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DRAFT RED HERRING PROSPECTUS

Dated March 03, 2025

100% Book Built Issue

Please read section 26 and 32 of the  
Companies Act 2013  
(The Draft Red Herring Prospectus will be  
updated at the time of filing with the RoC)

## ARMOUR SECURITY (INDIA). LTD.

CIN: U74920DL1999PLC101313

(Formerly known as ARMOUR SECURITY (INDIA) PVT. LTD.

REGISTERED AND CORPORATE OFFICE	CONTACT PERSON	CONTACT NO.	E-MAIL ADDRESS & WEBSITE
B-87, Second Floor Defence Colony New Delhi - 110024 (for changes in Registered office refer page no 163 of this Draft Red Herring Prospectus)	Shakshi Mishra Company Secretary & Compliance Officer	+91 9810139833	cs@armoursecurities.com & www.armoursecurities.com

### THE PROMOTERS OF OUR COMPANY ARE MR VINOD GUPTA AND MRS. ARNIMA GUPTA

#### DETAILS OF THE ISSUE TO PUBLIC

TYPE	FRESH ISSUE (IN LAKHS)	OFFER FOR SALE (OFS)	TOTAL ISSUE SIZE (IN LAKHS)	ELIGIBILITY
Fresh Issue	Upto 46,50,000 Equity Shares aggregating upto ₹ [●] Lakhs	NIL	up to 46,50,000 Equity Shares aggregating upto ₹ [●] lakhs	The Issue is being made pursuant to Regulation 229(2) of Chapter IX of SEBI (ICDR) Regulation 2018.

#### RISKS IN RELATION TO THE FIRST ISSUE

This being the first public issue of our Company, there has been no formal market for the Equity Shares. The face value of the Equity Shares is ₹10/- (Rupees Ten Only) each. Issue Price is ₹ [●], which is [●] times of the face value of the Equity Shares. The Issue Price determined and justified by our Company in consultation with the Book Running Lead Manager as stated in the section titled "Basis for Issue Price" on page 107 of this Draft Red Herring Prospectus and should not be considered 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 nor regarding the price at which the Equity Shares will be traded after listing.

#### GENERAL RISK

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the 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 the 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 "Risk Factors" beginning on page 27 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 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 the Draft Red Herring Prospectus are proposed to be listed on the SME Platform of National Stock Exchange of India Limited ("NSE EMERGE"). In terms of the Chapter IX of the SEBI (ICDR) Regulations, as amended from time to time, our Company has received in- principal approval letter dated [●] from NSE EMERGE for using its name in this Offer Document for listing our shares on the NSE EMERGE. For the purpose of this Issue, the Designated Stock Exchange will be National Stock Exchange of India Limited ("NSE").

BOOK RUNNING LEAD MANAGER TO THE ISSUE	CONTACT PERSON	CONTACT DETAILS
<b>C O R P W I S</b> CORPORATE WISDOM  CORPWIS ADVISORS PRIVATE LIMITED SEBI Registration No.: INM000012962	Mr. Vishal Kumar Garg	Contact Number: 22 - 4972 9990 Email Address: ipo@corpwis.com Investor Grievance Email Address: investors@corpwis.com Website: www.corpwis.com Address: G-07, Ground Floor, The Summit Business Park, Andheri Kurla Road, Behind Guru Nanak Petrol Pump, Andheri East, Chakala MIDC, Mumbai – 400093 CIN: U74900MH2014PTC322723
REGISTRAR TO THE ISSUE	CONTACT PERSON	CONTACT DETAILS
<b>Skyline</b> Financial Services Pvt. Ltd.  SKYLINE FINANCIAL SERVICES PRIVATE LIMITED SEBI Registration No.: INR000003241	Mr. Anuj Kumar	Contact Number: +91-11-40450193-197 Email Address: ipo@skylinerta.com Investor Grievance Email Address: grievances@skylinerta.com Website: www.skylinerta.com Address: D-153 A, 1st Floor, Okhla Industrial Area, Phase - I, New Delhi-110020 India CIN: U74899DL1995PTC071324

#### BID/ ISSUE PROGRAMME

ANCHOR BID/ISSUE PERIOD <sup>(1)</sup>	BID/ISSUE OPENS ON <sup>(1)</sup>	BID/ISSUE CLOSES ON <sup>(2)</sup>
[●]	[●]	[●] <sup>(3)</sup>

(1) Our Company, in consultation with the Book Running Lead Managers, 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.

(2) Our Company, in consultation with the Book Running Lead Managers, 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.

(3) The UPI mandate end time and date shall be at 5:00 p.m. on Bid/ Issue Closing Day



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DRAFT RED HERRING PROSPECTUS

Dated March 03, 2025

100% Book Built Issue

Please read section 26 and 32 of the  
Companies Act 2013

(The Draft Red Herring Prospectus will be  
updated at the time of filing with the RoC)

## ARMOUR SECURITY (INDIA). LTD.

CIN: U74920DL1999PLC101313

(Formerly known as ARMOUR SECURITY (INDIA) PVT. LTD.

Our Company was incorporated as "ARMOUR SECURITY (INDIA) PVT. LTD." on August 27, 1999, vide certification of incorporation bearing No. 101313 under the provision of Companies Act, 1956 issued by the Registrar of Companies, NCT of Delhi and Haryana. Our Company is in the business Manpower services and Integrated Facility Management services. Further, our Company was converted into a public limited company, pursuant to a special resolution passed in the Extraordinary General Meeting of our Shareholders held on February 09, 2024, and the name of our Company was changed to 'ARMOUR SECURITY (INDIA). LTD.', and a fresh certificate of incorporation dated May 03, 2024 was issued to our Company by the RoC, CPC. Our Corporate Identification Number is U74920DL1999PLC101313. Our Company has its registered office situated at B-87, Second Floor Defence Colony, New Delhi - 110024. For further details, please refer to section titled "Our History and Certain Corporate Matters" beginning on page 163 of this Draft Red Herring Prospectus.

**Registered Office:** B-87, Second Floor Defence Colony New Delhi - 110024 **Contact Number:** +91 9810139833 **E-mail:** [cs@armoursecurities.com](mailto:cs@armoursecurities.com)

**Website:** [www.armoursecurities.com](http://www.armoursecurities.com) **Contact Person:** Ms. Shakshi Mishra, Company Secretary and Compliance Officer

### THE PROMOTERS OF OUR COMPANY ARE MR VINOD GUPTA AND MRS. ARNIMA GUPTA

#### THE ISSUE

**INITIAL PUBLIC ISSUE OF UPTO 46,50,000 EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH OF ARMOUR SECURITY (INDIA). LTD. (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 23,4000 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. 44,16,000 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 27.56% AND 26.17% RESPECTIVELY OF THE POST ISSUE PAID UP EQUITY SHARE CAPITAL OF OUR COMPANY.**

**THE PRICE BAND AND THE MINIMUM BID LOT WILL BE DECIDED BY OUR COMPANY IN CONSULTATION WITH THE BRLM AND WILL BE ADVERTISED IN ALL EDITION OF [●] (A WIDELY CIRCULATED ENGLISH NATIONAL DAILY NEWSPAPER) AND ALL EDITION OF [●] (A WIDELY CIRCULATED HINDI NATIONAL DAILY NEWSPAPER, AND [●] EDITION OF THE HINDI DAILY NEWSPAPER (HINDI BEING THE REGIONAL LANGUAGE OF DELHI WHERE OUR REGISTERED OFFICE IS LOCATED), AT LEAST TWO WORKING DAYS PRIOR TO THE BID/ISSUE OPENING DATE AND SHALL BE MADE AVAILABLE TO NSE EMERGE FOR THE PURPOSES OF UPLOADING ON THEIR WEBSITE.**

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 10 Working Days. In cases of force majeure, banking strike or similar circumstances, our Company may, in consultation with the Book Running Lead Managers, 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 Exchanges, by issuing a public notice, and also by indicating the change on the respective websites of the Book Running Lead Managers and at the terminals of the Syndicate Members and by intimation to Self-Certified Syndicate Banks ("SCSBs"), other Designated Intermediaries and the Sponsor Bank(s), as applicable.

#### THE FACE VALUE OF THE EQUITY SHARES IS ₹10/- EACH AND THE ISSUE PRICE IS [●] TIMES OF THE FACE VALUE

In terms of Rule 19(2)(b)(i) of the SCRR this Issue is being made for at least 25% of the Post-offer Paid-up Equity Share Capital of our Company. This Issue is being made through Book Building process in accordance and compliance with Chapter IX and other applicable provisions of SEBI (ICDR) Regulations wherein (a) not less than 35% of the Net Issue is allocated for Retail Individual Applicants, (b) not less than 15% of the Net Issue to Non-Institutional Investors and (c) not more than 50% shall be offered to qualified institutional buyers out of which five per cent 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. All potential investors shall participate in the Issue only through an Application Supported by Blocked Amount ("ASBA") process including through UPI mode (as applicable) by providing details of the respective bank accounts and / or UPI IDs, in case of RIIs, if applicable, which will be blocked by the Self-Certified Syndicate Banks ("SCSBs") for the same. For details in this regard, specific attention is invited to the chapter titled 'Issue Procedure' beginning on page 294 of this Draft Red Herring Prospectus. A copy of the Red Hearing Prospectus / Prospectus will be filed with the Registrar of Companies as required under Sections 26 and Section 32 of the Companies Act, 2013.

#### RISK IN RELATION TO THE FIRST ISSUE

This being the first public issue of our Company, there has been no formal market for the securities of our Company. The face value of the Equity Shares of our Company is ₹10/- each and the Issue Price is [●] times of face value per Equity Share. The Issue Price (has been determined and justified by our Company in consultation with the Book Running Lead Manager, as stated under chapter titled "Basis for Issue Price" beginning on page 107 of this Draft Red Herring Prospectus 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

Investment in equity and equity-related securities involves a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in this Issue. For taking an investment decision, investors must rely on their own examination of the issuer and the Issue including the risks involved. The securities have not been recommended or approved by the Securities and Exchange Board of India (SEBI) nor does SEBI guarantee the accuracy or adequacy of this document. Specific attention of investors is invited to the statement of "Risk Factors" beginning on page 27 of this Draft Red Herring Prospectus.

#### ISSUER'S ABSOLUTE RESPONSIBILITY

The Issuer, having made all reasonable inquiries, accepts responsibility for and confirms that this Offer Document contains all information with regard to the Issuer and the Issue which is material in the context of the issue, that the information contained in the Offer Document is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which make this document 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 the Draft Red Herring Prospectus are proposed to be listed on the SME Platform of National Stock Exchange of India Limited ("NSE Emerge"). In terms of the Chapter IX of the SEBI (ICDR) Regulations, as amended from time to time, our Company has received in- principal approval letter dated [●] from NSE Emerge for using its name in this Offer Document for listing our shares on the NSE Emerge. For the purpose of this Issue, the Designated Stock Exchange will be National Stock Exchange of India Limited ("NSE"). For details of the material contracts and documents that will be available for inspection from the date of the Draft Red Herring Prospectus up to the Issue Closing Date, see "Material Contracts and Documents for Inspection" on page 243 of this Draft Red Herring Prospectus.

#### BOOK RUNNING LEAD MANAGER TO THE ISSUE

#### REGISTRAR TO THE ISSUE



#### CORPWIS ADVISORS PRIVATE LIMITED

Address: G-07, Ground Floor, The Summit Business Park, Andheri Kurla Road, Behind Guru Nanak Petrol Pump, Andheri East, Chakala MIDC, Mumbai – 400093

Contact Number: 22 - 4972 9990/ 1

Email Address: [ipo@corpwis.com](mailto:ipo@corpwis.com)

Investor Grievance Email Address: [investors@corpwis.com](mailto:investors@corpwis.com)

Contact Person: Mr. Vishal Kumar Garg

Website: [www.corpwis.com](http://www.corpwis.com)

SEBI Registration No.: INM000012962

CIN: U74900MH2014PTC322723



#### SKYLINE FINANCIAL SERVICES PRIVATE LIMITED

Address: D-153 A, 1st Floor, Okhla Industrial Area, Phase - I, New Delhi-110020 India

Contact Number: +91-11-40450193-197

Email Address: [ipo@skylinerta.com](mailto:ipo@skylinerta.com)

Investor Grievance Email Address: [grievances@skylinerta.com](mailto:grievances@skylinerta.com)

Contact Person: Mr. Anuj Kumar

Website: [www.skylinerta.com](http://www.skylinerta.com)

SEBI Registration No.: INR000003241

CIN: U74899DL1995PTC071324

#### BID/ ISSUE PROGRAMME

##### ANCHOR BID/ISSUE PERIOD<sup>(1)</sup>

##### BID/ISSUE OPENS ON<sup>(1)</sup>

##### BID/ISSUE CLOSES ON<sup>(2)</sup>

[●]

[●]

[●]<sup>(3)</sup>

(1) Our Company, in consultation with the Book Running Lead Managers, 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.

(2) Our Company, in consultation with the Book Running Lead Managers, 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.

(3) The UPI mandate end time and date shall be at 5:00 p.m. on Bid/ Issue Closing Day.

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PURSUANT TO SCHEDULE VI OF SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL  
AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018.***

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## SECTION I: GENERAL

### DEFINITION AND ABBREVIATION

Unless the context otherwise indicates, requires or implies, the following terms shall have the following meanings in this Draft Red Herring Prospectus. References to statutes, rules, regulations, guidelines and policies will be deemed to include all amendments, modifications or re-enactments notified thereto.

Notwithstanding the foregoing, terms in “Main Provisions of the Articles of Association”, “Statement of Special Tax Benefits”, “Industry Overview”, “Key Industry Regulations and Policies”, “Financial Statements”, “Outstanding Litigation and Material Developments”, will have the meaning ascribed to such terms in these respective sections.

In case of any inconsistency between the definitions given below and the definitions contained in the General Information Document (as defined below), the definitions given below shall prevail.

