these Articles, if the Directors or any of them or any other person shall incur or be about to incur any liability whether as principal or surety for the payment of any sum primarily due from the Company, the Directors may execute or cause to be executed any mortgage, charge or security over or affecting the whole or any part of the assets of the Company by way of indemnity to secure the Directors or person so becoming liable as aforesaid from any loss in respect of such liability.	Indemnity may be given.
111.	The Board shall cause a proper Register to be kept in accordance with the provisions of Section 85 of the Act of all mortgages, debentures and charges specifically affecting the property of the Company.	Register of Mortgages etc. to be kept.

112.	<p>(a) The Company shall, if at any time it issues debentures, keep a Register and Index of Debenture holders in accordance with Section 88 of the Act.</p> <p>(b) The Company shall have the power to keep in any State or Country outside India a branch Register of Debenture holders resident in that State or country.</p>	Register and Index of Debenture holders
113.	<p>The Directors shall arrange to maintain at the Registered office of the Company a Register of Directors, Key Managerial Personnel, containing the particulars and in the form prescribed by Section 170 of the Act. It shall be the duty of every Director and other persons regarding whom particulars have to be maintained in such Registers to disclose to the Company any matters relating to himself as may be necessary to comply with the provisions of the said sections.</p> <p>The Directors shall cause to be kept at the Registered Office or such other place(s) as permissible under the Act -</p> <p>(a) a Register in accordance with Section 170 and</p> <p>(b) a Register of Contracts or arrangements of which they are interested, containing the particulars required by Section 189 of the Act.</p> <p>The Registers can be maintained in electronic form subject to the provisions of the Act.</p>	Register of Directors and Key Managerial Personnel and Contracts
114.	The provisions contained in these Articles relating to inspection and taking copies shall be mutatis mutandis be applicable to the registers specified in this Article.	Inspection of Register
	<b>MEETINGS OF MEMBERS / GENERAL MEETINGS</b>	
115.	All the General Meetings of the Company other than Annual General Meetings shall be called Extra-ordinary General Meetings.	Distinction between AGM & EGM.
116.	The Company shall in each financial year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year. The Annual General Meeting shall be held within a period of six months, from the date of closing of the financial year; provided that not more than fifteen months shall elapse between the date of one Annual General Meeting and that of the next. Nothing contained in the foregoing provisions shall be taken as affecting the right conferred on the Registrar under the provisions of Section 96 (1) of the Act to extend the time within which any Annual General Meeting may be held. Every Annual General Meeting shall be called during business hours on any day that is not a National Holiday, and shall be held at the Registered Office of the Company or at some other place within the city, town or village where the Registered Office of the Company is situated and the Notices calling the Meeting shall specify it as the Annual General Meeting. Every Member of the Company shall be entitled to attend either in person or by proxy or by other authority including by resolution of the Board of the Company or by power of attorney and the Auditor of the Company shall have the right to attend and to be heard at any General Meeting which he attends on any part of the business which concerns him as Auditor. At every Annual General Meeting of the Company there shall be laid on the table the Directors' Report and Financial Statements, Auditors' Report (if not already incorporated in the Financial Statements), the Proxy Register with proxies and the Register of Directors' shareholding which latter Register shall remain open and accessible during the continuance of the Meeting.	Annual General Meeting- Annual Summary
117.	(a) The Directors may, whenever they think fit, convene an Extra-Ordinary General Meeting and they shall on requisition of Member or Members holding in the aggregate not less than one-tenth of such of the paid up capital of the Company as at the date of deposit of the requisition carry the voting rights and in compliance with Section 100 of the Act, forthwith proceed to convene Extra-Ordinary General Meeting.	Extra-Ordinary General Meeting by Board and by requisition

	(b) If at any time there are not within India sufficient Directors capable of acting to form a quorum, or if the number of Directors be reduced in number to less than the minimum number of Directors prescribed by these Articles and the continuing Directors fail or neglect to increase the number of Directors to that number or to convene a General Meeting, any Director or any two or more Members of the Company holding not less than one-tenth of the total paid up share capital of the Company may call for an Extra-Ordinary General Meeting in the same manner as nearly as possible as that in which meeting may be called by the Directors.	When a Director or any two Members may call an Extra Ordinary General Meeting
118.	Any valid requisition so made by Members must state the object or objects of the meeting proposed to be called, and must be signed by the requisitionists and be deposited at the Registered Office; provided that such requisition may consist of several documents in like form, each signed by one or more requisitionists.	Requisition of Members to state object of Meeting
119.	Upon the receipt of any such requisition, the Board shall forthwith call an Extraordinary General Meeting, and if they do not proceed within twenty-one days from the date of the requisition being deposited at the Registered Office, to cause a meeting to be called for a day not later than forty-five days from the date of deposit of the requisition, meeting may be called and held by the requisitionists themselves within a period of three months from the date of the requisition.	On receipt of requisition, Directors to call Meetings and in default requisitionists may do.
120.	Twenty-one days' notice at the least (either in writing or electronic mode) of every General Meeting, Annual or Extraordinary, specifying the place, date, day, hour, and the general nature of the business to be transacted thereat, shall be given in the manner hereinafter provided, to such persons, as given under Act, entitled to receive notice from the Company. A General Meeting may be called after giving shorter notice if consent is given in writing or by electronic mode a) in case of Annual General Meeting, by not less than ninety five percent of the members entitled to vote at such meeting and b) in case of any other General Meeting, by majority in number of members entitled to vote and who represent not less than ninety-five per cent. of such part of the paid-up share capital of the company as gives a right to vote at the meeting. In the case of an Annual General Meeting, if any business other than (i) the consideration of financial statements and the reports of the Board of Directors and auditors, (ii) the declaration of dividend, (iii) the appointment of Directors in place of those retiring, (iv) the appointment of, and fixing of the remuneration of, the Auditors is to be transacted, there shall be annexed to the notice of the Meeting a statement setting out all material facts concerning each such item of business, including in particular the nature or concern (financial or otherwise) and extent of the interest, if any, therein of every Director, Manager, Key Managerial Personnel, and their relatives (if any). Where any item of business consists of the approval of any document the time and place where the document can be inspected shall be specified in the statement aforesaid.	Notice of meeting
121.	The accidental omission to give any such notice as aforesaid to any member, or other person to whom it should be given or the non-receipt thereof, shall not invalidate any resolution passed at any such Meeting.	Omission to give notice not to invalidate a resolution passed.
122.	No General Meeting, Annual or Extraordinary shall be competent to enter upon, discuss or transfer any business which has not been mentioned in the notice or notices upon which it was convened.	Meeting not to transact business not mentioned in notice.
123.	No business shall be transacted at any General Meeting, unless the requisite quorum is present at the time when the meeting proceeds to business. The quorum for a general meeting shall be the presence in person of such number of members as specified in Section 103 of the Act. A body corporate being a Member shall be deemed to be personally present if represented in accordance with Section 113 of the Act.	Quorum

124.	If, at the expiration of half an hour from the time appointed for the Meeting a quorum of Members is not be present, the Meeting, if convened by or upon the requisition of Members, shall be dissolved, but in any other case it shall stand adjourned to the same day in the next week or if that day is a public holiday until the next succeeding day which is not a public holiday, at the same time and place or to such other day and at such other time and place as the Board may determine; and if at such adjourned Meeting a quorum of Members is not present at the expiration of half an hour from the time appointed for the Meeting, those Members who are present shall be a quorum, and may, transact the business for which the Meeting was called.	If quorum not present, Meeting to be dissolved and adjourned.
125.	The Chairperson of the Board shall be entitled to take the chair at every General Meeting, whether Annual or Extraordinary. If there be no such Chairperson, or if at any Meeting the Chairperson is not present within fifteen minutes of the time appointed for holding such Meeting or is unwilling to act as a Chairperson, then the Directors present shall elect one of them as Chairperson of the meeting, and if no Director be present or if all the Directors present decline to take the chair, then the Members present shall elect one of their number to be Chairperson.	Chairperson of General Meeting
126.	No business, except the election of a Chairperson, shall be discussed at any General Meeting whilst the Chair is vacant.	Business confined to election of Chairperson whilst Chair is vacant.
127.	a) The Chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place. b) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. c) When a meeting is adjourned sine die or for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. d) Save as aforesaid, and as provided in section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.	Chairperson with consent may adjourn meeting.
128.	In the case of an equality of votes the Chairperson shall on a poll (if any) and e-voting, have casting vote in addition to the vote or votes to which he may be entitled as a Member.	Chairperson's casting vote.
129.	Unless a Poll is demanded or voting is carried out electronically, a declaration by the Chairperson that a resolution has, on a show of hands, been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the books containing the minutes of the proceedings of the Company shall be conclusive evidence of the said fact, without proof of the number or proportion of the votes recorded in favour of or against such resolution.	Chairperson's declaration conclusive
130.	The Board may in its absolute discretion, on giving not less than 7 (seven) clear days' notice in accordance with these Articles, postpone or cancel any meeting of members except a meeting called pursuant to members requisition.	Postponement or Cancellation of Meeting
131.	If a poll is demanded as aforesaid the same shall be taken in such manner as prescribed under the Act.	Poll to be taken, if demanded.
132.	Any poll duly demanded on the election of Chairperson of the meeting or any question of adjournment shall be taken at the meeting forthwith.	In what case poll taken without adjournment.
133.	The demand for a poll except on the question of the election of the Chairperson and of an adjournment shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll has been demanded.	Demand for poll not to prevent transaction of other business.
134.	The Board, and the persons authorized by it, shall have the right to take and/or make suitable arrangements for ensuring the safety of any meeting – whether a general meeting or a meeting of any class of Security, or of the persons attending the same, and for the orderly conduct of such meeting, and notwithstanding anything contained in these Articles, any action, taken pursuant to this Article in good faith shall be final and the right to attend and participate in such meeting	Security arrangement at venue of meetings.

	shall be subject to the decision taken pursuant to this Article.	
	<b>VOTES OF MEMBERS</b>	
135.	No Member shall be entitled to vote either personally or by proxy at any General Meeting or Meeting of a class of shareholders either upon a show of hands, upon a poll or electronically, or be reckoned in a quorum in respect of any shares registered in his name on which any calls or other sums presently payable by him have not been paid or in regard to which the Company has exercised, any right or lien.	Members in arrears not to vote.
136.	Subject to the provision of these Articles and without prejudice to any special privileges, or restrictions as to voting for the time being attached to any class of shares for the time being forming part of the capital of the company, every Member, not disqualified by the last preceding Article shall be entitled to be present, and to speak and to vote at such meeting, and on a show of hands every member present in person shall have one vote and upon a poll (including voting by electronic means) the voting right of every Member present in person or by proxy shall be in proportion to his share of the paid-up equity share capital of the Company, Provided, however, if any preference shareholder is present at any meeting of the Company, save as provided in sub-section (2) of Section 47 of the Act, he shall have a right to vote only on resolution placed before the meeting which directly affect the rights attached to his preference shares.	Number of votes each member entitled.
137.	A Member of unsound mind, or in respect of whom an order has been made by any Court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll by his committee or other legal guardian: and any such committee or guardian may, on a poll, vote by proxy; if any Member be minor, the vote in respect of his share shall be by his guardian, or any one of his guardians if more than one, to be selected in case of dispute by the Chairperson of the Meeting.	How Members non-compos mentis and minor may vote.
138.	On a poll taken at a meeting of the Company a member entitled to more than one vote or his proxy or other person entitled to vote for him, as the case may be, need not, if he votes, use all his votes or cast in the same way all the votes he uses.	Casting of votes by a member entitled to more than one vote.
139.	Where a poll is to be taken, the Chairperson of the meeting shall appoint such number of Scrutiniser(s) who need not be members of the Company, to scrutinize the poll process, votes casted by poll and to report thereon to him subject to provisions of Act for the time being in force. The Chairperson shall have power, at any time before the result of the Poll is declared to remove a scrutinizer from office and to fill vacancies in the office of scrutinizer arising from such removal or from any other cause.	Scrutinisers at Poll
140.	Notwithstanding anything contained in the provisions of the Act and the Rules made there under, the Company may, and in the case of resolutions relating to such business other than the Ordinary business as may be prescribed by such authorities from time to time, declare to be conducted only by postal ballot, shall, get any such business/ resolutions passed by means of postal ballot, instead of transacting the business in the General Meeting of the Company.  Provided that any item of business required to be transacted by means of postal ballot, may be transacted at a general meeting by providing facility to members to vote by electronic means under section 108, in the manner provided in that section.	Postal Ballot
141.	A member may exercise his vote on resolutions proposed to be considered at a general meeting by electronic means in accordance with section 108 of the Act and shall vote only once.	E-Voting

142.	<p>a) If there be joint registered holders of any share any one of such persons may vote at any Meeting either personally or by proxy in respect of such shares, as if he were solely entitled thereto.</p> <p>b) If more than one of such joint-holders be present at any Meeting either personally or by proxy, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. If more than one of the said persons remain present thanthe senior shall alone be entitled to speak and to vote in respect of such shares, but the other or others of the joint holders shall be entitled to be present at the meeting. Several executors or administrators of a deceased Member in whose name share stands shall for the purpose of these Articles be deemed joints holders thereof.</p> <p>c) For this purpose, seniority shall be determined by the order in which the names stand in the register of members.</p>	Votes of joint members.
143.	Votes may be given either personally or by attorney or by proxy or in case of a company, by a representative duly Authorized by way of Board Resolution as mentioned in these Articles.	Votes may be given by proxy or by representative
144.	At any General Meeting, a resolution put to vote of the meeting shall, unless a poll is demanded under Section 109, or if the voting is carried out electronically, be decided on a show of hands. Such voting in a general meeting or by postal ballot shall also include electronic voting in a General Meeting or Postal Ballot as permitted by applicable laws from time to time.	Voting by show of hands
145.	A body corporate (whether a company within the meaning of the Act or not) may, if it is member or creditor of the Company (including being a holder of debentures or any other Securities) authorize such person by resolution of its Board of Directors, as it thinks fit, in accordance with the provisions of Section 113 of the Act to act as its representative at any Meeting of the members or creditors of the Company or debentures holders of the Company. A person authorized by resolution as aforesaid shall be entitled to exercise the same rights and powers (including the right to vote by proxy) on behalf of the body corporate as if it were an individual member, creditor or holder of debentures of the Company.	Representation of a body corporate.
146.	<p>(a) A member paying the whole or a part of the amount remaining unpaid on any share held by him although no part of that amount has been called up, shall not be entitled to any voting rights in respect of the moneys paid until the same would, but for this payment, become presently payable.</p> <p>(b) A member is not prohibited from exercising his voting rights on the ground that he has not held his shares or interest in the Company for any specified period preceding the date on which the vote was taken.</p>	<p>Members paying money in advance.</p> <p>Members not prohibited if share not held for any specified period.</p>
147.	Any person entitled under Article 92 (transmission clause) to transfer any share may vote at any General Meeting in respect thereof in the same manner as if he were the registered holder of such shares, provided that at least forty-eight hours before the time of holding the meeting or adjourned meeting, as the case may be at which he proposes to vote, he shall satisfy the Directors of his right to transfer such shares and give such indemnity (if any) as the Directors may require or the directors shall have previously admitted his right to vote at such meeting in respect thereof.	Votes in respect of shares of deceased or insolvent members.
148.	No Member shall be entitled to vote on a show of hands through Proxy unless such member is present personally or by attorney or is a body Corporate present by a representative duly Authorized under the provisions of the Act in which case such members, attorney or representative may vote on a show of hands as if he were a Member of the Company. In the case of a Body Corporate the production at the meeting of a copy of such resolution duly signed by a Director or Secretary of such Body Corporate and certified by him as being a true copy of the resolution shall be accepted by the Company as sufficient evidence of the authority of the appointment.	No votes by proxy on show of hands.



149.	The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarized copy of that power or authority, shall be deposited at the registered office of the Company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.	Appointment of a Proxy.
150.	An instrument appointing a proxy shall be in the form as prescribed in the Rules made under section 105.	Form of proxy.
151.	A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the Member, or revocation of the proxy or of any power of attorney which such proxy signed, or the transfer of the share in respect of which the vote is given, provided that no intimation in writing of the death or insanity, revocation or transfer shall have been received at the office before the meeting or adjourned meeting at which the proxy is used.	Validity of votes given by proxy notwithstanding death of a member.
152.	An instrument of proxy may appoint a proxy either for the purpose of a particular meeting specified in the instrument and every adjournment thereof or every meeting of the Company or every meeting to be held before a date not being later than twelve months from the date of the instrument specified in the instrument and every adjournment of every such meeting.	Proxy either for specified meeting or for a period.
153.	No objection shall be made to the validity of any vote, except at the Meeting or poll at which such vote shall be tendered, and every vote, whether given personally or by proxy, not disallowed at such Meeting or poll shall be deemed valid for all purposes of such Meeting or poll whatsoever.	Time for objections to votes.
154.	The Chairperson of any Meeting shall be the sole judge of the validity of every vote tendered at such Meeting. The Chairperson present at the taking of a poll shall be the sole judge of the validity of every vote tendered at such poll.	Chairperson of the Meeting to be the judge of validity of any vote.
155.	<p>(a) Every company shall cause minutes of the proceedings of every general meeting of any class of shareholders or creditors, and every resolution passed by postal ballot to be prepared and signed in such manner as may be prescribed and kept within thirty days of the conclusion of every such meeting concerned, or passing of resolution by postal ballot in books kept for that purpose with their pages consecutively numbered.</p> <p>(b) The minutes of each meeting shall contain a fair and correct summary of the proceedings thereat.</p> <p>(c) Each page of every such book shall be initialed or signed and the last page of the record of proceedings of each meeting or each report in such books shall be dated and signed by the Chairperson of the same meeting within the aforesaid period of thirty days or in the event of the death or inability of that Chairperson within that period, by a director duly authorised by the Board for the purpose. In case of every resolution passed by postal ballot, by the Chairperson of the Board within the aforesaid period of thirty days or in the event of there being no Chairperson of the Board or the death or inability of that Chairperson within that period, by a director duly authorized by the Board for the purpose.</p> <p>(d) In no case shall the minutes of proceedings of a meeting be attached to any such book as aforesaid by pasting or otherwise.</p> <p>(e) All appointments made at any of the meetings aforesaid shall be included in the minutes of the meeting.</p> <p>(f) Nothing herein contained shall require or be deemed to require the inclusion in any such minutes of any matter which in the opinion of the Chairperson of the meeting.</p> <p>1) is or could reasonably be regarded as, defamatory of any person, or</p> <p>2) is irrelevant or immaterial to the proceedings, or</p> <p>3) is detrimental to the interests of the Company</p> <p>The Chairperson of the meeting shall exercise an absolute discretion in regard to the inclusion or non-inclusion of any matter in the minutes on the aforesaid grounds.</p>	Minutes of General Meeting and inspection thereof by Members.