The words and expressions used but not defined in this Draft Red Herring Prospectus will have the same meaning as assigned to such terms under the Companies Act, the Securities and Exchange Board of India Act, 1992 (“SEBI Act”), the SEBI ICDR Regulations, the SCRA, the Depositories Act and the rules and regulations made thereunder, as applicable.

### GENERAL TERMS

TERM	DESCRIPTION
“ARMOUR SECURITY (INDIA). LTD.”, “Armour”, “our Company”, “we”, “us”, “our”, “the Company”, “the Issuer Company” or “the Issuer”	Unless the context otherwise indicates or implies, refers to ARMOUR SECURITY (INDIA). LTD. a public limited company, registered under the Companies Act, 1956 and having its registered office at B-87, Second Floor Defence Colony, New Delhi - 110024.
you / your / yours	Prospective Bidders in this Issue

### COMPANY RELATED TERMS

TERM	DESCRIPTION
Articles/Articles of Association/AOA	Unless the context otherwise requires, refers to the Articles of Association of our Company, as amended from time to time.
Audit Committee	The Audit Committee of the Board of Directors constituted in accordance with Section 177 of the Companies Act, 2013. For details refer head titled “Committees of Our Board” under chapter titled “Our Management” on page number 179 of this Draft Red Herring Prospectus.
Auditor/Statutory Auditor/ Peer Review Auditor	The Statutory Auditors of our Company, being M/s. PDMS & Co. Chartered Accountants as mentioned in the chapter titled “General Information” beginning on page number 67 of this Draft Red Herring Prospectus.
Banker to the Company	HDFC Bank Limited, IDFC First Bank Limited, Axis Bank Limited, Punjab National Bank and Deutsche Bank AG
Bankers to the Issue	[•]
Board of Directors / Board / BOD / Our Board	Unless otherwise specified, it shall refer to the Board of Directors of our Company, as duly constituted from time to time, including any committee(s) thereof as disclosed in the section titled “Our Management” beginning on page 168 of this Draft Red Herring Prospectus.
Branch Office	<ul style="list-style-type: none"><li>Ground Floor, Shop No -S-52, Sahara Mall, Mehrauli-Gurgaon Rd, Saraswati Vihar, Chakarpur, Gurugram, Sarhol, Haryana - 122002</li><li>206, JOP Plaza, P-2 Sector-18, Noida – 201301</li><li>SOHO NO. 343, B Block Chandigarh, Citi Center, VIP Road, Zirakpur, SAS Nagar</li></ul>

TERM	DESCRIPTION
	<p>(Mohali) Punjab-140603</p> <ul style="list-style-type: none"> <li>• V.P.O Kala-Amb, Tehcil Nahan, District Sirmour, Himachal Pradesh- 173001</li> <li>• Plot No. 201, 2nd Floor, Sai Prasad Enclave, Vivekanand Nagar, Wardha Road, Nagpur, Maharashtra – 440015</li> </ul>
CIN	Corporate Identification Number of our Company i.e. <b>U74920DL1999PLC101313</b> .
Chief Financial Officer (CFO)	The Chief Financial Officer of our Company, being Mr. Subodh Jindal.
Committee(s)	Duly constituted committee(s) of our Board of Directors. For details please refer head titled “Committees of our Board” under chapter titled “Our Management” on page number 176 of this Draft Red Herring Prospectus.
Company Secretary and Compliance Officer (CS)	The Company Secretary and Compliance Officer of our Company, being Ms. Shakshi Mishra
Director/Director(s)	Director(s) on the Board of our Company, as appointed from time to time, unless otherwise specified.
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 Shareholder/ Shareholders	Persons / Entities holding Equity Shares of Our Company.
Executive Director /ED	Executive Director refers to the Managing Director and the Whole Time Director of our Company. For details, see “Our Management” chapter beginning on page 168 of this Draft Red Herring Prospectus
Group Companies	In terms of SEBI ICDR Regulations, the term “Group Companies” includes companies (other than our Promoters and Subsidiaries) with which there were related party transactions as disclosed in the Restated Financial Statements as covered under the applicable accounting standards, any other companies as considered material by our Board, in accordance with the Materiality Policy and as disclosed in chapter titled “Our Group Companies” beginning on page 191 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. For details of the Independent Directors, please refer to section titled “Our Management” beginning on page 168 of this Draft Red Herring Prospectus
ISIN	International Securities Identification Number in this case being INE0TZX01019
JV / Joint Venture	A commercial enterprise undertaken jointly by two or more parties which otherwise retain their distinct identities
Key Managerial Personnel / Key Managerial Employees / KMP	Key managerial personnel of our Company in terms of Regulation 2(1)(bb) of the SEBI ICDR Regulations 2018, Section 2(51) of the Companies Act, 2013. For details, please refer chapter titled “Our Management” on page number 168 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 May 06, 2024, in accordance with the requirements of the SEBI ICDR Regulations.
Managing Director / MD	Mrs. Arнима Gupta being the Managing Director of our Company.
MOA/ Memorandum / Memorandum of Association	Memorandum of Association of our Company as amended from time to time.
Nomination and Remuneration Committee	The Nomination and Remuneration Committee of our Board of Directors constituted in accordance with Section 178 of the Companies Act, 2013. For details refer head titled “Committees of our Board” under chapter titled “Our Management” on page number 176

TERM	DESCRIPTION
	of this Draft Red Herring Prospectus.
Non-Executive Director	A Director not being an Executive Director
Peer Reviewed Auditor	The Statutory Auditors of our Company, being M/s. PDMS & Co. Chartered Accountants holding a valid peer review certificate, as mentioned in the chapter titled “ <i>General Information</i> ” beginning on page number 67 of this Draft Red Herring Prospectus.
Promoters	The promoters of our company being Mr. Vinod Gupta & Mrs. Arnima Gupta
Promoters’ Group	Companies, individuals and entities (other than companies) as defined under Regulation 2(1) (pp) of the SEBI (ICDR) Regulations, 2018. For details refer the chapter titled “Our Promoters and Promoter’s Group” on the page no. 184 of this Draft Red Herring Prospectus.
Registered Office	Registered Office of our company situated B-87, Second Floor Defence Colony, New Delhi - 110024
Restated Financial Statements or Restated Financial Information	Restated Financial Statements of our Company for the financial years ended on March 31, 2024, March 31, 2023 and March 31, 2022 and for the stub period ended September 30, 2024{(prepared in accordance with the Section 133 of the Companies Act, 2013 and restated in accordance with requirements of Section 26 of Part I of Chapter III of Companies Act 2013, as amended, the SEBI ICDR Regulations, as amended and the Guidance Note on “Reports in Company Prospectuses (Revised 2019)” issued by ICAI, as amended}) which comprises the restated summary Statement of Assets & Liabilities, the restated summary Statement of Profit and Loss, the restated summary Statement of Cash Flows and restated statement of change in equity along with all the schedules, annexures and notes thereto.
ROC / Registrar of Companies	Registrar of Companies, Delhi.
SEBI	Securities and Exchange Board of India constituted under the SEBI Act, 1992.
Senior management	Senior management of our Company determined in accordance with Regulation 2(1)(bbbb) of the SEBI ICDR Regulations. For details, see “Our Management” on page 168 of this Draft Red Herring Prospectus.
Stakeholders’ Relationship Committee	The Stakeholders’ Relationship Committee of our Company, constituted on August 20, 2024 in accordance with Section 178 of the Companies Act, 2013. For details refer head titled “Committees of our Board” under chapter titled “Our Management” on page number 176 of this Draft Red Herring Prospectus.

#### ISSUE RELATED TERMS

TERMS	DESCRIPTION
Applicant	Any prospective investor who makes an application pursuant to the terms of the Draft Red Herring Prospectus and the Application Form.
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.
Allot/ Allotment/ Allotted of Equity Shares	Unless the context otherwise requires, allotment of the Equity Shares pursuant to the Issue of the Equity Shares to the successful Applicants.
Allotment Advice	Note or advice or intimation of Allotment sent to the Applicants who have been allotted Equity Shares after the Basis of Allotment has been approved by the Designated Stock Exchange.
Allottee(s)	A successful Applicant (s) to whom the Equity Shares are being/have been issued/allotted.
Application	An indication to make an offer during the Issue Period by an Applicant, pursuant to submission of Application Form, to subscribe for our Equity Shares at the Issue Price including all revisions and modifications thereto, to the extent permissible under the SEBI

TERMS	DESCRIPTION
	(ICDR) Regulations.
Application Form	The Form in terms of which the applicant shall apply for the Equity Shares of our Company.
Application Amount	The number of Equity Shares applied for and as indicated in the Application Form multiplied by the price per Equity Share payable by the Applicants on submission of the Application Form.
Anchor Investor(s)	Qualified Institutional Buyer, applying under the Anchor Investor Portion in accordance with the requirements specified in the SEBI ICDR Regulations and the Red Herring Prospectus and who has Bid for an amount of at least ₹200.00 lakhs
Anchor Investor Allocation Price	The price at which Equity Shares will be allocated to the Anchor Investors in terms of the Red Herring Prospectus and the Prospectus, which will be decided by our Company in consultation with the Book Running Lead Manager
Anchor Investor Application Form	The application form used by an Anchor Investor to make a Bid in the Anchor Investor Portion and which will be considered as an application for Allotment in terms of the Red Herring Prospectus and the Prospectus
Anchor Investor Bidding Date	The day, being one Working Day prior to the Bid / Issue Opening Date, on which Bids by Anchor Investors shall be submitted, prior to and after which the Book Running Lead Manager will not accept any Bids from Anchor Investors, and allocation to Anchor Investors shall be completed
Anchor Investor Issue Price	The final price at which the Equity Shares will be Allotted to the Anchor Investors in terms of the Red Herring Prospectus and the Prospectus, which price will be equal to or higher than the Issue Price but not higher than the Cap Price. The Anchor Investor Issue Price will be decided by our Company in consultation with the Book Running Lead Manager
Anchor Investor Pay-in Date	With respect to Anchor Investor(s), it shall be the Anchor Investor Bidding Date, and in the event the Anchor Investor Allocation Price is lower than the Issue Price, not later than two Working Days after the Bid / Issue Closing Date
Anchor Investor Portion	Up to 60% of the QIB Portion which may be allocated by our Company in consultation with the Book Running Lead Manager to the Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. 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 Anchor Investor Allocation Price
Application Supported by Blocked Amount / ASBA	An application, whether physical or electronic, used by an Applicant authorizing a SCSB to block the application amount in the ASBA Account maintained with the SCSB and will include amounts blocked by SCSB upon acceptance of UPI Mandate Request by UPI Applicants using the UPI Mechanism.
ASBA Account	A bank account maintained with an SCSB and specified in the ASBA Form submitted by ASBA Applicants for blocking the Bid Amount mentioned in the ASBA Form and will include amounts blocked by SCSB upon acceptance of UPI Mandate Request by UPI Applicants using the UPI Mechanism.
ASBA Applicant(s)	Any prospective investors in this Issue who apply for Equity Shares of our Company through the ASBA process in terms of this Prospectus
ASBA Forms	An application form (with or without the use of UPI, as may be applicable), whether physical or electronic, used by ASBA Applicants, which will be considered as the application for Allotment in terms of the Prospectus.
ASBA Application Location(s) / Specified Cities	Such Branches of the SCSBs which shall collect the Application Forms used by the Applicants applying through the ASBA process and a list of which is available on <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes</a> or at such other website as may be prescribed by SEBI from time to time.
Broker centers	Broker centers notified by the Stock Exchanges, where the Applicants can submit the Application forms to a Registered Broker. the details of such broker centers, along with the names and contact details of the Registered Brokers, are available on the websites of the Stock Exchange

TERMS	DESCRIPTION
Banker to the Issue	Bank which are clearing members and registered with SEBI as banker to an issue and with whom the Public Issue Account will be opened, in this case being [●]
Banker to the Issue Agreement	Agreement dated [●] entered into amongst the Company, Book Running Lead Manager, the Registrar, and the Banker to the Issue.
Basis of Allotment	The basis on which the Equity Shares will be Allotted to successful Applicants under the Issue, as described in the Section titled, “Issue Procedure” beginning on page 294 of this Prospectus.
Broker to the Issue	All recognized members of the stock exchange would be eligible to act as the Broker to the Issue.
Bid	An indication to make an offer during the Bid/ Issue Period by an ASBA Bidder pursuant to submission of the ASBA Form, or during the Anchor Investor Bid/ Issue Period by an Anchor Investor, pursuant to submission of the Anchor Investor Application 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 Red Herring Prospectus and the Bid cum Application Form. The term “Bidding” shall be construed accordingly
Bid Amount	The highest value of optional Bids indicated in the Bid cum Application Form and, in the case of RIBs Bidding at the Cut off Price, the Cap Price multiplied by the number of Equity Shares Bid for by such Retail Individual Bidder and mentioned in the Bid cum Application Form and payable by the Bidder or blocked in the ASBA Account of the Bidder, as the case may be, upon submission of the Bid
Bid cum Application Form	Anchor Investor Application Form or the ASBA Form, as the context requires
Bid Lot	[●] Equity Shares and in multiples of [●] Equity Shares thereafter
Bid / Issue Closing Date	Except in relation to any Bids received from the Anchor Investors, the date after which the Designated Intermediaries will not accept any Bids, which shall be notified in all editions of [●], an English daily newspaper, all editions of [●], the Hindi national daily newspaper and all editions of the [●], a Hindi newspaper (Hindi being the regional language of Delhi, where our Registered Office is located), each with wide circulation. 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. In case of any revision, the extended Bid/ Issue Closing Date shall also be notified on the websites of the Book Running Lead Manager and at the terminals of the Syndicate Members and communicated to the Designated Intermediaries and the Sponsor Bank(s), which shall also be notified in an advertisement in the same newspapers in which the Bid/ Issue Opening Date was published, as required under the SEBI ICDR Regulations
Bid / Issue Opening Date	Except in relation to any Bids received from the Anchor Investors, the date on which the Designated Intermediaries shall start accepting Bids, which shall be notified in all editions of [●], an English national daily newspaper, all editions of [●], the Hindi national daily newspaper and all editions of the [●], a Hindi daily newspaper (Hindi being the regional language of Delhi, where our Registered Office is located), each with wide circulation
Bid / Issue Period	Except in relation to Anchor Investors, 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, provided that such period shall be kept open for a minimum of three working days. 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. In cases of force majeure, banking strike or similar circumstances, our Company may, 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