	(g) Any such minutes shall be evidence of the proceedings recorded therein. (h) The book containing the minutes of proceedings of General Meetings or resolutions passed by Postal Ballot shall be kept at the office of the Company and shall be open to inspection by any member during business hours, for such periods not being less in the aggregate than two hours on all working days except Saturdays, Sunday and Public Holidays.	
	<b>DIRECTORS</b>	
156.	Until otherwise determined by a General Meeting of the Company and subject to the provisions of Section 149 of the Act, the number of Directors (including Debenture and Alternate Directors) shall not be less than three and not be more than fifteen. Provided that a company may appoint more than fifteen directors after passing a special resolution.	Number of Directors
157.	The First Directors of the Company are: 1. SUMAN GUPTA 2. SAHIL GUPTA	First Directors
158.	The Board shall arrange to maintain at the office of the Company, a Register in the Form prescribed under the Act, containing the particulars of the Directors and Key Managerial Personnel. It shall be the duty of every Director and other persons regarding whom particulars have to be maintained in such Registers to disclose to the Company any matters relating to himself as may be necessary to comply with the provisions of the Act.	Register of Directors and Disclosure by Directors
159.	A Director of the Company shall not be bound to hold any Qualification Shares in the Company.	Qualification shares.
160.	(a) Whenever the Company enters into a contract with any Government, Central, State or Local, any bank or financial institution or any person or persons (hereinafter referred to as "the appointer") for borrowing any money or for providing any guarantee or security or for technical collaboration or assistance or for under-writing, the Directors shall have, subject to the provisions of the Act and notwithstanding anything to the contrary contained in these Articles, the power to agree that such appointer, to appoint by a notice in writing addressed to the Company, one or more persons as a Director or Directors of the Company for such period and upon such conditions as may be mentioned in the agreement. Any Director so appointed is herein referred to as a Nominee Director. (b) The Nominee Director/s so appointed shall not be required to hold any qualification shares in the Company nor shall be liable to retire by rotation. The Board of Directors of the Company shall have no power to remove from office the Nominee Director/s so appointed. The said Nominee Director/s shall be entitled to the same rights and privileges including receiving of notices, copies of the minutes, sitting fees, etc. as any other Director of the Company is entitled. (c) If the Nominee Director/s is an officer of any of the financial institution the sitting fees in relation to such nominee Directors shall accrue to such financial institution and the same accordingly be paid by the Company to them. The Financial Institution shall be entitled to depute observer to attend the meetings of the Board or any other Committee constituted by the Board. (d) The Nominee Director/s shall, notwithstanding anything to the contrary contained in these Articles, be at liberty to disclose any information obtained by him/them to the Financial Institution appointing him/them as such Director/s.	Nominee Directors
161.	If it is provided by the Trust Deed, securing or otherwise, in connection with any issue of debentures of the Company, that a trustee appointed under the Trust Deed shall have power to appoint a Director of the Company, then in the case of any and every such issue of debentures, the person or persons having such power may exercise such power from time to time and appoint a Director accordingly. Any Director so appointed is herein referred to as a Debenture Director. A Debenture Director may be removed from office at any time by the trustee in whom for the time being is vested the power under which he was appointed and another Director may be appointed in his place. A debenture Director shall not be liable to retire by rotation. A debenture Director shall not be bound to hold any qualification shares.	Debenture Directors

162.	The Board may appoint an Alternate Director to act for a Director (hereinafter called "The Original Director") during his absence for a period of not less than three months from India. An Alternate Director appointed under this Article shall not hold office for period longer than that permissible to the Original Director in whose place he has been appointed and shall vacate office if and when the Original Director returns to India. If the term of office of the Original Director is determined before he so returns to India, any provision in the Act or in these Articles for the automatic re-appointment of retiring Director in default of another appointment shall apply to the Original Director and not to the Alternate Director.	Appointment of Alternate Director.
163.	Subject to the provisions of the Act, the Board shall have power at any time and from time to time to appoint any other person to be an Additional Director but so that the total number of Directors shall not at any time exceed the maximum fixed under these Articles. Any such Additional Director shall hold office only up to the date of the next Annual General Meeting but shall be eligible for appointment by the Company as a Director at that Meeting subject to the provisions of the Act.	Additional Director
164.	Subject to the provisions of the Act, the Board shall have power at any time and from time to time to appoint a Director, whose appointment shall be subsequently approved by members in the immediate next general meeting, if the office of any director appointed by the company in general meeting is vacated before his term of office expires in the normal course, who shall hold office only up to the date up to which the Director in whose place he is appointed would have held office if it had not been vacated by him.	Directors' power to fill casual vacancies
165.	The Company shall appoint such number of Independent Directors as it may deem fit, for a term specified in the resolution appointing him. An Independent Director may be appointed to hold office for a term of up to five consecutive years on the Board of the Company and shall be eligible for re-appointment on passing of Special Resolution and such other compliances as may be required in this regard. No Independent Director shall hold office for more than two consecutive terms. The provisions relating to retirement of directors by rotation shall not be applicable to appointment of Independent Directors.	Appointment of Directors and proportion to retire by rotation
166.	The Company, subject to the provisions of the Act, shall have the power to determine the Directors whose period of office shall be liable to determination by retirement of Directors by rotation or not.	Directors not liable to retirement by rotation
167.	Until otherwise determined by the Company in General Meeting, each Director other than the Managing/Whole-time Director (unless otherwise specifically provided for) shall be entitled to sitting fees not exceeding a sum prescribed in the Act (as may be amended from time to time) for attending meetings of the Board provided that Independent Directors and Women Directors, the sitting fee shall not be less than the sitting fee payable to other directors.	Sitting Fees.
168.	The Board of Directors may subject to the limitations provided in the Act allow and pay to any Director who attends a meeting at a place other than his usual place of residence for the purpose of attending a meeting, such sum as the Board may consider fair, compensation for travelling, hotel and other incidental expenses properly incurred by him, in addition to his fee for attending such meeting as above specified.	Travelling expenses Incurred by Director on Company's business.
169.	Any one or more of the Directors shall be paid such additional remuneration as may be fixed by the Directors for services rendered by him or them and any one or more of the Directors shall be paid further remuneration if any as the Company in General Meeting or the Board of Directors, as the case may be, shall from time to time determine. Such remuneration and/or additional remuneration may be paid by way of salary or commission on net profits or turnover or by participation in profits or by way of perquisites or in any other manner or by any or all of those modes.  If any director, being willing shall be called upon to perform extra services, or to make any special exertion for any of the purposes of the Company, the Company in General Meeting or the Board of Directors shall, subject as aforesaid, remunerate such Director or where there is more than one such Director all or such of them together either by a fixed sum or by a percentage of profits or in any other manner as may be determined by the Directors and such remuneration may be	Additional Remuneration for Services

	either in addition to or in substitution for the remuneration above provided.	
170.	The office of a Director shall be deemed to be vacated in accordance with Section 167 of the Act.	When office of Directors to be vacated.
171.	The Company may by an ordinary resolution remove any Director (not being a Director appointed by the Tribunal in pursuance of Section 242 of the Act) in accordance with the provisions of Section 169 of the Act. A Director so removed shall not be re-appointed a Director by the Board of Directors.	Removal of Director
172.	Subject to the provisions of Section 168 of the Act a Director may at any time resign from his office upon giving notice in writing to the Company of his intention so to do, and thereupon his office shall be vacated.	Resignation of Directors
	<b>PROCEEDING OF THE BOARD OF DIRECTORS</b>	
173.	(a) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings as it thinks fit. (b) The Chairperson or any one Director with the previous consent of the Chairperson may, or the Company Secretary on the direction of the Chairperson shall, at any time, summon a meeting of the Board.	Meetings of Directors
174.	The Board of Directors shall be entitled to hold its meeting through video conferencing or other permitted means, and in conducting the Board meetings through such video conferencing or other permitted means the procedures and the precautions as laid down in the relevant Rules shall be adhered to. With regard to every meeting conducted through video conferencing or other permitted means, the scheduled venue of the meetings shall be deemed to be in India, for the purpose of specifying the place of the said meeting and for all recordings of the proceedings at the meeting.	Meeting through Video Conferencing
175.	Subject to provisions of Section 173 (3) of the Act, notice of not less than seven days of every meeting of the Board of Directors of the Company shall be given in writing to every Director at his address registered with the company and shall be sent by hand delivery or by post or through electronic means. The meeting of the Board may be called at a shorter notice to transact urgent business subject to the condition that at least one Independent Director of the Company shall be present at the meeting. In the event, any Independent Director is not present at the meeting called at shorter notice, the decision taken at such meeting shall be circulated to all the directors and shall be final only on ratification thereof by at least one Independent Director.	Notice of Meetings
176.	The quorum for a meeting of the Board shall, unless otherwise provided under the Act or other applicable laws, be one-third of its total strength (any fraction contained in that one third being rounded off as one), or two directors whichever is higher and the directors participating by video conferencing or by other permitted means shall also counted for the purposes of this Article. Provided that where at any time the number of interested Directors exceeds or is equal to two-thirds of the total strength, the number of the remaining Directors, that is to say, the number of the Directors who are not interested, being not less than two, shall be the quorum during such time. Explanation: The expressions “interested Director” shall have the meanings given in Section 184(2) of the said Act and the expression “total strength” shall have the meaning as given in Section 174 of the Act.	Quorum for Meetings
177.	a) The Directors may from time to time elect from among their members a Chairperson of the Board and determine the period for which he is to hold office. If at any meeting of the Board, the Chairperson is not present within fifteen minutes after the time appointed for holding the same, the Directors present may choose one of the Directors then present to preside at the meeting. b) Subject to Section 203 of the Act and rules made there under and other applicable laws, one person can act as the Chairperson as well as the Managing Director or Whole-time Director or Chief Executive Officer at the same time.	Chairperson

178.	<p>(1) The Board shall be entitled to appoint any person who has rendered significant or distinguished services to the Company or to the industry to which the Company's business relates or in the public field, as the Chairman Emeritus of the Company.</p> <p>(2) The Chairman Emeritus shall hold office until he resigns his office or a special resolution to that effect is passed by the members in a general meeting.</p> <p>(3) The Chairman Emeritus may attend any meetings of the Board or Committee thereof but shall not have any right to vote and shall not be deemed to be a party to any decision of the Board or Committee thereof.</p> <p>(4) The Chairman Emeritus shall not be deemed to be a director for any purposes of the Act or any other statute or rules made there under or these Articles including for the purpose of determining the maximum number of Directors which the Company can appoint.</p> <p>(5) The Board may decide to make any payment in any manner for any services rendered by the Chairman Emeritus to the Company.</p> <p>(6) If at any time the Chairman Emeritus is appointed as a Director of the Company, he may, at his discretion, retain the title of the Chairman Emeritus.”</p>	Chairman Emeritus
179.	Questions arising at any meeting of the Board of Directors shall be decided by a majority of votes and in the case of an equality of votes, the Chairperson will have a second or casting vote.	Questions at Board meeting how decided.
180.	The continuing directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing directors or director may act for the purpose of increasing the number of directors to that fixed for the quorum, or of summoning a general meeting of the company, but for no other purpose.	Continuing directors may act Notwithstanding any vacancy in the Board
181.	Subject to the provisions of the Act, the Board may delegate any of their powers to a Committee consisting of such member or members of its body as it thinks fit, and it may from time to time revoke and discharge any such committee either wholly or in part and either as to person, or purposes, but every Committee so formed shall in the exercise of the powers so delegated conform to any regulations that may from time to time be imposed on it by the Board. All acts done by any such Committee in conformity with such regulations and in fulfillment of the purposes of their appointment but not otherwise, shall have the like force and effect as if done by the Board.	Directors may appoint committee.
182.	The Meetings and proceedings of any such Committee of the Board consisting of two or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Directors so far as the same are applicable thereto and are not superseded by any regulations made by the Directors under the last preceding Article.	Committee Meetings how to be governed.
183.	<p>a) A committee may elect a Chairperson of its meetings.</p> <p>b) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within fifteen minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.</p>	Chairperson of Committee Meetings
184.	<p>a) A committee may meet and adjourn as it thinks fit.</p> <p>b) Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and in case of an equality of votes, the Chairperson shall have a second or casting vote.</p>	Meetings of the Committee
185.	Subject to the provisions of the Act, all acts done by any meeting of the Board or by a Committee of the Board, or by any person acting as a Director shall notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of such Director or persons acting as aforesaid, or that they or any of them were disqualified or had vacated office or that the appointment of any of them had been terminated by virtue of any provisions contained in the Act or in these Articles, be as valid as if every such person had been duly appointed, and was qualified to be a Director.	Acts of Board or Committee shall be valid notwithstanding defect in appointment.

186.	A resolution not being a resolution required by the said Act or otherwise to be passed at a meeting of the Directors, may be passed without any meeting of the Directors or of a committee of Directors provided that the resolution has been circulated in draft, together with the necessary papers, if any, to all the Directors, or to all the members of the Committee as the case may be, at their addresses registered with the Company, by hand delivery or by post or courier or through electronic means as permissible under the relevant Rules and has been approved by a majority of the Directors as are entitled to vote on the resolution.	Resolution by Circulation
	<b>RETIREMENT AND ROTATION OF DIRECTORS</b>	
187.	Not less than two-thirds of the total number of the Directors of the Company, other than Independent Directors appointed on the Board of the Company, be persons, whose period of office is liable to determination by retirement of Directors by rotation and save as otherwise expressly provided in the said Act, be appointed by the Company in General Meeting. The remaining Directors of the Company shall also be appointed by the Company in General Meeting except to the extent that the Articles otherwise provide or permit. Subject to the provisions of Section 152 of the Act, at every Annual General Meeting of the Company, one-third of such of the 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.	Retirement and Rotation of Directors
188.	A retiring Director shall be eligible for re-election.	Eligibility for re-election
	<b>POWERS OF THE BOARD</b>	
189.	The business of the Company shall be managed by the Board who may exercise all such powers of the Company and do all such acts and things as may be necessary, unless otherwise restricted by the Act, or by any other law or by the Memorandum or by these Articles required to be exercised by the Company in General Meeting. However no regulation made by the Company in General Meeting shall invalidate any prior act of the Board which would have been valid if that regulation had not been made.	Powers of the Board
190.	Without prejudice to the general powers conferred by these Articles or the governing laws of the Country and so as not in any way to limit or restrict these powers, and without prejudice to the other powers conferred by these Articles, but subject to the restrictions contained in the Articles, it is hereby, declared that the Directors shall have the following powers, that is to say –	Certain powers of the Board
	(1) Subject to the provisions of the Act, to purchase or otherwise acquire any lands, buildings, machinery, premises, property, effects, assets, rights, creditors, royalties, business and goodwill of any person firm or company carrying on the business which this Company is authorized to carry on, in any part of India.	To acquire any property, rights etc.
	(2) Subject to the provisions of the Act to purchase, take on lease for any term or terms of years, or otherwise acquire any land or lands, with or without buildings and out-houses thereon, situate in any part of India, at such conditions as the Directors may think fit, and in any such purchase, lease or acquisition to accept such title as the Directors may believe, or may be advised to be reasonably satisfy.	To take on Lease.
	(3) To erect and construct, on the said land or lands, buildings, houses, warehouses and sheds and to alter, extend and improve the same, to let or lease the property of the company, in part or in whole for such rent and subject to such conditions, as may be thought advisable; to sell such portions of the land or buildings of the Company as may not be required for the company; to mortgage the whole or any portion of the property of the company for the purposes of the Company; to sell all or any portion of the machinery or stores belonging to the Company.	To erect & construct
	(4) At their discretion and subject to the provisions of the Act, the Directors may pay property rights or privileges acquired by, or services rendered to the Company, either wholly or partially in cash or in shares, bonds, debentures or other securities of the Company, and any such share may be issued either as fully paid up or with such amount credited as paid up thereon as may be agreed upon; and any such bonds, debentures or other securities may be either specifically	To pay for property.