TERMS	DESCRIPTION
Bidder	Any prospective investor who makes a Bid pursuant to the terms of the Red Herring Prospectus and the Bid cum Application Form and unless otherwise stated or implied, includes an Anchor Investor
Bidding Centres	The centres at which the Designated Intermediaries shall accept the ASBA Forms, i.e., Designated Branches for SCSBs, Specified Locations for the Syndicate, Broker Centres for Registered Brokers, Designated RTA Locations for RTAs and Designated CDP Locations for CDPs
Book Building Process	Book building process, as provided in Schedule XIII of the SEBI ICDR Regulations, in terms of which the Issue is being made
Book Running Lead Manager / BRLM	The Book Running Lead Manager to the Issue, namely, Corpwis Advisors Private Limited
Collecting Depository Participant or CDP	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Application Forms at the Designated CDP Locations in terms of circular no. GR/CFD/POLICYCELL/11/2015 dated November 10, 2015, issued by SEBI
Collecting Registrar and Share Transfer Agent/CRTAs	Registrar to an Issue and share transfer agents registered with SEBI and eligible to procure Bids at the Designated RTA Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, issued by SEBI.
Controlling Branches/ Controlling Branches of the SCSBs	Such branches of the SCSBs which co-ordinate Application Forms by the ASBA Bidders with the Registrar to the Issue and NSE India and a list of which is available at <a href="http://www.sebi.gov.in">www.sebi.gov.in</a> or at such other website as may be prescribed by SEBI from time to time
CAN or Confirmation of Allocation Note	The note or advice or intimation sent to each successful Applicant indicating the Equity Shares which will be Allotted, after approval of Basis of Allotment by the Designated Stock Exchange.
Client ID	Client Identification Number maintained with one of the Depositories in relation to demat account.
Collection Centres	Centres at which the Designated Intermediaries shall accept the ASBA Forms.
Collecting Depository Participant or CDP	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Applications 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 SCSBs	Such branches of the SCSBs which co-ordinate Applications under this Issue made by the Applicants with the Book Running Lead Manager, the Registrar to the Issue and the Stock Exchanges, a list of which is provided on <a href="http://www.sebi.gov.in">http://www.sebi.gov.in</a> or at such other website as may be prescribed by SEBI from time to time.
Demographic Details	The demographic details of the Applicants such as their Address, PAN, Occupation and Bank Account details.
Depository/Depositories	A depository registered with SEBI under the SEBI (Depositories and Participant) Regulations, 1996, as amended from time to time, being NSDL and CDSL.
Designated CDP Locations	Such locations of the CDPs where Applicant can submit the 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 Application Forms are available on the websites of the Stock Exchange
Designated Date	The date on which the funds are transferred by the Escrow Collection Bank from the Escrow Account(s) or the instructions are given to the SCSBs to unblock the ASBA Accounts including the accounts linked with UPI ID and transfer the amounts blocked by SCSBs as the case may be, to the Public Issue Account, as appropriate in terms of the Prospectus and the aforesaid transfer and instructions shall be issued only after finalization of the Basis of Allotment in consultation with the Designated Stock Exchange.
Designated Intermediaries / Collecting Agent	An SCSB with whom the bank account to be blocked, is maintained, a syndicate member (or sub-syndicate member), a Registered Broker, Designated CDP Locations for CDP, a registrar to the Issue and share transfer agent (RTA) (whose names is

TERMS	DESCRIPTION
	mentioned on website of the stock exchange as eligible for this activity).
Designated Intermediaries/ Collecting Agent	An SCSB with whom the bank account to be blocked, is maintained, a syndicate member (or sub-syndicate member), a Registered Broker, Designated CDP Locations for CDP, a registrar to an issue and share transfer agent (RTA) (whose names is mentioned on website of the stock exchange as eligible for this activity).
Designated RTA Locations	Such locations of the RTAs where Applicant can submit the Application Forms to RTAs. The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept Application Forms are available on the websites of the Stock Exchange i.e. <a href="http://www.nseindia.com">www.nseindia.com</a>
Designated Stock Exchange	NSE Emerge
Draft Red Herring Prospectus / DRHP	This Draft Red Herring Prospectus dated March 03, 2025 issued in accordance with the SEBI ICDR Regulations, which does not contain complete particulars of the price at which the Equity Shares will be Allotted and the size of the Issue, including any addenda or corrigenda thereto
Depository Participant	A Depository Participant as defined under the Depositories Act, 1996.
DP	Depository Participant.
DP ID	Depository Participant's Identity Number.
Equity Shares	Equity Shares of our Company of face value ₹ 10/- each.
Equity Listing Agreement	The listing agreements to be entered into by our Company with the Stock Exchange in relation to our Equity Shares.
Eligible NRI	NRIs from jurisdictions outside India where it is not unlawful to make an offer or invitation under the Issue and in relation to whom the Prospectus constitutes an invitation to subscribe to the Equity Shares Allotted herein.
Eligible QFIs	Qualified Foreign Investors from such jurisdictions outside India where it is not unlawful to make an offer 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 depositary participants.
FII/Foreign Institutional Investors	Foreign Institutional Investor (as defined under SEBI (Foreign Institutional Investors) Regulations, 1995, as amended) registered with SEBI under applicable laws in India.
First/Sole Applicant	The Applicant whose name appears first in the Application Form or Revision Form.
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 of Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, provided that any FII 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
Electronic Transfer of Funds	Refunds through ECS, NEFT, Direct Credit or RTGS as applicable.
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.
Fresh Issue	Fresh Issue of <b>₹46,50,000</b> . Equity Shares of ₹10/- each fully paid-up of our Company for cash at a price of ₹ [●] per Equity Share (including premium of ₹ [●] per Equity Share aggregating to ₹ [●] Lakhs.
General Corporate Purpose(s)	Include such identified purposes for which no specific amount is allocated or any amount so specified towards general corporate purpose or any such purpose by whatever name called, in the Offer Document. Provided that any issue related expenses shall not be considered as a part of general corporate purpose merely because no specific amount has been allocated for such expenses in the Offer Document.

TERMS	DESCRIPTION
General Information Document (s)/ GID	The General Information Document for investing in public issues prepared and issued in accordance with the circular (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, the circular (CIR/CFD/DIL/1/2016) dated January 1, 2016 and (SEBI/HO/CFD/DIL/CIR/P/2016/26) dated January 21, 2016, circular (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 1, 2018, circular no. (SEBI/HO/CFD/DIL2/CIR/P/2019/50) dated April 3, 2019, circular no. (SEBI/HO/CFD/DIL2/CIR/P/2019/76) dated June 28, 2019, circular no. (SEBI/HO/CFD/DIL2/CIR/P/2019/85) dated July 26, 2019 and circular (SEBI/HO/CFD/DCR2/CIR/P/2019/133) dated November 8, 2019 and circular (SEBI/HO/CFD/DIL2/CIR/P/2020/50) dated March 30, 2020, issued by SEBI. The General Information Document is available on the websites of the Stock Exchanges and the Book Running Lead Manager.
Issue/ Initial Public Issue/ IPO	Public issue of 46,50,000 Equity Shares of face value of ₹10/- each of our Company for cash at a price of ₹ [●] per Equity Share (issued at premium) aggregating to ₹ [●] Lakhs by our Company, in terms of this Draft Red Herring Prospectus.
Issue Agreement	Issue Agreement dated January 21, 2025 between our Company and the Book Running Lead Manager, pursuant to which certain arrangements are agreed to in relation to the Issue.
Issue Opening Date	The date on which the Issue opens for subscription. In this case being [●], 2025
Issue Closing date	The date on which the Issue closes for subscription. In this case being [●], 2025
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 application
IPO	Initial Public Offering
Issue / Issue Size / Public Issue / Initial Public Issue / IPO	The Initial Public Issue of up to 46,50,000 Equity Shares of ₹ 10/- each at ₹ [●]/- per Equity Share including Share Premium of ₹ [●]/- per Equity Share aggregating to ₹ [●] Lakhs by our Company.
Issue Price	The price at which the Equity Shares are being issued by our Company through this Draft Red Herring Prospectus, being ₹ [●]/- (including share premium of ₹ [●]/- per Equity Share).
Issue Proceeds	The proceeds of the Issue which shall be available to our Company. For further information about use of the Issue Proceeds, see chapter titled “Objects of the Issue” on page number 91 of this Draft Red Herring Prospectus.
Lot size	The Market lot and Trading lot for the Equity Share is [●] and in multiples of [●] thereafter; subject to a minimum allotment of [●] Equity Shares to the successful applicants.
Market Maker	The Market Maker to the Issue, in this case being [●]
Market Making Agreement	The Agreement entered into between the Market Maker, Book Running Lead Manager and our Company dated [●]
Market Maker Reservation Portion	The Reserved portion of 2,34,000 Equity Shares of ₹ 10/- each at an Issue Price of ₹ [●] aggregating to ₹ [●] Lakhs for Designated Market Maker in the Public Issue of our Company.
MSME	Micro Small and Medium Enterprise
Mutual Fund(s)	Mutual fund (s) registered with SEBI pursuant to the SEBI (Mutual Funds) Regulations, 1996, as amended from time to time
NCLT	National Company Law Tribunal.
Net Issue	The Issue (excluding the Market Maker Reservation Portion) of 44,16,000 Equity Shares of ₹ 10/- each at ₹ [●]/- per Equity Share including share premium of ₹ [●]/- per Equity Share aggregating to ₹ [●]/- Lakhs by our Company
Net Proceeds	Proceeds of the Issue that will be available to our Company, which shall be the gross proceeds of the Issue less the Issue expenses.
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).

TERMS	DESCRIPTION
Non-Institutional Applicants/Investor / NIIs	All Applicants, including Eligible FPIs, that are not QIBs or Retail Individual Applicants and who have applied for Equity Shares for an amount of more than ₹2,00,000 (but not including NRIs other than Eligible NRIs, QFIs other than QFIs).
Non-Retail Portion including Qualified Institution Buyers (NRII)	The remaining portion of the Net Issue, after retail portion, being not more than 50% of the Net issue which shall be available for allocation to NRIs in accordance with the SEBI ICDR Regulations.
NSE Emerge	SME Platform of NSE for listing of equity shares offered under Chapter IX of the SEBI ICDR Regulations
Overseas Corporate Body / OCB	Overseas Corporate Body means and includes an entity defined in clause (xi) of Regulation 2 of the Foreign Exchange Management (Withdrawal of General Permission to Overseas Corporate Bodies (OCB's) Regulations 2003 and which was in existence on the date of the commencement of these Regulations and immediately prior to such commencement was eligible to undertake transactions pursuant to the general permission granted under the Regulations. OCBs are not allowed to invest in this Issue.
Person/ Persons	Any individual, sole proprietorship, unincorporated association, unincorporated organization, body corporate, corporation, company, partnership, limited liability company, 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.
Prospectus	The Prospectus to be filed with the ROC on or after the Pricing Date in accordance with Section 26 of the Companies Act, 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	An Account of the Company under Section 40 of the Companies Act, 2013 opened with the Public Issue Account Bank pursuant to the Banker to the Issue Agreement and where the funds shall be transferred by the SCSBs from bank accounts of the ASBA Investors
Public Issue Account Bank / Banker to the Issue	A bank which is a clearing member and registered with SEBI as a banker to an issue and with which the Public Issue Account for collection of Application Amounts from Escrow Account(s) and ASBA Accounts will be opened, in this case being [●].
Qualified Institutional Buyers / QIBs	The qualified institutional buyers as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations.
Qualified Foreign Investors/ QFIs	Non-resident investors other than SEBI registered FIIIs or sub-accounts or SEBI registered FVCIs who meet 'know your client' requirements prescribed by SEBI.
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)	The Bank which is a clearing member and registered with SEBI as a Banker to an Issue and with whom the Refund Account will be opened, in this case being [●]
Registered Brokers	Stock Brokers registered with SEBI under the Securities and Exchange Board of India (Stock Brokers and Sub Brokers) Regulations, 1992 and the stock exchanges having nationwide terminals, other than the Members of the Syndicate and having terminals at any of the Broker Centres and eligible to procure Applications in terms of Circular No. CIR/CFD/14/2012 dated October 04, 2012 and the UPI Circulars issued by SEBI.
Registrar and Share Transfer Agents or RTAs	Registrar and share transfer agents registered with SEBI and eligible to procure Applications at the Designated RTA Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, issued by SEBI.
Registrar / Registrar to the Issue	Registrar to the Issue being Skyline Financial Services Private Limited
Registrar Agreement	Registrar Agreement dated December 20, 2024, executed between our Company and the Registrar to the Issue
Reserved Category (ies)	Categories of persons eligible for making application under reservation portion.
Regulations	Unless the context specifies something else, this means the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