	charged upon all or any part of the property of the Company and its uncalled capital or not so charged.	
	(5) To insure and keep insured against loss or damage by fire or otherwise for such period and to such extent as they may think proper all or any part of the buildings, machinery, goods, stores, produce and other moveable property of the Company either separately or co-jointly; also to insure all or any portion of the goods, produce, machinery and other articles imported or exported by the Company and to sell, assign, surrender or discontinue any policies of assurance effected in pursuance of this power.	To insure properties of the Company
	(6) To open accounts with any Bank or Bankers and to pay money into and draw money from any such account from time to time as the Directors may think fit.	To open Bank accounts.
	(7) To secure the fulfillment of any contracts or engagement entered into by the Company by mortgage or charge on all or any of the property of the Company including its whole or part of its undertaking as a going concern and its uncalled capital for the time being or in such manner as they think fit.	To secure contracts by way of mortgage.
	(8) To accept from any member, so far as may be permissible by law, a surrender of the shares or any part thereof, on such terms and conditions as shall be agreed upon.	To accept surrender of shares.
	(9) To appoint any person to accept and hold in trust, for the Company property belonging to the Company, or in which it is interested or for any other purposes and to execute and to do all such deeds and things as may be required in relation to any such trust, and to provide for the remuneration of such trustee or trustees.	To appoint trustees for the Company
	(10) To institute, conduct, defend, compound or abandon any legal proceeding by or against the Company or its Officer, or otherwise concerning the affairs and also to compound and allow time for payment or satisfaction of any debts, due, and of any claims or demands by or against the Company and to refer any difference to arbitration, either according to Indian or Foreign law and either in India or abroad and observe and perform or challenge any award thereon.	To conduct legal proceedings.
	(11) To act on behalf of the Company in all matters relating to bankruptcy and/or insolvency.	Bankruptcy & Insolvency
	(12) To make and give receipts, release and give discharge for moneys payable to the Company and for the claims and demands of the Company.	To issue receipts & give discharge
	(13) Subject to the provisions of the Act, and these Articles to invest and deal with any moneys of the Company not immediately required for the purpose thereof, upon such authority (not being the shares of this Company) or without security and in such manner as they may think fit and from time to time to vary or realize such investments. Save as provided in Section 187 of the Act, all investments shall be made and held in the Company's own name.	To invest and deal with money of the Company
	(14) To execute in the name and on behalf of the Company in favour of any Director or other person who may incur or be about to incur any personal liability whether as principal or as surety, for the benefit of the Company, such mortgage of the Company's property (present or future) as they think fit, and any such mortgage may contain a power of sale and other powers, provisions, covenants and agreements as shall be agreed upon;	To give Security by way of indemnity
	(15) To determine from time to time persons who shall be entitled to sign on Company's behalf, bills, notes, receipts, acceptances, endorsements, cheques, dividend warrants, releases, contracts and documents and to give the necessary authority for such purpose, whether by way of a resolution of the Board or by way of a power of attorney or otherwise.	To determine signing powers.
	(16) To give to any Director, Officer, or other persons employed by the Company, a commission on the profits of any particular business or transaction, or a share in the general profits of the company; and such commission or share of profits shall be treated as part of the working expenses of the Company.	Commission or share in profits.
	(17) To give, award or allow any bonus, pension, gratuity or compensation to any employee of the Company, or his widow, children, dependents that may appear just or proper, whether such employee, his widow, children or dependents have or have not a legal claim on the Company.	Bonus etc. to employees
	(18) To set aside out of the profits of the Company such sums as they may think	Transfer to

	<p>proper for depreciation or the depreciation funds or to insurance fund or to an export fund, or to a Reserve Fund, or Sinking Fund or any special fund to meet contingencies or repay debentures or debenture-stock or for equalizing dividends or for repairing, improving, extending and maintaining any of the properties of the Company and for such other purposes (including the purpose referred to in the preceding clause) as the Board may, in the absolute discretion think conducive to the interests of the Company, and subject to Section 179 of the Act, to invest the several sums so set aside or so much thereof as may be required to be invested, upon such investments (other than shares of this Company) as they may think fit and from time to time deal with and vary such investments and dispose of and apply and extend all or any part thereof for the benefit of the Company notwithstanding the matters to which the Board apply or upon which the capital moneys of the Company might rightly be applied or expended and divide the reserve fund into such special funds as the Board may think fit; with full powers to transfer the whole or any portion of a reserve fund or division of a reserve fund to another fund and with the full power to employ the assets constituting all or any of the above funds, including the deprecation fund, in the business of the company or in the purchase or repayment of debentures or debenture-stocks and without being bound to keep the same separate from the other assets and without being bound to pay interest on the same with the power to the Board at their discretion to pay or allow to the credit of such funds, interest at such rate as the Board may think proper.</p>	Reserve Funds.
	<p>(19) To appoint, and at their discretion remove or suspend such general manager, managers, secretaries, assistants, supervisors, scientists, technicians, engineers, consultants, legal, medical or economic advisers, research workers, laborers, clerks, agents and servants, for permanent, temporary or special services as they may from time to time think fit, and to determine their powers and duties and to fix their salaries or emoluments or remuneration and to require security in such instances and for such amounts they may think fit and also from time to time to provide for the management and transaction of the affairs of the Company in any specified locality in India or elsewhere in such manner as they think fit and the provisions contained in the next following clauses shall be without prejudice to the general powers conferred by this clause.</p>	To appoint and remove officers and other employees.
	<p>(20) At any time and from time to time by power of attorney under the seal of the Company, to appoint any person or persons to be the Attorney or attorneys of the Company, for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board under these presents and excluding the power to make calls and excluding also except in their limits authorized by the Board the power to make loans and borrow moneys) and for such period and subject to such conditions as the Board may from time to time think fit, and such appointments may (if the Board think fit) be made in favour of the members or any of the members of any local Board established as aforesaid or in favour of any Company, or the shareholders, directors, nominees or manager of any Company or firm or otherwise in favour of any fluctuating body of persons whether nominated directly or indirectly by the Board and any such powers of attorney may contain such powers for the protection or convenience for dealing with such Attorneys as the Board may think fit, and may contain powers enabling any such delegated Attorneys as aforesaid to sub-delegate all or any of the powers, authorities and discretion for the time being vested in them.</p>	To appoint Attorneys
	<p>(21) Subject to Sections 188 of the Act, for or in relation to any of the matters aforesaid or otherwise for the purpose of the Company to enter into all such negotiations and contracts and rescind and vary all such contracts, and execute and do all such acts, deeds and things in the name and on behalf of the Company as they may consider expedient.</p>	To enter into contracts.
	<p>(22) From time to time to make, vary and repeal rules for the regulations of the business of the Company its Officers and employees.</p>	To make rules.
	<p>(23) To effect, make and enter into on behalf of the Company all transactions, agreements and other contracts within the scope of the business of the Company.</p>	To effect contracts etc.



	(24) To apply for, promote and obtain any act, charter, privilege, concession, license, authorization, if any, Government, State or municipality, provisional order or license of any authority for enabling the Company to carry any of this objects into effect, or for extending and any of the powers of the Company or for effecting any modification of the Company's constitution, or for any other purpose, which may seem expedient and to oppose any proceedings or applications which may seem calculated, directly or indirectly to prejudice the Company's interests.	To apply & obtain concessions licenses etc.
	(25) To pay and charge to the capital account of the Company any commission or interest lawfully payable there out under the provisions of Sections 40 of the Act and of the provisions contained in these presents.	To pay commissions or interest.
	(26) To redeem preference shares.	To redeem preference shares.
	(27) To subscribe, incur expenditure or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national or any other institutions or subjects which shall have any moral or other claim to support or aid by the Company, either by reason of locality or operation or of public and general utility or otherwise.	To assist charitable or benevolent institutions.
	(28) To provide for the welfare of Directors or ex-Directors or employees or ex-employees of the Company and their wives, widows and families or the dependents or connections of such persons, by building or contributing to the building of houses, dwelling or chawls, or by grants of moneys, pension, gratuities, allowances, bonus or other payments, or by creating and from time to time subscribing or contributing, to provide other associations, institutions, funds or trusts and by providing or subscribing or contributing towards place of instruction and recreation, hospitals and dispensaries, medical and other attendance and other assistance as the Board shall think fit and subject to the provision of Section 181 of the Act, to subscribe or contribute or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national or other institutions or object which shall have any moral or other claim to support or aid by the Company, either by reason of locality of operation, or of the public and general utility or otherwise.	To provide for welfare of Directors
	(29) To purchase or otherwise acquire or obtain foreign license, other license for the use of and to sell, exchange or grant license for the use of any trade mark, patent, invention or technical know-how.	To purchase or acquire foreign license
	(30) To sell from time to time any articles, materials, and other Articles and thing belonging to the Company as the Board may think proper and to manufacture, prepare and sell waste and by-products.	To sell any article, material etc
	(31) From time to time to extend the business and undertaking of the Company by adding, altering or enlarging all or any of the buildings, factories, workshops, premises, plant and machinery, for the time being the property of or in the possession of the Company, or by erecting new or additional buildings, and to expend such sum of money for the purpose aforesaid or any of them as they be thought necessary or expedient.	To extend the business and undertaking
	(32) To undertake on behalf of the Company any payment of rents and the performance of the covenants, conditions and agreements contained in or reserved by any lease that may be granted or assigned to or otherwise acquired by the Company and to purchase the reversion or reversions, and otherwise to acquire on free hold sample of all or any of the lands of the Company for the time being held under lease or for an estate less than freehold estate.	To make payment of rents and performance of covenants
	(33) To improve, manage, develop, exchange, lease, sell, resell and re-purchase, dispose off, deal or otherwise turn to account, any property (movable or immovable) or any rights or privileges belonging to or at the disposal of the Company or in which the Company is interested.	To improve, manage, develop property
	(34) To let, sell or otherwise dispose of subject to the provisions of Section 180 of the Act and of the other Articles any property of the Company, either absolutely or conditionally and in such manner and upon such terms and conditions in all respects as it thinks fit and to accept payment in satisfaction for the same in cash	To lease, sell, re-purchase property

	or otherwise as it thinks fit.	
	(35) Generally subject to the provisions of the Act and these Articles, to delegate the powers/authorities and discretions vested in the Directors to any Director, Officers, Committee of the Board, Person(s), Firm, or Company.	To delegate powers
	(36) To comply with the requirements of any local law which in their opinion it shall in the interest of the Company as may be necessary or expedient to comply with.	To comply with the requirements of local law
	Save as provided by the said Act or by these presents and subject to the restrictions imposed by Section 179 of the said Act, the Directors may delegate all or any powers by the said Act or by the Memorandum of Association or by these presents reposed in them.	
	<b>MANAGING AND WHOLE-TIME DIRECTORS</b>	
191.	<p>a) Subject to the provisions of the Act and of these Articles, the Directors may from time to time appoint one or more of their body to be a Managing Director, Joint Managing Director or Managing Directors or Whole-time Director or Whole-time Directors, Manager or Chief Executive Officer of the Company either for a fixed term or for such term not exceeding five years at a time as they may think fit to manage the affairs and business of the Company, 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.</p> <p>b) Subject to the provisions of the Act and these Articles, the Managing Director, or the Whole Time Director shall not, while he continues to hold that office, be subject to retirement by rotation under Article 187 but he shall, subject to the provisions of any contract between him and the Company, be subject to the same provisions as the resignation and removal of any other Directors of the Company and he shall ipso facto and immediately cease to be a Managing Director or Whole Time Director if he ceases to hold the office of Director from any cause provided that if at any time the number of Directors (including Managing Director or Whole Time Directors) 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 of the Managing Director or Whole Time Director or two or more of them as the Directors may from time to time determine shall be liable to retirement by rotation to the intent that the Directors not so liable to retirement by rotation shall not exceed one-third of the total number of Directors for the time being.</p> <p>c) A Managing Director or Whole-time Director who is appointed as Director immediately on the retirement by rotation shall continue to hold his office as Managing Director or Whole-time Director and such re-appointment as such Director shall not be deemed to constitute a break in his appointment as Managing Director or Whole-time Director.</p>	Powers to appoint Managing/ Whole-time Directors.
192.	The remuneration of a Managing Director or a Whole-time Director (subject to the provisions of the Act and of these Articles and of any contract between him and the Company) shall from time to time be fixed by the Directors, 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 these modes subject to the provision of section 197 and 198 read with schedule V of the Act.	Remuneration of Managing or Whole-time Director.
193.	<p>(1) Subject to control, direction and supervision of the Board of Directors, the day-to-day management of the company will be in the hands of the Managing Director or Whole-time Director appointed in accordance with regulations of these Articles with powers to the Directors to distribute such day-to-day management functions among such Directors and in any manner as may be directed by the Board.</p> <p>(2) The Directors may from time to time entrust to and confer upon the Managing Director or Whole-time Director for the time being save as prohibited in the Act, such of the powers exercisable under these presents by the Directors as they may think fit, and may confer such objects and purposes, and upon such terms and conditions, and with such restrictions as they think expedient; and they may subject to the provisions of the Act and these Articles confer such powers, either collaterally with or to the exclusion of, and in substitution for, all or any of the powers of the Directors in that behalf, and may from time to time revoke,</p>	Powers and duties of Managing Director or Whole-time Director.

	<p>withdraw, alter or vary all or any such powers.</p> <p>(3) The Company's General Meeting may also from time to time appoint any Managing Director or Managing Directors or Whole-time Director or Whole-time Directors of the Company and may exercise all the powers referred to in these Articles.</p> <p>(4) The Managing Director or Whole-time Director shall be entitled to sub-delegate (with the sanction of the Directors where necessary) all or any of the powers, authorities and discretions for the time being vested in them to any officers of the Company or any persons/firm/company/ other entity for the management and transaction of the affairs of the Company in any specified locality in such manner as they may think fit.</p> <p>(5) Notwithstanding anything contained in these Articles, the Managing Director or Whole-time Director is expressly allowed generally to work for and contract on behalf of the Company and especially to do the work of Managing Director or Whole-time Director and also to do any work for the Company upon such terms and conditions and for such remuneration (subject to the provisions of the Act) as may from time to time be agreed between them and the Directors of the Company.</p>	
194.	<p>The Managing Director (s) shall not exercise the powers to :</p> <p>(a) make calls on shareholders in respect of money unpaid on shares in the Company;</p> <p>(b) issue debentures;</p> <p>and except to the extent mentioned in a resolution passed at the Board meeting under Section 179 of the Act, he or they shall also not exercise the powers to -</p> <p>(c) borrow moneys, otherwise than on debentures;</p> <p>(d) invest the funds of the Company; and</p> <p>(e) make loans.</p>	Restriction on Management
	<b>Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer</b>	
195.	<p>(a) Subject to the provisions of the Act,—</p> <p>i. A chief executive officer, manager, company secretary or chief financial officer or any other Key Managerial Personnel may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any chief executive officer, manager, company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board;</p> <p>ii. A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.</p> <p>(b) A provision of the Act or these Articles requiring or authorizing a thing to be done by or to a director and chief executive officer, manager, company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, chief executive officer, manager, company secretary or chief financial officer.</p>	Board to appoint Chief Executive Officer/ Manager/ Company Secretary/ Chief Financial Officer
	<b>THE SEAL</b>	
196.	<p>(a) The Board at their option can provide a Common Seal for the purposes of the Company, and shall have power from time to time to destroy the same and substitute or not substitute a new Seal in lieu thereof, and the Board shall provide for the safe custody of the Seal for the time being, and the Seal shall never be used except by the authority of the Board or a Committee of the Board previously given.</p> <p>(b) The Company shall also be at liberty to have an Official Seal in accordance with of the Act, for use in any territory, district or place outside India.</p> <p>(c) As authorized by the Act or amendment thereto, if the company does not have a common seal, the authorisation under this clause shall be made by two directors or by a director and the Company Secretary, wherever the company has appointed a Company Secretary or persons acting on behalf of the Directors under a duly registered Power of Attorney and the Secretary or some other person authorized by the Board for the purpose; a Director may sign a share certificate by affixing signature thereon by means of any machine, equipment or other mechanical means such as engraving in metal or lithography but not by means of rubber stamp.</p>	The seal, its custody and use.

197.	The seal of the Company, if any shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorized by it in that behalf, and except in the presence of at least one director or the manager, if any, or of the secretary or such other person as the Board may appoint/authorize for the purpose; and such director or manager or the secretary or other person aforesaid shall sign every instrument to which the seal of the Company is so affixed in their presence.	Usage of the Seal
	<b>DIVIDEND AND RESERVES</b>	
198.	(1) Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the Company, dividends may be declared and paid according to the amounts of the shares. (2) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this Article as paid on the share.	Division of profits.
199.	The Company in General Meeting may declare dividends, to be paid to members according to their respective rights and interests in the profits and may fix the time for payment and the Company shall comply with the provisions of Section 123 of the Act, but no dividends shall exceed the amount recommended by the Board of Directors, but the Company may declare a smaller dividend in general meeting.	The company in General Meeting may declare Dividends.
200.	(a) The Board may, before recommending any dividend, set aside out of the profits of the company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the company may be properly applied, including provision for meeting contingencies or for equalizing dividends; and pending such application, may, at the like discretion, either be employed in the business of the company or be invested in such investments (other than shares of the company) as the Board may, from time to time, think fit. (b) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.	Transfer to reserves
201.	Subject to the provisions of section 123, the Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the company.	Interim Dividend.
202.	The Directors may retain any dividends on which the Company has a lien and may apply the same in or towards the satisfaction of the debts, liabilities or engagements in respect of which the lien exists.	Debts may be deducted
203.	All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid but if any share is issued on terms providing that it shall rank for dividends as from a particular date such share shall rank for dividend accordingly.	Dividends in proportion to amount paid-up.
204.	The Board of Directors may retain the dividend payable upon shares in respect of which any person under Articles has become entitled to be a member, or any person under that Article is entitled to transfer, until such person becomes a member, in respect of such shares or shall duly transfer the same.	Retention of dividends until completion of transfer under Articles.
205.	No member shall be entitled to receive payment of any interest or dividend or bonus in respect of his share or shares, whilst any money may be due or owing from him to the Company in respect of such share or shares (or otherwise however, either alone or jointly with any other person or persons) and the Board of Directors may deduct from the interest or dividend payable to any member all such sums of money so due from him to the Company.	No Member to receive dividend whilst indebted to the company and the Company's right of reimbursement thereof.
206.	A transfer of shares does not pass the right to any dividend declared thereon before the registration of the transfer.	Effect of transfer of shares.