TERMS	DESCRIPTION
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 Net Issue comprising of up to [●] Equity Shares, which shall be available for allocation to RIBs in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Issue Price
Revision Form	Form used by the Applicants to modify the quantity of the Equity Shares or the Applicant Amount in any of their ASBA Form(s) or any previous Revision Form(s). QIB Bidders and Non-Institutional Bidders are not allowed to withdraw or lower their applications (in terms of quantity of Equity Shares or the Bid Amount) at any stage. Retail Individual Applicants can revise their Application during the Issue Period and withdraw their Applications until Issue Closing Date.
Self-Certified Syndicate Bank(s) / SCSBs	<p>The banks registered with SEBI, offering services, (i) in relation to ASBA (other than through UPI Mechanism), a list of which is available on the website of SEBI at <a href="http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=34">www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=34</a> or such other website as updated from time to time, and (ii) in relation to ASBA through the UPI Mechanism, a list of which is available on the website of SEBI at <a href="https://sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=40">https://sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=40</a> or such other website as updated from time to time.</p> <p>In relation to Bids (other than Bids by Anchor Investor) submitted to a member of the Syndicate, the list of branches of the SCSBs at the Specified Locations named by the respective SCSBs to receive deposits of Bid cum Application Forms from the members of the Syndicate is available on the website of the SEBI at <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> and updated from time to time.</p> <p>In accordance with SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019 and SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, UPI Bidders using the UPI Mechanism may apply through the SCSBs and mobile applications whose names appears on the website of the 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> 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</p>
Specified Locations	Collection Centres where the SCSBs shall accept application forms, a list of which is available on the website of the SEBI (www.sebi.gov.in) and updated from time to time.
Sponsor Bank	The Banker to the Issue which is 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.
SME Platform of NSE / SME Exchange / Stock Exchange / NSE Emerge / NSE	The SME platform of NSE i.e., NSE Emerge, approved by SEBI as an SME Exchange for listing of equity shares issued under Chapter IX of the SEBI ICDR Regulations.
Syndicate Agreement	Syndicate agreement to be entered into between our Company, the Book Running Lead Manager and the members of the Syndicate in relation to collection of Bid cum Application Forms by the Syndicate
Syndicate Member(s)	Intermediaries (other than the Book Running Lead Manager) registered with SEBI who are permitted to accept bids, applications and place order with respect to the Issue.
Sub-Syndicate Members	The sub-syndicate members, if any, appointed by the Book Running Lead Manager and the Syndicate Members, to collect ASBA Forms and Revision Forms
Syndicate / Members of the Syndicate	Together, the Book Running Lead Manager and the Syndicate Members
Systemically Important	Systemically important non-banking financial company as defined under Regulation

TERMS	DESCRIPTION
Non-Banking Financial Company	2(1)(iii) of the SEBI ICDR Regulations
TRS / Transaction Registration Slip	The slip or document issued by a member of the Syndicate or an SCSB (only on demand), as the case may be, to the Applicant, as proof of registration of the Application.
Underwriter	Underwriter to the issue is [●]
Underwriting Agreement	The Agreement entered into between the Underwriter and our Company dated [●]
Unified Payment Interface or UPI	Unified payment Interface, which is an instant payment mechanism, developed by NPCI.
UPI Circular	The bidding mechanism that may be used by an RII to make an Application in the Issue in accordance with SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 01,2018 read with SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2019/50) dated April 3, 2019,SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2019/76) dated June 28, 2019 and SEBI Circular(SEBI/HO/CFD/DCR2/CIR/P/2019/133) dated November 08, 2019, the circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, the circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 02, 2021, SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, SEBI circular no SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, SEBI circular no SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023 and SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 any subsequent circulars or notifications issued by SEBI in this regard and any subsequent circulars or notifications issued by SEBI in this regard.
UPI Applicants	Collectively, individual investors applying as Retail Individual Investors in the Retail Portion, and Other than retail individual investors applying with an application size of more than ₹ 200,000/- and up to ₹ 500,000/- in the Other than Retail Investors category and applying under the UPI Mechanism. Pursuant to Circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022 issued by SEBI, all individual investors applying in public issues where the application amount is up to ₹ 500,000/- shall use UPI and shall provide their UPI ID in the application form submitted with: (i) a stock broker registered with a recognized stock exchange (whose name is mentioned on the website of the stock exchange as eligible for such activity), (ii) a depository participant (whose name is mentioned on the website of the stock exchange as eligible for such activity), and (iii) a registrar to an issue and share transfer agent (whose name is mentioned on the website of the stock exchange as eligible for such activity)
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.
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.
Willful Defaulter	Willful defaulter as defined under Regulation 2(1)(iii) of the SEBI ICDR Regulations.
Working Days	Any day, on which commercial banks in Mumbai are open for business; provided however, with reference to (i) announcement of Price Band; and (ii) Bid /Issue Period, “Working Day” shall mean any day, excluding all Saturdays, Sundays and public holidays, on which commercial banks in Mumbai are open for business; and with reference to (iii) the time period between the Bid / Issue Closing Date and the listing of the Equity Shares on the Stock Exchanges, “Working Day” shall mean all trading days of the Stock Exchanges, excluding Sundays and bank holidays, as per the SEBI circular number SEBI/HO/CFD/DIL/CIR/P/2016/26 dated January 21, 2016 and the SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, including the UPI Circulars

## TECHNICAL AND INDUSTRY RELATED TERMS

TERM	DESCRIPTION
AI	Artificial Intelligence
ALMP	Active Labour Market Policies
BFSI	Banking, Financial Services and Insurance.
CAGR	Compound Annual Growth Rate
FM	Facility Management (FM)/Integrated Facility Management
GDP	Gross Domestic Product
IMF	International Monetary Fund
IT	Information technology.
LFPR	Labour Force Participation Rate
PLFS	Periodic Labour Force Survey
PSARA	Private Security Agencies (Regulation) Act, 2005.
WEO	World Economic Outlook

## CONVENTIONAL AND GENERAL TERMS/ABBREVIATION

TERM	DESCRIPTION
A/c	Account
Act or Companies Act	Companies Act, 2013, as amended from time to time
ACIT	Assistant Commissioner of Income Tax.
AGM	Annual General Meeting
AIF	Alternate investment Fund as defined in and registered with SEBI under SEBI AIF Regulations
Air Act, 1981	Air (Prevention and Control of Pollution) Act, 1981.
AO	Assessing Officer
ASBA	Application Supported by Blocked Amount
AS	Accounting Standards issued by the Institute of Chartered Accountants of India
AY	Assessment Year
B.Com	Bachelor of Commerce
BG	Bank Guarantee
BRLM	Book Running Lead Manager
CAN	Confirmation Allocation Note
CARO	Companies (Auditor's Report) Order, 2020 as amended
Category I Foreign Portfolio Investor(s)	FPIs registered as Category I Foreign Portfolio Investors under the SEBI FPI Regulations.
Category II Foreign Portfolio Investor(s)	An FPI registered as a category II foreign portfolio investor under the SEBI FPI Regulations
Category III Foreign Portfolio Investor(s)	FPIs registered as category III FPIs under the SEBI FPI Regulations, which shall include all other FPIs not eligible under category I and II foreign portfolio investors, such as endowments, charitable societies, charitable trusts, foundations, corporate bodies, trusts, individuals and family offices
CDSL	Central Depository Services (India) Limited
CFO	Chief Financial Officer
CIN	Corporate Identity Number

TERM	DESCRIPTION
CIT	Commissioner of Income Tax
CRR	Cash Reserve Ratio
Companies Act	Companies Act, 1956 (without reference to the provisions thereof that have ceased to have effect upon notification of the Notified Sections) and the Companies Act, 2013, to the extent in force pursuant to the notification of the Notified Sections, read with the rules, regulations, clarifications and modifications thereunder
Companies Act 1956	Companies Act, 1956 (without reference to the provisions thereof that have ceased to have effect upon notification of the Notified Sections)
Companies Act 2013	Companies Act, 2013, to the extent in force pursuant to the notification of the Notified Sections, read with the rules, regulations, clarifications, and modifications thereunder
Competition Act	The Competition Act, 2002.
CAPPM	Consumer Awareness, Publicity and Price Monitoring
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.
DP ID	Depository Participant's Identification
DPIIT	Department for Promotion of Industry and Internal Trade
EBIDTA	Earnings Before Interest, Depreciation, Tax and Amortization
ECS	Electronic Clearing System
EGM	Extraordinary 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
EPF Act	Employees' Provident Funds and Miscellaneous Provisions Act, 1952
ESI Act	Employees' State Insurance Act, 1948
Financial Year / Fiscal / Fiscal Year /FY	The period of twelve months ended March 31 of that particular year
FCNR Account	Foreign currency non-resident account.
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 (Non-debt Instruments) Rules, 2019 and subsequent amendments thereof
FII(s)	Foreign Institutional Investors as defined under the SEBI FPI Regulations.
Foreign Portfolio Investor or FPI	Foreign Portfolio Investors, as defined under the SEBI FPI Regulations and registered with SEBI under applicable laws in India.
Fugitive economic offender	“Fugitive economic offender” shall mean an individual who is declared a fugitive economic offender under section 12 of the Fugitive Economic Offenders Act, 2018 (17 of 2018)
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

<b>TERM</b>	<b>DESCRIPTION</b>
GDP	Gross Domestic Product
GIR Number	General Index Registry Number
Gov/ Government/GOI	Government of India
GST	Goods and Service Tax
GST Act	The Central Goods and Service Tax Act, 2017
GSTIN	GST Identification Number
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	Income Tax Act, 1961, as amended from time to time
Ind AS	New Indian Accounting Standards notified by Ministry of Corporate Affairs on February 16, 2015, applicable from Financial Year commencing April 1, 2016, as amended.
ITAT	Income Tax Appellate Tribunal
INR/ Rs. / Rupees / ₹	Indian Rupees, the legal currency of the Republic of India
IPO	Initial Public Offering
KMP	Key Managerial Personnel
LLP Act	The Limited Liability Partnership Act, 2008.
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
MSMEs	Micro, Small & Medium Enterprises
NA	Not Applicable
NACH	National Automated Clearing House
NAV	Net Asset Value
NEFT	National Electronic Fund Transfer
NOC	No Objection Certificate
Notified Sections	The sections of the Companies Act, 2013, that have been notified by the Government as having come into effect prior to the date of this Prospectus
NR/ Non-Residents	Non-Resident
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
OCB	Overseas Corporate Bodies
p.a.	Per annum

<b>TERM</b>	<b>DESCRIPTION</b>
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
QFI(s)	Qualified Foreign Investor(s) as defined under the SEBI FPI Regulations
R & D	Research and Development
RBI	Reserve Bank of India
RBI Act	Reserve Bank of India Act, 1934, as amended from time to time
RoC or Registrar of Companies	The Registrar of Companies, Ahmedabad
RoCE	Return on Capital Employed
RoNW	Return on Net Worth
RTA	Registrar and Transfer Agents
RTI	Right to Information, in terms of Right to Information Act, 2005
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	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 AIF Regulations	Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012.
SEBI FII Regulations	Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995.
SEBI (Venture Capital) Regulations	Securities and Exchange Board of India (Venture Capital) Regulations, 1996 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	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time
SEBI (LODR) Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, including instructions and clarifications issued by SEBI 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 FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019, as amended from time to time.
SEBI FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000
Sec. / S.	Section
Securities Act	The U.S. Securities Act of 1933, as amended
SME	Small and Medium Enterprises

TERM	DESCRIPTION
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 Emerge
STT	Securities Transaction Tax
TDS	Tax Deducted at Source
TAN	Tax Deduction and Collection Account Number
TIN	Taxpayer Identification Number
TRS	Transaction Registration Slip
UIN	Unique Identification Number
U.S. GAAP	Generally accepted accounting principles in the United States of America
VCF/ Venture Capital Funds	Foreign Venture Capital Funds as defined under the SEBI AIF Regulations
Wilful Defaulter(s) or a Fraudulent Borrower	Wilful defaulter or a Fraudulent Borrower as defined under Regulation 2(1)(III) of the SEBI ICDR Regulations
WHO	World Health Organization
WEO	World Economic Outlook
YoY	Year on Year

***Notwithstanding the foregoing:***

- In the section titled “Main Provisions of Articles of Association” beginning on page no. 334 of the Draft Red Herring Prospectus, defined terms shall have the meaning given to such terms in that section;
- In the chapters titled “Summary of the Offer Document” and “Our Business” beginning on page 20 and 145 respectively, of the Draft Red Herring Prospectus, defined terms shall have the meaning given to such terms in that section;
- In the section titled “Risk Factors” beginning on page 27 of the Draft Red Herring Prospectus, defined terms shall have the meaning given to such terms in that section;
- In the chapter titled “Statement of Tax Benefits” beginning on page 115 107 of the Draft Red Herring Prospectus, defined terms shall have the meaning given to such terms in that section;
- In the chapter titled “Management’s Discussion and Analysis of Financial Position and Results of Operations” beginning on page 243 of the Draft Red Herring Prospectus, defined terms shall have the meaning given to such terms in that section.

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

### **CERTAIN CONVENTIONS**

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

Unless otherwise specified, any time mentioned in this Draft Red Herring Prospectus is in Indian Standard Time ("IST").

Unless indicated otherwise, all references to a year in this Draft Red Herring Prospectus are to a calendar year.

In this Draft Red Herring Prospectus, the terms "we", "us", "our", the "Company", "our Company", "Armour", "ARMOUR SECURITY (INDIA). LTD." and, unless the context otherwise indicates or implies, refers to ARMOUR SECURITY (INDIA). LTD. In this Draft Red Herring Prospectus, unless the context otherwise requires, all references to one gender also refers to another gender.

### **FINANCIAL DATA**

Unless stated otherwise, the financial data included in this Draft Red Herring Prospectus are extracted from the Restated financial statements of our Company, prepared in accordance with the applicable provisions of the Companies Act and Indian GAAP and restated in accordance with SEBI (ICDR) Regulations, as stated in the report of our Peer Reviewed Auditors, set out in the Section titled "*Financial Information*" beginning on page number 194 of this Draft Red Herring Prospectus.

Our fiscal year commences on 1st April of each year and ends on 31st March of the next year. All references to a particular fiscal year are to the 12-month period ending on 31st March of that year. 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 decimals have been rounded off to two decimal points.

There are significant differences between Indian GAAP, IFRS and US GAAP. The Company has not attempted to quantify their impact on the financial data included herein and urges you to consult your own advisors regarding such differences and their impact on the Company's financial data. Accordingly, to what extent, the 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 practices / 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.

Any percentage amounts, as set forth in "*Risk Factors*", "*Our Business*", "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" and elsewhere in this Draft Red Herring Prospectus unless otherwise indicated, have been calculated on the basis of the Company's restated financial statements prepared in accordance with the applicable provisions of the Companies Act and Indian GAAP and restated in accordance with SEBI (ICDR) Regulations, as stated in the report of our Peer Reviewed Auditor, set out in the Section titled "*Financial Information*" beginning on page number 194 of this Draft Red Herring Prospectus.