207.	Any one of several persons who are registered as joint holders of any share may give effectual receipts for all dividends or bonus and payments on account of dividends in respect of such share.	Dividend to joint holders.
208.	<p>a) Any dividend, interest or other monies payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct or electronically by NACH/NEFT/RTGS.</p> <p>b) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.</p> <p>The Company shall not be liable or responsible for any cheque or warrant lost in transmission or for any dividend lost to the member or person entitled thereto by forged endorsements on any cheque or warrant, or the fraudulent or improper recovery thereof by any other means.</p>	Dividends how remitted.
209.	Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act.	Notice of dividend.
210.	No unclaimed dividend shall be forfeited before the claim becomes barred by law and no unpaid dividend shall bear interest as against the Company.	No interest on Dividends.
	<b>CAPITALIZATION</b>	
211.	<p>(1) The Company in General Meeting may, upon the recommendation of the Board, resolve:</p> <p>(a) that it is desirable to capitalize any part of the amount for the time being standing to the credit of any of the Company's reserve accounts, or to the credit of the Profit and Loss account, or otherwise available for distribution; and</p> <p>(b) That such sum be accordingly set free for distribution in the manner specified in clause (2) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.</p> <p>(2) The sums aforesaid shall not be paid in cash but shall be applied subject to the provisions contained in clause (3) either in or towards:</p> <p>(a) paying up any amounts for the time being unpaid on any shares held by such members respectively;</p> <p>(b) paying up in full, unissued shares of the Company to be allotted and distributed, credited as fully paid up, to and amongst such members in the proportions aforesaid; or</p> <p>(c) partly in the way specified in sub-clause (a) and partly in that specified in sub-clause (b).</p> <p>(3) A Securities Premium Account and Capital Redemption Reserve Account may, for the purposes of this Article, may be applied by the Company for the purposes permissible pursuant to the Act.</p> <p>(4) The Board shall give effect to the resolution passed by the Company in pursuance of this Article.</p>	Capitalization.
212.	<p>(1) Whenever such a resolution as aforesaid shall have been passed, the Board shall</p> <p>(a) make all appropriations and applications of the undivided profits resolved to be capitalized thereby and all allotments and issues of fully paid shares, if any, and</p> <p>(b) generally to do all acts and things required to give effect thereto.</p> <p>(2) The Board shall have full power –</p> <p>(a) to make such provision, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, in case of shares becoming distributable in fractions; and also</p>	Fractional Certificates.

	<p>(b) to authorize any person to enter, on behalf of all the members entitled thereto, into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any further shares to which they may be entitled upon such capitalization, or (as the case may require) for the payment by the Company on their behalf, by the application thereto of their respective proportions, of the profits resolved to be capitalized, of the amounts or any part of the amounts remaining unpaid on their existing shares.</p> <p>(3) Any agreement made under such authority shall be effective and binding on all such members.</p> <p>(4) That for the purpose of giving effect to any resolution, under the preceding paragraph of this Article, the Directors may give such directions as may be necessary and settle any questions or difficulties that may arise in regard to any issue including distribution of new equity shares and fractional certificates as they think fit.</p>	
213.	The member (not being a director) shall have right of inspecting any account or book or document of the Company as conferred by law.	Inspection of Accounts
	<b>FOREIGN REGISTER</b>	
214.	The Company may exercise the powers conferred on it by the provisions of the Act with regard to the keeping of Foreign Register of its Members or Debenture holders, and the Board may, subject to the provisions of the Act, make and vary such regulations as it may think fit in regard to the keeping of any such Registers.	Foreign Register.
	<b>DOCUMENTS AND SERVICE OF NOTICES</b>	
215.	Any document or notice to be served or given by the Company be signed by a Director or such person duly authorized by the Board for such purpose and the signature may be written or printed or lithographed or through electronic transmission.	Signing of documents & notices to be served or given.
216.	Save as otherwise expressly provided in the Act, a document or proceeding requiring authentication by the company may be signed by a Director, any Key Managerial Personnel or other Authorized Officer of the Company (digitally or electronically) and need not be under the Common Seal of the Company and the signature thereto may be written, facsimile, printed, lithographed, Photostat.	Authentication of Documents and proceedings.
217.	<p>A document may be served on the Company or an officer thereof by sending it to the Company or officer at the registered office of the Company by Registered Post or by speed post or by courier service or by leaving it at its registered office or by means of such electronic or other mode as may be prescribed:</p> <p>Provided that where securities are held with a Depository, the records of the beneficial ownership may be served by such Depository on the Company by means of electronic or other mode.</p>	Service of documents on Company
	<b>WINDING UP</b>	
218.	Winding Up of the Company shall be governed by the provisions of the Act or the Insolvency and Bankruptcy Code, 2016 and Rules and Regulations made thereunder or as may be altered from time to time or any statutory modifications thereof.	Winding Up
	<b>INDEMNITY</b>	
219.	Subject to provisions of the Act, every Director, or Officer or Servant of the Company or any person (whether an Officer of the Company or not) employed by the Company as Auditor, shall be indemnified by the Company against and it shall be the duty of the Directors to pay, out of the funds of the Company, all costs, charges, losses and damages which any such person may incur or become liable to, by reason of any contract entered into or act or thing done, concurred in or omitted to be done by him in any way in or about the execution or discharge of his duties or supposed duties (except such if any as he shall incur or sustain through or by his own wrongful act neglect or default) including expenses, and in particular and so as not to limit the generality of the foregoing provisions, against all liabilities incurred by him as such Director, Officer or Auditor or other officer of	Directors' and others right to indemnity.

	<p>the Company in defending any proceedings whether civil or criminal in which judgment is given in his favor, or in which he is acquitted or in connection with any application under Section 463 of the Act on which relief is granted to him by the Court.</p> <p>The Company may take and maintain any insurance as the Board may think fit on behalf of its directors (present and former), other employees and the Key Managerial Personnel, for insurers to directly meet all claims, losses, expenses, fines, penalties or such other levies, or for indemnifying any or all of them against any such liability for any acts in relation to the Company for which they may be liable.</p>	
220.	<p>Subject to the provisions of the Act, no Director, Managing Director or other officer of the Company shall be liable for the acts, receipts, neglects or defaults of any other Directors or Officer, or for joining in any receipt or other act for conformity, or for any loss or expense happening to the Company through insufficiency or deficiency of title to any property acquired by order of the Directors for or on behalf of the Company or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Company shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, company or corporation, with whom any moneys, securities or effects shall be entrusted or deposited, or for any loss occasioned by any error of judgment or oversight on his part, or for any other loss or damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto, unless the same happens through his own dishonesty.</p> <p>An Independent Director, and a Non-executive Director, not being a Promoter or a Key Managerial Personnel, shall be liable only in respect of acts of omission or commission, by the Company which had occurred with his knowledge, attributable through Board processes, and with his consent or connivance or where he has not acted diligently.</p>	Not responsible for acts of others
	<b>SECRECY</b>	
221.	<p>Every Director, Manager, Auditor, Treasurer, Trustee, Member of a Committee, Officer, Servant, Agent, Accountant or other person employed in the business of the company shall, if so required by the Directors, before entering upon his duties, sign a declaration pleading himself to observe strict secrecy respecting all transactions and affairs of the Company with the customers and the state of the accounts with individuals and in matters relating thereto, and shall by such declaration pledge himself not to reveal any of the matter which may come to his knowledge in the discharge of his duties except when required so to do by the Directors or by any meeting or by a Court of Law and except so far as may be necessary in order to comply with any of the provisions in these presents contained.</p>	Secrecy
222.	<p>No member or other person (other than a Director) shall be entitled to enter the property of the Company or to inspect or examine the Company's premises or properties or the books of accounts of the Company without the permission of the Board of Directors of the Company for the time being or to require discovery of or any information in respect of any detail of the Company's trading or any matter which is or may be in the nature of trade secret, mystery of trade or secret process or of any matter whatsoever which may relate to the conduct of the business of the Company and which in the opinion of the Board it will be inexpedient in the interest of the Company to disclose or to communicate.</p>	Access to property information etc.
	<b>INSPECTION AND EXTRACT OF DOCUMENTS</b>	
223.	<p>Subject to provisions of the Act and other applicable laws and of these Articles, the Company may allow the inspection of documents, register and returns maintained under the Act to members, creditors and such other persons as are permitted subject to such restrictions as the Board may prescribe and also furnish extract of documents, registers and returns to such persons as are permitted to obtain the same on payment of such fees as may be decided by Board which shall, in no case, exceed the limits prescribed under the Act.</p>	Inspection and extract of documents, registers, returns etc.