### **CURRENCY AND UNITS OF PRESENTATION**

All references to "Rupees", "Rs.", "INR", or "₹" are to Indian Rupees, the official currency of the Republic of India. All references to "£" or "GBP" are to Great Britain Pound, the official currency of the United Kingdom. All references to "\$", "US\$", "USD", "U.S. \$" or "U.S. Dollars" are to United States Dollars, the official currency of the United States of America

Our Company has presented certain numerical information in this Draft Red Herring Prospectus in "Lakh" 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 therein are due to rounding-off.

All references to 'million' / 'Million' / 'Mn' refer to one million, which is equivalent to 'ten lacs' or 'ten lakhs', the word 'Lacs / Lakhs / Lac' means 'one hundred thousand' and 'Crore' means 'ten million and 'billion / bn/ Billions' means 'one hundred crores'

## **INDUSTRY AND MARKET DATA**

Unless stated otherwise, industry data used throughout this Draft Red Herring Prospectus has been obtained or derived from industry and government publications, publicly available information and sources. Industry publications generally state that the information contained in those publications has been obtained from sources believed to be reliable but that their accuracy and completeness are not guaranteed, and their reliability cannot be assured. Although our Company believes that industry data used in the Draft Red Herring Prospectus is reliable, it has not been independently verified.

Further, the extent to which the industry and market data presented in the Draft Red Herring Prospectus is meaningful depends on the reader's familiarity with and understanding of the methodologies used in compiling such data. There are no standard data gathering methodologies in the industry in which we conduct our business, and methodologies and assumptions may vary widely among different industry sources.

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## FORWARD-LOOKING STATEMENTS

All statements contained in the Draft Red Herring Prospectus that are not statements of historical facts constitute “forward-looking statements”. All statements regarding our expected financial condition and results of operations, business, objectives, strategies, plans, goals and prospects are forward-looking statements. These forward-looking statements include statements as to our business strategy, our revenue and profitability, planned projects and other matters discussed in the Draft Red Herring Prospectus regarding matters that are not historical facts. These forward-looking statements and any other projections contained in the Draft Red Herring Prospectus (whether made by us or any third party) are predictions and involve known and unknown risks, uncertainties and other factors that may cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements or other projections.

These forward-looking statements can generally be identified by words or phrases such as “will”, “aim”, “will likely 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. All forward looking statements are subject to risks, uncertainties and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement. Important factors that could cause actual results to differ materially from our expectations include but are not limited to:

- i. Our ability to manage and sustain our growth, implement our strategies;
- ii. Our ability to attract, manage and retain skilled manpower;
- iii. Increase in labour and wage costs and employee expenses;
- iv. Revenues from, and demand for our security services;
- v. Our ability to successfully manage risks associated with cash logistics operations;
- vi. Management and successful growth of our new businesses, such as housekeeping services, home alarms and pest control;
- vii. Compliance with security services related health, safety and other applicable regulations;
- viii. Our ability to obtain, maintain and renew statutory licenses and approvals required to conduct our businesses; and
- ix. Maintenance of information technology systems and data security.

For further discussion of factors that could cause the actual results to differ from the expectations, see the sections/chapters *“Risk Factors”*, *“Business Overview”* and *“Management’s Discussion and Analysis of Financial Position and Results of Operations”* beginning on page number 27, 145, and 243 respectively of this Draft Red Herring Prospectus. By their nature, certain market risk disclosures are only estimates and could be materially different from what occurs in the future. As a result, actual gains or losses could materially differ from those that have been estimated.

Forward-looking statements reflect the current views as of the date of this Draft Red Herring Prospectus and are not a guarantee of future performance. These statements are based on the management’s beliefs and assumptions, which in turn are based on currently available information. Although our Company believes 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. None of our Company, the Directors, the BRLM, or 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. Our Company and the Directors will ensure that investors in India are informed of material developments until the time of the grant of listing and trading permission by the Stock Exchange

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## SECTION II - SUMMARY OF OFFER DOCUMENT

### A. Primary Business of Company

Established in 1999, our company specializes in comprehensive private security solutions, offering services such as security planning, management, integrated facility management, housekeeping, and manpower provision which includes skilled, semi-skilled and unskilled personnel, catering to clients' diverse needs. With over 20 years of experience, we have established our presence in the security manpower services and integrated facility management sector. Starting from a solitary office in Defense Colony, Delhi, we have extended our operation to various states across India, ensuring the consistent delivery of quality services.

*(For Detailed information on our business, please refer to the chapter titled “Our Business” beginning from page 145 of this Draft Red Herring Prospectus)*

### B. Summary of the Industry in which our Company Operates

#### **Private Security Personnel Services, Manpower Staffing and Other Personnel Services**

The company operates in India's Private Security Services industry, which is expanding rapidly, with an annual growth rate of 9.93%. While some major players need to comply with the Private Securities Agencies Regulation Act 2005 or the Payment of Wages Act, 1936, 65% of the market is comprised of smaller, unorganized agencies. The market is valued at INR 400 billion and employs over 7 million personnel. The sector plays a critical role in enhancing national security and providing services to various sectors like education, retail, government, real estate, and healthcare.

Apart from that our company also operates in the thriving manpower staffing and personnel services industry, specializing in connecting organizations with skilled, semi-skilled, and unskilled talent across various sectors. Advancements in areas like predictive analytics, machine learning, and natural language processing will continue to shape the future of staffing and recruiting. By embracing emerging technologies, leveraging data-driven insights, and adopting ethical recruiting practices, recruiters can navigate the ever-changing landscape of staffing with confidence and drive better outcomes for both employers and candidates alike.

#### **Integrated Facility Management Services**

The India Facility Management Market size is estimated at USD 148.65 billion in 2024, and is expected to reach USD 212.12 billion by 2029, growing at a CAGR of 7.37% during the forecast period (2024-2029). Facility Management encompasses all aspects of managing a building, an organization's infrastructure, and the overall coordination of the workplace. This system streamlines processes and standardizes services for an organization.

This industry integrates people, processes, and technology to ensure the efficient and safe operation of buildings and facilities. Services include cleaning, maintenance, energy management, waste management, and regulatory compliance. It supports sectors like real estate, healthcare, education, and government.

As investments increase in IT/ITES/BPO, finance/banking, telecom, retail/malls, and industrial sectors, the Facility Management (FM) market will continue to witness strong growth in the next two to three years. The outlook of FM services in India is shaping up to be highly optimistic, mainly due to growing maturity of end users and the need for improved safety, comfort, and professional maintenance of assets.

Demand in retail, office space, hotel rooms, and residential housing are strong growth enablers for the FM market. It is expected that even a GDP growth of 6-7% in the next five years will push the real estate sector on a growth trajectory with strong prospects for the FM sector.

*(For further detailed information, please refer to section titled “Industry Overview” beginning from page 119119 of this Draft Red Herring Prospectus)*

### C. Name of the Promoters of Our Company:

The Promoters of our company being Mr. Vinod Gupta and Mrs. Arnima Gupta.

*(For further details, please refer chapter titled “Our Promoter and Promoter Group” beginning from page 184 184 of this Draft Red Herring Prospectus)*

#### D. Issue Size

The following table summarizes the details of the size of the Issue:

Type	Fresh Issue Size (In Lakhs)	Offer For Sale Size (In Lakhs)	Total Issue Size (In Lakhs)
Fresh Issue and Offer for Sale	Fresh Issue of upto 46,50,000 Equity Shares aggregating upto ₹ [●] Lakhs	Nil	up to 46,50,000 Equity Shares aggregating up to ₹ [●] lakhs

*The Issue has been authorized by our Board of Directors at the Board Meeting held on August 28, 2024, and by our Shareholders at the Annual General Meeting held on September 30, 2024.*

#### E. Objects of the Issue:

The Net Proceeds are proposed to be utilized towards funding the following objects:

Sr. No.	Particulars	Amount (₹ In Lakhs)
1.	Funding of Working Capital requirements	1590.30
2.	Funding Capital expenditure requirements for purchasing of machinery, equipment and vehicles	160.93
3.	Pre-payment/re-payment of, in part or full, certain outstanding borrowings of our Company	240.00
4.	General Corporate Expenses*	[●]

\* As per NSE Circular No. 04/2024 dated December 20, 2024, SEBI has introduced additional eligibility criteria for SMEs seeking to list their securities on NSE Emerge. These criteria align with the amendments approved by SEBI at its 208th Board Meeting on December 18, 2024, to the SEBI (ICDR) Regulations, 2018, and SEBI (LODR) Regulations, 2015. As per the amendments communicated via SEBI press release PR No. 36/2024 dated December 18, 2024 (Point No. 2 - Page 4, Bullet Point 2.5), the amount allocated for General Corporate Purpose (GCP) in an SME IPO shall be capped at 15% of the amount being raised by the issuer or ₹ 10 crore, whichever is lower. Accordingly, our company intends to adhere to these additional eligibility criteria set by NSE, ensuring that the allocation for general corporate expenses does not exceed the prescribed cap of 15% of the gross amount being raised or ₹ 10 crore, whichever is lower.

(For further details, please refer chapter titled “Objects of the Issue” beginning from page 91 of this Draft Red Herring Prospectus)

#### F. Pre-issue shareholding of our Promoter and Promoter Group as on the date of this Draft Red Herring Prospectus:

Particulars	Pre-Issue Shareholding	
	Number of Shares	Percentage holding
<b>Promoter</b>		
Mr. Vinod Gupta	59,15,000	48.40%
Mrs. Arnima Gupta	59,15,000	48.40%
<b>Total Promoter Shareholding (A)</b>	<b>1,18,30,000</b>	<b>96.80%</b>
Promoter Group	-	-
<b>Total Promoter Group Shareholding (B)</b>	<b>-</b>	<b>-</b>
<b>Total Promoter &amp; Promoter Group (A+B)</b>	<b>1,18,30,000</b>	<b>96.80%</b>

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**G. Summary of restated financial statements:**

(Values are in Lakhs unless specified)

Particulars	For the period ended September 30, 2024	For The Financial Years ended March 31,		
		2024	2023	2022
Total Share Capital	1,222.00	1,222.00	1.00	1.00
Total Net Worth	1694.57	1445.82	349.06	125.97
Total Revenue	1723.29	3293.29	2884.64	2680.84
EBITDA	343.38	364.92	310.39	52.67
Profit After Tax	248.75	261.76	225.66	29.13
Face Value per equity share	10	10	10	10
Earnings Per Share (As per Restated)				
Basic	₹ 2.04	₹ 2.14	₹ 2,256.60	₹ 291.27
Adjusted	₹ 2.04	₹ 2.14	₹ 4.16	₹ 0.54
Net Asset Value per equity share (As per Restated)	₹ 13.87	₹ 11.83	₹ 3,490.57	₹ 1,259.67
Return on Capital Employed (%)	18.75%	22.26%	70.20%	22.72%
Return on Net Worth (%)	14.68%	18.10%	64.65%	23.12%
Total Borrowings	137.44	180.06	85.43	70.03

\*Note on adjusted PBT

(For further details, please refer chapter titled "Restated Financial Statements" beginning from page no. 194 of this Draft Red Herring Prospectus)

Notes:

A. The ratios have been computed as follows:

- a) Earnings per share = Restated Net Profit/(Loss) after Tax / Number of Equity Shares outstanding at the end of the period/year
- b) Return on Net Worth (%) = Restated Net Profit/(Loss) after Tax / Restated Net Worth at the end of the period/year.
- c) Return on Capital Employed is calculated as follows: Profit for the period/ year plus finance cost plus tax expenses (EBIT) divided by Capital employed (Equity share capital plus reserves plus long term and short term borrowings).
- d) Net Asset Value per share (in ₹) = Restated net worth at the end of the year / Number of Equity Shares outstanding at the end of the period/year

B. Net Worth for calculating Ratios = Equity Share Capital + Other Equity

C. EBITDA (Earnings before interest, tax, depreciation and amortization) = Profit before tax+ Depreciation and amortization+ Interest cost-other income

**H. Qualifications of the Statutory Auditor which have not been given effect to in the Restated Financial Statements:**

There are no qualifications included by the Statutory Auditor in their audit reports and hence no effect is required to be given in the Restated Financial Statements.

**I. Summary of outstanding litigations:**

There are certain outstanding litigation pending against the Company, Directors, Promoter, Promoter Group, and Group Companies. These legal proceedings are pending at different levels of adjudication before various courts and tribunals. Any adverse decision may make us liable to liabilities/penalties and may adversely affect our business and financial status. A summary of these legal and other proceedings is given below:

(The rest of the page is intentionally left blank)

Nature of Cases	Number of Cases	Total Amount Involved (₹)
<b>Proceedings against our Company</b>		
Civil Proceedings	Nil	Nil
Criminal Proceedings	Nil	Nil
Tax Proceedings	Nil	Nil
Action by regulatory authorities	Nil	Nil
<b>Proceedings by our Company</b>		
Civil Proceedings	Nil	Nil
Criminal Proceedings	Nil	Nil
Tax Proceedings	2	3,34,83,585
Action by regulatory authorities	Nil	Nil
<b>Proceedings against our Promoters &amp; Directors</b>		
Civil Proceedings	Nil	Nil
Criminal Proceedings	Nil	Nil
Tax Proceedings	2	4,59,426
Action by regulatory authorities	Nil	Nil
<b>Proceedings by our Promoters &amp; Directors</b>		
Civil Proceedings	Nil	Nil
Criminal Proceedings	1	7,00,000
Tax Proceedings	Nil	Nil
Action by regulatory authorities	Nil	Nil
<b>Proceedings against our Group Companies</b>		
Civil Proceedings	Nil	Nil
Criminal Proceedings	Nil	Nil
Tax Proceedings	Nil	Nil
Action by regulatory authorities	Nil	Nil
<b>Proceedings by our Group Companies</b>		
Civil Proceedings	Nil	Nil
Criminal Proceedings	1	10,00,000
Tax Proceedings	Nil	Nil
Action by regulatory authorities	Nil	Nil

For further details, please refer chapter titled "Outstanding Litigations and Material Developments" beginning from page no. 261 of this Draft Red Herring Prospectus

**J. Risk factors:**

For the details pertaining to the internal and external risk factors relating to the Company, kindly refer to the section titled "Risk Factors" beginning on page 27 of this Draft Red Herring Prospectus.