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## SECTION XI – OTHER INFORMATION

### MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The following contracts (not being contracts entered into in the ordinary course of business carried on by our company or contracts entered into more than two (2) years before the date of filing of this Draft Red Herring Prospectus) which are or may be deemed material have been entered or are to be entered into by our Company. These contracts, copies of which will be attached to the copy of the Draft Red Herring Prospectus, will be delivered to the ROC for registration/submission of the Red Herring Prospectus/Prospectus and also the documents for inspection referred to hereunder, may be inspected at the Registered Office of our Company located at BD House, 3rd Building, Lane No 1st, Greater Kailash, Jammu- 180011, Jammu & Kashmir, India from the date of filing the Red Herring Prospectus with ROC on all Working Days until the Bid/Issue Closing Date. Copies of below mentioned Material Contracts and Documents are also available on the website of the company on [www.bdsecurity.co.in](http://www.bdsecurity.co.in)

#### A. MATERIAL CONTRACTS

1. Memorandum of understanding dated September 13, 2024 executed between our Company and Book Running Lead Manager to the Issue.
2. Registrar and Transfer Agent Agreement dated September 16, 2024 executed between our Company and the Registrar to the Issue.
3. Market Making Agreement dated [●] executed between our Company, Book Running Lead Manager and Market Maker to the Issue.
4. Banker to the Issue Agreement dated [●], executed between our Company, Book Running Lead Manager, Banker to the Issue and the Registrar to the Issue.
5. Underwriting Agreement dated [●] executed between our Company, Book Running Lead Manager, and Underwriter.
6. Syndicate Agreement dated [●] executed between our Company, Book Running Lead Manager and Syndicate Member.
7. Tripartite agreement among the NSDL, our Company and Registrar to the Issue dated July 26, 2023.
8. Tripartite agreement among the CDSL, our Company and Registrar to the Issue dated August 08, 2023.

#### B. MATERIAL DOCUMENTS

1. Certified true copy of the Memorandum and Articles of Association of our Company including certificates of incorporation.
2. Board Resolution dated July 26, 2024 and Special Resolution passed pursuant to Section 62(1)(C) of the Companies Act, 2013 at the EGM by the shareholders of our Company held on August 17, 2024.
3. Statement of Tax Benefits dated September 24, 2024 issued by our peer review Auditors M/s. S V J K and Associates, Chartered Accountants.
4. Copy of Restated Financial Statement and along with Report from the peer review certified auditor M/s. S V J K and Associates, Chartered Accountants for the financial year ended on March 31, 2024, 2023 and 2022 dated September 23, 2024 included in this Draft Red Herring Prospectus.
5. Copy of Audited Financial Statement for the year ended on March 2024, 2023 and 2022.
6. Search Report issued by, Practicing Company Secretary, M/s. Mittal V Kothari & Associates dated September 28, 2024.
7. Copy of Certificate from M/s. P C Bindal & Co., Chartered Accountants dated September 13, 2024 regarding the source and deployment towards the objects of the Issue.
8. Certificate from M/s. S V J K and Associates, Chartered Accountants dated, September 24, 2024 regarding the Key Performance indicators of the Company as disclosed in chapter Basis for issue Price
9. Consents of Promoters, Directors, Company Secretary and Compliance Officer, Chief Financial Officer, Statutory and Peer Review Auditor, Bankers to the Company, Legal Advisor to the Issue, the Book Running Lead Manager to the Issue, Registrar to the Issue, Banker to the Issue\*, Market Maker\*, Syndicate Member\* and Underwriter to the Issue\* to act in their respective capacities.

*\* to be obtained prior filing of Red Herring Prospectus.*



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10. Service Agreement cum Memorandum of Understanding with Our Group Company i.e. Alliance Outsourcing Private Limited dated July 20, 2024.
  11. Due Diligence Certificate from Book Running Lead Manager dated September 28, 2024 addressing SEBI and NSE.
  12. Copy of In-principle approval letter dated [●] from the NSE.

Any of the contracts or documents mentioned in the Draft Red Herring Prospectus may be amended or modified at any time if so required in the interest of our Company or if required by the other parties, with the consent of shareholders subject to compliance of the provisions contained in the Companies Act and other relevant statutes.

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## **DECLARATION**

I hereby declare that all relevant provisions of the Companies Act 2013 and the rules, regulations and guidelines issued by the Government of India, or the rules, regulations or guidelines issued by the Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contract (Regulation) Rules, 1957 and the Securities and Exchange Board of India Act, 1992, each as amended, or the rules, regulations or guidelines issued thereunder, as the case may be. We further certify that all the statements and disclosures made in this Draft Red Herring Prospectus are true and correct.

**Signed by the Directors of the Company:**

**Sahil Gupta**

**Chairman and Managing Director**

**Place: Jammu**

**Date: September 28, 2024**

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## **DECLARATIONS**

I hereby declare that all relevant provisions of the Companies Act 2013 and the rules, regulations and guidelines issued by the Government of India, or the rules, regulations or guidelines issued by the Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contract (Regulation) Rules, 1957 and the Securities and Exchange Board of India Act, 1992, each as amended, or the rules, regulations or guidelines issued thereunder, as the case may be. We further certify that all the statements and disclosures made in this Draft Red Herring Prospectus are true and correct.

**Signed by the Directors of the Company:**

**Suman Gupta**

**Non-Executive Director**

**Place: Jammu**

**Date: September 28, 2024**

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## **DECLARATIONS**

I hereby declare that all relevant provisions of the Companies Act 2013 and the rules, regulations and guidelines issued by the Government of India, or the rules, regulations or guidelines issued by the Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contract (Regulation) Rules, 1957 and the Securities and Exchange Board of India Act, 1992, each as amended, or the rules, regulations or guidelines issued thereunder, as the case may be. We further certify that all the statements and disclosures made in this Draft Red Herring Prospectus are true and correct.

**Signed by the Directors of the Company:**

**Jaykumar Deepakbhai Khatnani**

**Independent Director**

**Place: Ahmedabad**

**Date: September 28, 2024**

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## **DECLARATIONS**

I hereby declare that all relevant provisions of the Companies Act 2013 and the rules, regulations and guidelines issued by the Government of India, or the rules, regulations or guidelines issued by the Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contract (Regulation) Rules, 1957 and the Securities and Exchange Board of India Act, 1992, each as amended, or the rules, regulations or guidelines issued thereunder, as the case may be. We further certify that all the statements and disclosures made in this Draft Red Herring Prospectus are true and correct.

**Signed by the Directors of the Company:**

**Mukesh Kumar**

**Independent Director**

**Place: Jammu**

**Date: September 28, 2024**

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## **DECLARATIONS**

I hereby declare that all relevant provisions of the Companies Act 2013 and the rules, regulations and guidelines issued by the Government of India, or the rules, regulations or guidelines issued by the Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contract (Regulation) Rules, 1957 and the Securities and Exchange Board of India Act, 1992, each as amended, or the rules, regulations or guidelines issued thereunder, as the case may be. We further certify that all the statements and disclosures made in this Draft Red Herring Prospectus are true and correct.

**Signed by the Key Managerial Personnel of the Company:**

**Vishal Dogra**

**Chief Finance Officer**

**Place: Jammu**

**Date: September 28, 2024**

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## **DECLARATIONS**

I hereby declare that all relevant provisions of the Companies Act 2013 and the rules, regulations and guidelines issued by the Government of India, or the rules, regulations or guidelines issued by the Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contract (Regulation) Rules, 1957 and the Securities and Exchange Board of India Act, 1992, each as amended, or the rules, regulations or guidelines issued thereunder, as the case may be. We further certify that all the statements and disclosures made in this Draft Red Herring Prospectus are true and correct.

**Signed by the Key Managerial Personnel of the Company:**

**Ms. Deepali**

**Company Secretary & Compliance Officer**

**Place: Jammu**

**Date: September 28, 2024**