**K. Summary of contingent liabilities:**

Particulars	For the period ended September 30, 2024	(Amount in lakhs)		
		2024	2023	2022
(A) Guarantees				
(i) Guarantees to Banks and Financial Institutions against credit facilities extended to Company	-	-	-	-
(ii) Financial/ Performance/ Bank Guarantees	96.21	96.11	202.46	207.47
(B) Demand notice for service tax	329.75	329.75	329.75	329.75
(C) Demand against TDS	5.09	5.06	5.00	3.12
Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances)		-	-	-
Claims against the Company not acknowledged as debts in the books of accounts		-	-	-
<b>Total</b>	<b>431.05</b>	<b>430.92</b>	<b>537.21</b>	<b>540.34</b>

It is not practicable for the Company to estimate the timings of cash outflows, if any, in respect of the above pending resolution of the proceedings. The Company does not expect any reimbursements in respect of the above contingent liabilities. Future cash outflows in respect of the above are determinable only on receipt of judgments/ decisions pending with various forums/ authorities. The Company does not expect any outflow of economic resources in respect of the above and therefore no provision is made in respect thereof.

**L. Summary of related party transactions:**

As per Restated Financial Statements: As per Accounting Standard (AS) 18 issued by Institute of Chartered Accountants of India (ICAI), the disclosures of transactions with related parties are below: a. Details of Related parties with whom transactions have taken place during the year:

<b>Names of related parties</b>	<b>Description of Relationship</b>
Subodh Jindal - Chief Financial Officer	Key Managerial Personnel
Anshu Singh – Ex-Company Secretary (resigned w.e.f 30 <sup>th</sup> Oct 2024)	Key Managerial Personnel
Shakshi Mishra - Company Secretary	Key Managerial Personnel
Arnima Gupta-Promoter	Promoter and director of the Company
Vinod Gupta-Promoter	Promoter of the Company
Vinod Gupta & Sons (HUF)	Director is Karta
Viarn Infrastructure Pvt Ltd	Entities in which shareholders/ Directors exert Significant influence
Brij Bhushan Gupta	Director of the Company
Armour Security India	Promoter is Proprietor
Aruna Gupta	Relative of director/promoter
Mayur Gupta	Relative of director/promoter
Bhavesh Gupta	Relative of director/promoter
Shashi Gupta	Relative of director/promoter
Ravinder Gupta	Relative of director/promoter

Following is the summary of the related parties transaction of the Company as of for the six months period September 30, 2024, and for the financial years ended on March 31, 2024, 2023 and 2022:

<i>(Amount in lakhs)</i>					
<b>Nature of the Transaction</b>	<b>Name of Related Party</b>	<b>For the period ended September 30, 2024</b>	<b>For the year ended March 31, 2024</b>	<b>For the year ended March 31, 2023</b>	<b>For the year ended March 31, 2022</b>
Loan Borrowed	Shashi Gupta	-	-	-	-
Loan Repaid		-	-	0.30	-
Loan Borrowed	Arnima Gupta	-	-	33.50	49.36
Loan Repaid		-	-	55.86	82.55
Loan Borrowed	Bhavesh Gupta	-	-	1.50	-
Advance paid for services to be rendered	Anima Gupta	3.95	143.22	-	-
Utilized or refunded advances		0.35	58.42	-	-
Advance paid for services to be rendered	Vinod Gupta	75.97	217.59	149.60	205.08
Utilized or refunded advances		47.06	108.58	152.12	162.85
Advance paid for services to be rendered	Mayur Gupta	-	20	-	-

Utilized or refunded advances		-	15	-	-
Advances utilized or refunded advances	Ravinder Gupta		1.20	-	-
Advance paid for services to be rendered	Viarn Infrastructure Pvt Ltd	-	0.68	3.22	18.91
Utilized or refunded advances		-	-	0.64	19.30
Advance paid for services to be rendered	Armour Security India	24.29	24.91	-	-
Utilized or refunded advances		-	-	-	-
Advance paid for services to be rendered	Vinod Gupta & Sons (HUF)	-	3.55	20.47	22.70
Utilized or refunded advances		-	-	1.00	7.75
Rent paid/accrued	Arnima Gupta	9.00	18.00	18.00	18.00
Salary/ Remuneration	Arnima Gupta	-	13.50	18.00	18.00
Salary/ Remuneration	Vinod Gupta	16.00	18.00	18.00	18.00
Salary/ Remuneration	Brij Bhushan Gupta	1.80	0.30	-	-
Salary/ Remuneration	Subodh Jindal	3.00	6.00	6.00	4.80
Salary/ Remuneration	Anshu Singh	0.90	0.30	-	-

(For details pertaining to Related Party Transactions, kindly refer to the chapter titled “Related Party Transactions” beginning on page 242 of this Draft Red Herring Prospectus)

**M. Details of financing arrangement:**

There are no financing arrangements whereby the promoter, member of promoter group, the directors of our company and their relatives have 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 since inception of the company.

**N. Weighted Average Price of the Equity Shares acquired by our Promoters in the last one year preceding the date of this Draft Red Herring Prospectus.**

During the last one year preceding the date of this Prospectus, our promoters have not acquired any equity shares.

**O. Average Cost of Acquisition of Shares for Promoters**

The average cost of acquisition of Shares for the Promoters is as follows:

Name of Promoters	No. of shares acquired in last one year from the date of this Prospectus	Weighted Average Price (in ₹)
Mr. Vinod Gupta	59,15,000	5.42
Mrs. Arnima Gupta	59,15,000	5.41

As certified by PDMS AND CO, Chartered Accountants pursuant to their certificate having UDIN 25099065BMNUQZ1693 dated February 24, 2025.

**P. Pre-IPO Placement**

Our Company does not contemplate any issuance or placement of Equity Shares in this Issue, until the listing of the Equity Shares.

**Q. Issue of equity shares made in last one year for consideration other than cash**

During the last one **year**, the company has not issued any equity shares for consideration other than cash

**R. Split or consolidation of Equity Shares in the last one year**

No split or consolidation of equity shares has been made in the last one year prior to the filing of this Draft Red Herring Prospectus.

**S. Exemption from complying with any provisions of securities laws, if any, granted by SEBI**

Our Company has not applied for or received any exemptions from SEBI from complying with any provisions of securities laws.

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### SECTION III - RISK FACTORS

Any investment in securities involves a high degree of risk. Investors should carefully consider all the information in this Draft Red Herring Prospectus, including the risks and uncertainties described below, before making an investment in our Equity Shares. To obtain a more complete understanding, you should read this section together with Chapters titled, "Our Business", "Terms of the Issue", "Industry Overview", "Restated Financial Statement", "Outstanding Litigation and Other Material Developments", and "Management's Discussion and Analysis of Financial Condition and Results of Operations" beginning on pages 145, 282, 119, 194, 261 and 243 respectively of this Draft Red Herring Prospectus, as well as the other financial and statistical information contained in this Draft Red Herring Prospectus.

Any of the following risks, as well as the other risks and uncertainties discussed in this Draft Red Herring Prospectus, could have an adverse effect on our business, financial condition, results of operations and prospects and could cause the trading price of our Equity Shares to decline, which could result in the loss of all or a part of your investment. The risks and uncertainties described in this section are not the only risks that we may face. Additional risks and uncertainties not known to us or that we currently believe to be 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 because of certain factors, including the considerations described below and elsewhere in this Draft Red Herring Prospectus.

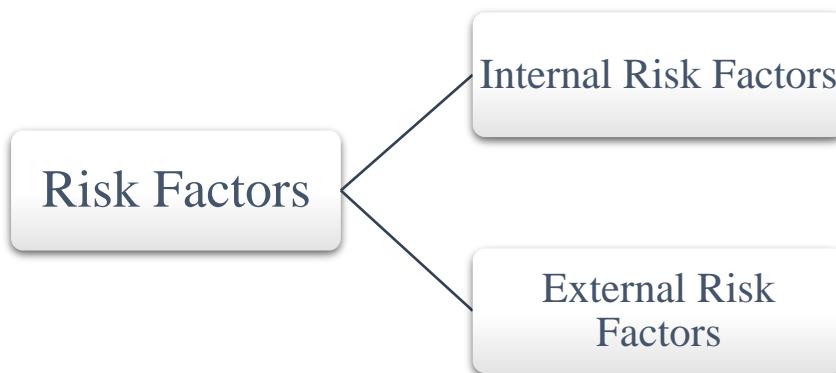
The financial and other related implications of the risks concerned, wherever quantifiable, have been disclosed in the risk factors mentioned below. However, there are certain risk factors where the effect is not quantifiable and hence has not been disclosed in such risk factors. You should not invest 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 consequences to you of an investment in the Equity Shares.

The financial information in this section is, unless otherwise stated, derived from our Restated Financial Statements prepared in accordance with Ind GAAP, as per the requirements of the Companies Act, 2013, and SEBI (ICDR) Regulations.

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

1. Some risks may not be material individually but may be material when considered collectively.
2. Some risks may have material impact qualitatively instead of quantitatively.
3. Some risks may not be material at present but may have a material impact in the future.

The risk factors are classified as under for the sake of better clarity and increased understanding



## INTERNAL RISK FACTORS

1. We are significantly dependent on the provision of our services namely, Security manpower services and Integrated facility management. Our aggregate revenue from Security manpower services and Integrated facility management accounted for 46.12% and 53.88% respectively for the period ended 30 September 2024, 47.67% and 52.33% respectively for the period ended March 2024, 44.32% and 55.68% respectively for the period ended March 2023, 51.16% and 48.84% respectively for the period ended March 2022. An inability to anticipate and adapt to evolving client preferences and demand for the said services, or ensure service quality, may adversely impact demand for our services, brand loyalty and consequently impact our business, results of operations, financial condition and cash flows.

Our future business prospects are dependent on the demand for our services in Indian markets. Our financial performance is dependent primarily on the provision of the Security manpower services and Integrated facility management. The following table sets forth information on our service mix in the periods indicated:

Service Category	Upto 30.9.2024	%	FY 23-24	%	FY 22-23	%	FY 21-22	%
Integrated facility Management	928.45	53.88%	1,723.45	52.33%	1,606.10	55.68%	1,309.45	48.84%
Security Manpower services	794.84	46.12%	1,569.84	47.67%	1,278.54	44.32%	1,371.39	51.16%
<b>Total Revenue (As per restated)</b>	<b>1,723.29</b>	<b>100.00%</b>	<b>3,293.29</b>	<b>100.00%</b>	<b>2,884.64</b>	<b>100.00%</b>	<b>2,680.84</b>	<b>100%</b>

(For the above details relating to services bifurcated into categories, we have relied upon the certificate dated February 24, 2025 vide UDIN: 25099065BMNURK5792 issued by the Statutory Auditors of our Company i.e., M/s PDMS AND CO, Chartered Accountants)

Any decrease in demand for these services can have an adverse impact on our business, results of operations, financial conditions and cash flows.

Demand for our services depends primarily on consumer-related factors such as client confidence in our services as well as evolving preferences in the security manpower services as well as the facility management industry. The preferences of our clients with respect to the security and facility management related services may also change over time, and we cannot assure you that we will be able to adapt our service portfolio to the shift in client preferences. We may also be required to invest in updated technology to provide services of the desired qualities and characteristics, and continually monitor and adapt to evolving market demand. Our failure to anticipate, identify or react to changes in these trends could, among other things, lead to reduced demand and price reductions, and could have an adverse effect on our business, results of operations, financial condition and cash flows. Additionally, we are subject to the preferences of clients in the Indian market in relation to the characteristics, profile and range of our services and factors that may affect client perception of our services. Our success depends, in part, on our ability to anticipate clients preferences on a timely and affordable basis. We may not be able to introduce new services (more in line with the advancement of the technological developments) that are in faster growing and more profitable categories.

Additionally, the quality of our services are also subject to regulatory requirements in India, which may change from time to time. The security services industry is regulated by the Private Security Agencies (Regulation) Act, 2005, which is a statutory authority responsible for regulating security services standards in India and these regulations may be amended from time to time.

While we have not experienced any of the above risks that had an adverse impact on our business operations and financial conditions in the last three Fiscal years and the stub period, we cannot assure you that these risks will not arise in the future.

For further details in relation to Company's services portfolio, see the head 'portfolio of services' and 'Our Key Offerings' under the chapter titled "Our Business" on page 150 of this Prospectus

2. Our revenues have been significantly dependent on few customers and our inability to maintain such business may have an adverse effect on our results of operations

The following table sets forth information on our revenue from operations from our top 5/10 client revenue contributions in the periods indicated:

Category of Customers	Up till September 2024		FY 2023-24		FY 2022-23		FY 2021-22	
	Amount	% of Total revenue	Amount	% of Total revenue	Amount	% of Total revenue	Amount	% of Total revenue
<b>Top 5 Customers</b>	1139.10	66.10%	1952.29	59.28%	1847.96	64.06%	1702.81	63.52%
<b>Top 10 Customers</b>	1369.91	79.49%	2451.77	74.45%	2217.85	76.88%	2044.95	76.28%

(For the above details relating to top 5/10 customers, we have relied upon the certificate dated February 24, 2025 vide UDIN: 25099065BMNURM7223 issued by the Statutory Auditors of our Company i.e.M/s PDMS AND CO., Chartered Accountants)

Our Company is primarily engaged in business of Security Manpower Services and Integrated Facility Management Services. Few clients may represent a larger part of our client portfolio, increasing the potential volatility of our results. We cannot assure you that we shall generate the same quantum of business, or any business at all, and the loss of business from one or more of them may adversely affect our revenues and results of operations. However, the composition and revenue generated from these clients might change as we continue to add new clients in the normal course of business. While we believe that we shall not face challenges in finding new clients in the ordinary course of business, our results of operations and financial condition may be adversely affected if we remain dependent on few clients. While we have not experienced any of the above risks that had an adverse impact on our business operations and financial conditions in the last three Fiscals years and the stub period, we cannot assure you that these risks will not arise in the future.

For further details in relation to revenue from clients kindly refer to the head "Details of Top Five/Ten clients" in the chapter titled 'Our Business' on page 151 of this Draft Red Herring Prospectus.

### 3. Our revenues have been significantly dependent on the government contracts and our inability to maintain such business may have an adverse effect on our results of operations

The following table sets forth information on our revenue from operations from government/non government contracts in the periods indicated:

Particulars	Up to 30.09.2024	FY 2023-24	FY 2022-23	FY 2021-22
	(as a % of the total revenue for the respective year)			
<b>Government</b>	41%	44%	42%	46%
<b>Non government</b>	59%	56%	58%	54%

(For the above details relating to services provided to the government, we have relied upon the certificate dated February 24, 2025 vide UDIN: 25099065BMNURM7223 issued by the Statutory Auditors of our Company i.e.M/s PDMS AND CO., Chartered Accountants)

Few clients that are government organisations represent a larger part of our client portfolio, increasing the potential volatility of our results. We cannot assure you that we shall generate the same quantum of business from the government contracts, or any business at all, and the loss of business from one or more of them may adversely affect our revenues and results of operations. However, the composition and revenue generated from these government organisations might change as we continue to add new clients (government as well as non government) in the normal course of business. We intend to further increase the share of our government related contracts in future, however, we cannot assure that the existing government contracts would be renewed or we would be granted new government contracts in the future. While we have not experienced any of the above risks that had an adverse impact on our business operations and financial conditions in the last three Fiscals years and the stub period, we cannot assure you that these risks will not arise in the future. \

For further details in relation to revenue from government/ non government contracts kindly refer to the head "Split of services to government/ non-government entity" in the chapter titled 'Our Business' on page 151 of this Prospectus.

**4. A significant portion of our revenue is derived from a few geographical regions and any adverse developments affecting such regions could have an adverse effect on our business, cash flows, results of operation and financial condition**

A significant portion of our revenue from operations are derived from our services offered to customers located in state of Delhi, Maharashtra and Uttar Pradesh. The following table sets forth information on our region-wise revenue in the periods indicated;

State	Up to September 2024		FY 2023-24		FY 2022-23		FY 2021-22	
	Amount	% of Total Sales	Amount	% of Total Sales	Amount	% of Total Sales	Amount	% of Total Sales
Bihar	-	0.00%	11.20	0.34%	13.70	0.47%	25.71	0.96%
Chandigarh	112.65	6.54%	171.67	5.21%	-	0.00%	-	0.00%
Delhi	754.34	43.77%	1,421.66	43.17%	1,513.95	52.48%	1,430.55	53.36%
Haryana	54.71	3.17%	75.60	2.30%	25.68	0.89%	52.04	1.94%
Himachal Pradesh	40.63	2.36%	62.15	1.89%	37.21	1.29%	45.97	1.71%
Hyderabad	12.89	0.75%	17.74	0.54%	21.35	0.74%	5.36	0.20%
LADHAK	6.94	0.40%	-	0.00%	-	0.00%	-	0.00%
Madhya Pradesh	0.70	0.04%	1.39	0.04%	1.12	0.04%	-	0.00%
Maharashtra	341.37	19.81%	639.63	19.42%	512.54	17.77%	502.43	18.74%
Punjab	21.99	1.28%	67.93	2.06%	145.56	5.05%	293.29	10.94%
Rajasthan	-	0.00%	-	0.00%	8.73	0.30%	-	0.00%
Uttar Pradesh	377.06	21.88%	822.26	24.97%	597.28	20.71%	314.95	11.75%
Uttarakhand	-	0.00%	1.19	0.04%	7.52	0.26%	10.55	0.39%
West Bengal	-	0.00%	0.88	0.03%	-	0.00%	-	0.00%
<b>Total Revenue from operations</b>	<b>1,723.29</b>	<b>100.00%</b>	<b>3,293.29</b>	<b>100.00%</b>	<b>2,884.64</b>	<b>100.0%</b>	<b>2,680.84</b>	<b>100.00%</b>

*(For the above details relating to services provided to the geographical locations, we have relied upon the certificate dated February 24, 2025 vide UDIN: 25099065BMNURK5792 issued by the Statutory Auditors of our Company i.e. M/s PDMS AND CO., Chartered Accountants)*

Any decrease in revenue from Delhi, Maharashtra and Uttar Pradesh, including due to increased competition or supply, or reduction in demand, or our inability to extend or renew subsisting contracts at commercially viable terms, may have an adverse effect on our business, cash flows, results of operation and financial condition. Further, any significant disruption, including due to social, political or economic factors or natural calamities or civil disruptions, impacting these geographical regions may adversely affect our business. Additionally, changes in the policies of the state or local governments of these regions may require us to change our business strategy. We cannot assure that we will be able to expand into other geographical locations to mitigate our reliance on few specific geographical locations. While we have not experienced any of the above risks that had an adverse impact on our business operations and financial conditions in the last three Fiscals years and the stub period, we cannot assure you that these risks will not arise in the future.

*For further details in relation to region wise revenue kindly refer to the head ““Geography wise services” in the chapter titled ‘Our Business’ on page 150 of this Prospectus.*

**5. There are outstanding legal proceedings involving our Company, Promoters, Directors and Group Companies. Any adverse decision in such proceedings may have a material adverse effect on our business, results of operations and financial condition**

Our Company, Directors, Promoters and Group Companies are parties to certain legal and tax proceedings. These proceedings are pending at different levels of adjudication before various courts and forums. Mentioned below are the details of the proceedings involving our Company, Directors, Promoters and Group Companies as on the date of this Draft Red Herring Prospectus along with the amount involved, to the extent quantifiable:

Nature of Cases	Number of Cases	Total Amount Involved (₹)
<b>Proceedings against our Company</b>		
Civil Proceedings	Nil	Nil
Criminal Proceedings	Nil	Nil
Tax Proceedings	2	3,34,83,586
Action by regulatory authorities	Nil	Nil
<b>Proceedings by our Company</b>		
Civil Proceedings	Nil	Nil
Criminal Proceedings	Nil	Nil
Tax Proceedings	Nil	Nil
Action by regulatory authorities	Nil	Nil
<b>Proceedings against our Promoters &amp; Directors</b>		
Civil Proceedings	Nil	Nil
Criminal Proceedings	Nil	Nil
Tax Proceedings	2	4,59,426
Action by regulatory authorities	Nil	Nil
<b>Proceedings by our Promoters &amp; Directors</b>		
Civil Proceedings	Nil	Nil
Criminal Proceedings	1	7,00,000
Tax Proceedings	Nil	Nil
Action by regulatory authorities	Nil	Nil
<b>Proceedings against our Group Companies</b>		
Civil Proceedings	Nil	Nil
Criminal Proceedings	Nil	Nil
Tax Proceedings	Nil	Nil
Action by regulatory authorities	Nil	Nil
<b>Proceedings by our Group Companies</b>		
Civil Proceedings	Nil	Nil
Criminal Proceedings	1	10,00,000
Tax Proceedings	Nil	Nil
Action by regulatory authorities	Nil	Nil

There can be no assurance that these litigations will be decided in favour of our Company, Directors, Promoters and Group Companies. Consequently, it may divert the attention of our Directors, Promoters and Group Companies and accordingly, Directors and Promoters of our Company may not be able to focus on the business of our Company. The said proceedings may also require us to make provisions in our financial statements, which could increase our expenses and liabilities. Further, in addition to that, there could be other litigations & claims filed against the Company, Directors, Promoters and Group Companies which the Company may not be aware of as on the date of this Draft Red Herring Prospectus.

If such claims are determined against us, there could be a material adverse effect on our reputation, business, financial condition and results of operations.

*For the details of the litigations by and against our Company, Directors, Promoters and Group Company please refer the chapter titled "Outstanding Litigation and Material Development" on page 261 of this Draft Red Herring Prospectus.*

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

Our Company had negative cash flows from our operating activities as well as financing activities in the previous year(s) as per the Restated Standalone Financial Statements and the same are summarized as under;

Particulars	For the Period ended September 30, 2024	Year ended March 31, 2024	Year ended March 31, 2023	Year ended March 31, 2022
Net Cash (used in)/ generated from Operating activities	(30.60)	54.06	45.42	223.45
Net Cash (used in)/ generated from Investing activities	(42.49)	(200.59)	(54.94)	(176.62)
Net Cash (used in)/ generated from Finance activities	(52.28)	277.55	11.95	(52.83)
<b>Net Increase/(Decrease) in Cash and Cash Equivalents</b>	<b>(125.37)</b>	<b>131.02</b>	<b>2.43</b>	<b>(6.00)</b>

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.

*For further details in relation to the cashflow, see Restated Cashflow Statement under Chapter titled 'Restated Financial Information' on page 204 of this Draft Red Herring Prospectus.*

7. **Our Company has commenced the business activity of Facility Management Services w.e.f. April 01, 2022. However, the Object Clause of the Memorandum of Association of our Company did not have any such clause which permitted our Company to undertake Facility Management Services. Accordingly, our Company is in non-compliance with the provisions of Section 4(1)(c) of the Companies Act, 2013 and penalties may be levied by the Registrar of Companies, on the Company and defaulting directors in accordance with Section 450 of the Companies Act, 2013.**

Our Company has commenced the business activity of Facility Management Services w.e.f. April 01, 2022. However, the Object Clause of the Memorandum of Association of our Company did not have any such clause which permitted our Company to undertake Facility Management Services. The shareholders of our Company vide passing a special resolution on January 12, 2025, have amended the Object Clause of the Memorandum of Association to include the said business of Integrated Facility Management along with other business activities that the Company may undertake in the near future. The said amendment in the Object Clause of the Memorandum of Association of the Company has also been approved by the Registrar of Companies vide issuance of Certificate of Registration of the Special Resolution Confirming Alteration of Object Clause(s) dated February 17, 2025.

Due to non-compliance with the provisions of Section 4(1)(a) of the Companies Act, 2013, the company and every officer of the company who is in default shall liable to a penalty of Rupees Ten Thousand, and in case of continuing contravention, with a further penalty of Rupees One Thousand for each day after the first during which the contravention continues, subject to a maximum of Rupees Two Lakh in case of a Company and Rupees Fifty Thousand in case of an officer who is in default.

Our Company has made an application with the Registrar of Companies, NCT of Delhi & Haryana under Section 454 of the Companies Act, 2013 for adjudication and have Filed E-Form GNL-1 vide SRN: N26618546 dated January 11, 2025. Currently, the Company is awaiting the order of the said adjudication application.

As we continue to grow, there can be no assurance that there will be no other instances of such inadvertent non-compliances with statutory requirements, which may subject our Company to regulatory action, including monetary penalties, which may adversely affect our business, reputation, operations, prospects or financial results.

8. **Mr. Vinod Gupta (DIN: 00530291), Promoter of our company, held the position of Director in S.G. and Sons Private Limited (CIN: U51909DL1995PTC068290) [herein after referred to as "SGSPL"] and SGSPL was compulsorily struck off by the Registrar of Companies, NCT of Delhi & Haryana w.e.f., June 07, 2017 under the provisions of Section 248 (1) of the Companies Act, 2013 on the grounds that neither SGSPL carried on any operation for a period of two years and nor did it obtain the status of Dormant Company under the provisions of Section 455 of Companies Act, 2013. Further Mr. Vinod Gupta has been disqualified to act as Director under section 164(2)(a) of the Companies Act, 2013 for the period of five year (i.e., November 01, 2016 to October 31, 2021) due to non-filing of Financial Statements and Annual Returns for a continuous period of three financial years w.r.t., SGSPL. The association of Mr. Vinod Gupta with a Company which was compulsorily struck off by the Registrar of Companies in the past and Disqualification of his Directorship in the past, could result in possible reputation loss to our Company and may cause undue disadvantage on the perception of the investors about our Company.**

Mr. Vinod Gupta (DIN: 00530291), Promoter of our company, held the position of a Director in S.G. and Sons Private Limited (CIN: U51909DL1995PTC068290) [herein after referred to as "SGSPL"]. SGSPL was incorporated on May 08, 1995, with a intend to operate in the segment of wholesale and retail textile trade. Further SGSPL was compulsorily struck off by the Registrar of Companies, NCT of Delhi & Haryana w.e.f., June

07, 2017 under the provisions of Section 248 (1) of the Companies Act, 2013 vide the Notice of Striking Off and Dissolution (Form No. STK-7) Ref No. ROC-DEL/248(5)/STK-7/2870 dated June 30, 2017, on the grounds that neither SGSPL carried on any operation for a period of two years and nor did it obtain the status of Dormant Company under the provisions of Section 455 of Companies Act, 2013. However, SGSPL subsequently secured Order dated January 01, 2019 from the Hon'ble National Company Law Tribunal, New Delhi for the restoration of its name in the Register of the Registrar of Companies, as if its name had not been struck off.

Registrar of Companies, NCT of Delhi & Haryana issued the list of Disqualified Director on September 15, 2017 and accordingly Mr. Vinod Gupta was disqualified to act as Director under section 164(2)(a) of the Companies Act, 2013 for the period of five year (i.e., November 01, 2016 to October 31, 2021) due to non-filing of Financial Statements and Annual Returns for a continuous period of three financial years w.r.t., SGSPL.

Mr. Vinod Gupta has been the Executive Director of our Company from its incorporation and vacated his office w.e.f., September 15, 2017 (i.e., date of Notification of List of Disqualified Directors by Registrar of Companies, NCT of Delhi & Haryana). Subsequently he resumed the office of Executive Director of our Company w.e.f November 01, 2021 and continued to act as the Executive Director of our Company till May 05, 2024. Further he was subsequently appointed as the Managing Director of our Company w.e.f. May 06, 2024. Mr. Vino Gupta has resigned from the position of Managing Director of our Company w.e.f. February 18, 2025.

The association of Mr. Vinod Gupta with a Company which was compulsorily struck off by the Registrar of Companies in the past and Disqualification of his Directorship in the past, could result in possible reputation loss to our Company and may cause undue disadvantage on the perception of the investors about our Company.

It is stated that currently Mr. Vinod Gupta is not disqualified to act as a Director of any Company under the provisions of Section 164 of the Companies Act, 2013 and currently Mr. Vinod Gupta is only involved in the operations of our Company in the capacity of its Promoter. However, no assurance can be made that Mr. Vinod Gupta or the other Promoter of the Company will not incur such disqualification in the future. If any of the Promoter is disqualified in the future, the same may impact our company's reputation and may cause undue disadvantage on the perception of the investors about our Company. As a result, our management's attention may be diverted from our business concern, which may adversely affect our business, prospects, results of operations and financial condition.

- 9. Our Company has failed to file Form DIR-12 w.r.t. vacation of office of Mr. Vinod Gupta (DIN: 00530291) w.e.f., September 15, 2017 (i.e., date of Notification of List of Disqualified Directors by Registrar of Companies, NCT of Delhi & Haryana) in compliance with provisions of Section 167 (1)(a) of the Companies Act, 2013. Accordingly, our Company is in non-compliance with the provisions of Rule 18 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 and consequently penalties may be levied by the Registrar of Companies, on the Company and defaulting directors in accordance with Section 172 of the Companies Act, 2013.**

Mr. Vinod Gupta (DIN: 00530291), Promoter of our company, held the position of a Director in S.G. and Sons Private Limited (CIN: U51909DL1995PTC068290) [herein after referred to as "SGSPL"]. SGSPL was incorporated on May 08, 1995, with a intend to operate in the segment of wholesale and retail textile trade. Further SGSPL was compulsorily struck off by the Registrar of Companies, NCT of Delhi & Haryana w.e.f., June 07, 2017 under the provisions of Section 248 (1) of the Companies Act, 2013 vide the Notice of Striking Off and Dissolution (Form No. STK-7) Ref No. ROC-DEL/248(5)/STK-7/2870 dated June 30, 2017, on the grounds that neither SGSPL carried on any operation for a period of two years and nor did it obtain the status of Dormant Company under the provisions of Section 455 of Companies Act, 2013. However, SGSPL subsequently secured Order dated January 01, 2019 from the Hon'ble National Company Law Tribunal, New Delhi for the restoration of its name in the Register of the Registrar of Companies, as if its name had not been struck off.

Registrar of Companies, NCT of Delhi & Haryana issued the list of Disqualified Director on September 15, 2017 and accordingly Mr. Vinod Gupta was disqualified to act as Director under section 164(2)(a) of the Companies Act, 2013 for the period of five year (i.e., November 01, 2016 to October 31, 2021) due to non-filing of Financial Statements and Annual Returns for a continuous period of three financial years w.r.t., SGSPL.

Pursuant to Section 167 (1)(a) of the Companies Act, 2013, Mr. Vinod Gupta ceased to hold the office of Director in our Company with effect from September 15, 2017 (i.e., date of Notification of List of Disqualified Directors by Registrar of Companies, NCT of Delhi & Haryana).

However, our Company has failed to file Form DIR-12 w.r.t. vacation of office of Mr. Vinod Gupta and accordingly, our Company is in non-compliance with the provisions of Rule 18 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 and consequently, in accordance with the provisions of Section 172, the company and every officer of the company who is in default shall be liable to a penalty of Rupees Fifty Thousand, and in case of continuing failure, with a further penalty of Rupees Five Hundred for each day during which such failure continues, subject to a maximum of Three Lakh in case of a company and Rupees One Lakh in case of an officer who is in default.

Our Company has made an application with the Registrar of Companies, NCT of Delhi & Haryana under Section 454 of the Companies Act, 2013 for adjudication and have Filed E-Form GNL-1 vide SRN: N26828475 dated January 14, 2025. Currently, the Company is awaiting the order of the said adjudication application.

As we continue to grow, there can be no assurance that there will be no other instances of such inadvertent non-compliances with statutory requirements, which may subject our Company to regulatory action, including monetary penalties, which may adversely affect our business, reputation, operations, prospects or financial results.

- 10. Consequent to non-filing of Form DIR-12 with respect to the vacation of office of Mr. Vinod Gupta (DIN: 00530291) w.e.f., September 15, 2017 (i.e., date of Notification of List of Disqualified Directors by Registrar of Companies, NCT of Delhi & Haryana) in compliance with provisions of Section 167 (1)(a) of the Companies Act, 2013, the Annual Return (E-Form MGT-7) filed for Financial Year (2016-2017, 2017-2018, 2018-2019, 2019-2020 & 2020-2021) incorrectly showed that Mr. Viond Gupta continued to occupy the office of Director of the Company. Consequently penalties may be levied by the Registrar of Companies, on the Company and defaulting directors in accordance with Section 450 of the Companies Act, 2013.**

Subsequent to the issuance of list of Disqualified Director on September 15, 2017 by the Registrar of Companies, NCT of Delhi & Haryana and the disqualification of Mr. Vinod Gupta to act as Director under section 164(2)(a) of the Companies Act, 2013 for the period of five year (i.e., November 01, 2016 to October 31, 2021) and Non-Filing of Form DIR-12 with respect to the vacation of office of Mr. Vinod Gupta (DIN: 00530291) w.e.f., September 15, 2017 (i.e., date of Notification of List of Disqualified Directors by Registrar of Companies, NCT of Delhi & Haryana), Mr. Vinod Gupta continued to be reflected as a Director of our Company in the Annual Returns (E-Form MGT-7) for the Financial Years 2016-2017, 2017-2018, 2018-2019, 2019-2020 & 2020-2021. However, it is stated that Mr. Vinod Gupta vacated his office of Director and did not participate in any capacity as a director of the Company during the period of his disqualification. He resumed office as a director only after the period of his disqualification ended i.e. November 01, 2021.

Due to incorrect filing of details in Annual Returns (E-Form MGT-7) for the Financial Years 2016-2017, 2017-2018, 2018-2019, 2019-2020 & 2020-2021, the company and every officer of the company who is in default shall liable to a penalty of Rupees Ten Thousand, and in case of continuing contravention, with a further penalty of Rupees One Thousand for each day after the first during which the contravention continues, subject to a maximum of Rupees Two Lakh in case of a Company and Rupees Fifty Thousand in case of an officer who is in default.

Our Company has made an application with the Registrar of Companies, NCT of Delhi & Haryana under Section 454 of the Companies Act, 2013 for adjudication and have Filed E-Form GNL-1 vide SRN: N26828475 dated January 14, 2025. Currently, the Company is awaiting the order of the said adjudication application.

As we continue to grow, there can be no assurance that there will be no other instances of such inadvertent non-compliances with statutory requirements, which may subject our Company to regulatory action, including monetary penalties, which may adversely affect our business, reputation, operations, prospects or financial results.

- 11. Our Company was in non-compliance with the provisions of Section 149(1)(a) of the Companies Act, 2013 w.r.t the requirements of maintaining minimum number of members of Board of Directors during the period starting from September 18, 2020 to October 31, 2021. Consequently, penalties may be levied by the Registrar of Companies, on the Company and defaulting directors in accordance with Section 450 of the Companies Act, 2013.**

During the Financial Year 202-2021, one of the existing directors, Mr. Mayur Gupta (DIN: 07262136), resigned from the Board of Directors of our Company w.e.f., September 19, 2020. As on September 19, 2020 the Company had only one other Director, i.e., Arnima Gupta (DIN: 02212966) and our Company and/or its Promoters did not proceed to appointment any other Director on the Board of the Company. Mr. Vinod Gupta (DIN: 00530291) resumed office as a director only after the period of his disqualification ended i.e. November 01, 2021. This lead

to non-compliance with the provisions of Section 149(1)(a) of the Companies Act, 2013 w.r.t the requirements of maintaining minimum number of members of Board of Directors during the period starting from September 18, 2020 to October 31, 2021.

Due to non-compliance with the provisions of Section 149(1)(a) of the Companies Act, 2013, the company and every officer of the company who is in default shall liable to a penalty of Rupees Ten Thousand, and in case of continuing contravention, with a further penalty of Rupees One Thousand for each day after the first during which the contravention continues, subject to a maximum of Rupees Two Lakh in case of a Company and Rupees Fifty Thousand in case of an officer who is in default.

Our Company has made an application with the Registrar of Companies, NCT of Delhi & Haryana under Section 454 of the Companies Act, 2013 for adjudication and have Filed E-Form GNL-1 vide SRN: N26828475 dated January 14, 2025. Currently, the Company is awaiting the order of the said adjudication application.

As we continue to grow, there can be no assurance that there will be no other instances of such inadvertent non-compliances with statutory requirements, which may subject our Company to regulatory action, including monetary penalties, which may adversely affect our business, reputation, operations, prospects or financial results.

**12. Mr. Krishna Kumar Singh (DIN: 02854747), Non-Executive Independent Director of our company, held the position of Director in Exchain Travel & Tour Private Limited (CIN: U63040DL2010PTC199210) [herein after referred to as “ETTPL”] and ETTPL was compulsorily struck off by the Registrar of Companies, NCT of Delhi & Haryana w.e.f., June 07, 2017 under the provisions of Section 248 (1) of the Companies Act, 2013 for not commencing any business activity within a period of one year from the date of its incorporation. Further Mr. Krishna Kumar Singh has been disqualified to act as Director under section 164(2)(a) of the Companies Act, 2013 for the period of five year (i.e., November 01, 2016 to October 31, 2021) due to non-filing of Financial Statements and Annual Returns for a continuous period of three financial years w.r.t., ETTPL. The association of Mr. Krishna Kumar Singh with a Company which was compulsorily struck off by the Registrar of Companies in the past and Disqualification of his Directorship in the past, could result in possible reputation loss to our Company and may cause undue disadvantage on the perception of the investors about our Company.**

Mr. Krishna Kumar Singh (DIN: 02854747), Non-Executive Independent Director of our company, held the position of a Director in Exchain Travel & Tour Private Limited (CIN: U63040DL2010PTC199210) [herein after referred to as “ETTPL”]. ETTPL was incorporated on February 17, 2010, with a intend to operate a travel and tours business. However, ETTPL never commenced its business and no compliance with respect to the filing of Financial Statements were undertaken for ETTPL from the date of its incorporation till June 07, 2021. Further ETTPL was compulsorily struck off by the Registrar of Companies, NCT of Delhi & Haryana w.e.f., June 07, 2021 under the provisions of Section 248 (1) of the Companies Act, 2013 vide the Notice of Striking Off and Dissolution (Form No. STK-7) Ref No. ROC-DEL/248(5)/STK-7/2870 dated June 30, 2017, for not commencing any business activity within a period of one year from the date of its incorporation. Further Mr. Krishna Kumar Singh has been disqualified to act as Director under section 164(2)(a) of the Companies Act, 2013 for the period of five year (i.e., November 01, 2016 to October 31, 2021) due to non-filing of Financial Statements and Annual Returns for a continuous period of three financial years w.r.t., ETTPL. The association of Mr. Krishna Kumar Singh with a Company which was compulsorily struck off by the Registrar of Companies in the past and Disqualification of his Directorship in the past, could result in possible reputation loss to our Company and may cause undue disadvantage on the perception of the investors about our Company.

It is stated that currently Mr. Krishna Kumar Singh is not disqualified to act as a Director of any Company under the provisions of Section 164 of the Companies Act, 2013 and thus Mr. Krishna Kumar Singh is eligible to be appointed as a Director in our Company. However, no assurance can be made that Mr. Krishna Kumar Singh or any other Director of the Company will not incur such disqualification in the future. If any of the Director is disqualified in the future, the same may impact our company’s reputation and may cause undue disadvantage on the perception of the investors about our Company. As a result, our management’s attention may be diverted from our business concern, which may adversely affect our business, prospects, results of operations and financial condition.

**13. There have been instances of delay in filing of GST and TDS returns in the past. Further, there have been instances of delay in the payment with respect to Provident Fund and Employee State Insurance Corporation in the past. There can be no assurance that can be given with respect to such delays in the future, such delays may adversely impact company's reputation and financial position:**

Our Company has in the past inadvertently delayed in making the prescribed GST return and the TDS return filings. Further, the Company has also delayed in making the requisite payment for its share in the contribution towards the Provident Fund and Employee State Insurance Corporation. The details of the said delays have been provided hereunder in the following table:

#### **PROVIDENT FUND**

<b>Financial Year</b>	<b>No of times payment to be made</b>	<b>No of time delay has been noted</b>
FY2021-22	12	12
FY2022-23	12	12
FY2023-24	12	7
Half year ended Sep, FY2025	6	4

#### **EMPLOYEE STATE INSURANCE CORPORATION**

<b>States</b>	<b>Financial Year</b>	<b>No of times payment to be made</b>	<b>No of time delay has been noted</b>
Delhi	FY2021-22	12	12
Delhi	FY2022-23	12	10
Delhi	FY2023-24	12	7
Delhi	Half year ended Sep, FY2025	6	4
Himachal Pradesh	FY2021-22	12	12
Himachal Pradesh	FY2022-23	2	2
Himachal Pradesh	FY2023-24	5	5
Himachal Pradesh	Half year ended Sep, FY2025	6	4
Haryana	FY2021-22	12	12
Haryana	FY2022-23	12	10
Haryana	FY2023-24	12	9
Haryana	Half year ended Sep, FY2025	6	5
Maharashtra	FY2021-22	12	12
Maharashtra	FY2022-23	12	10
Maharashtra	FY2023-24	12	8
Maharashtra	Half year ended Sep, FY2025	6	4
Punjab	FY2021-22	12	11
Punjab	FY2022-23	4	2
Punjab	FY2023-24	12	8
Punjab	Half year ended Sep, FY2025	6	4
Uttar Pradesh	FY2021-22	12	12
Uttar Pradesh	FY2022-23	12	10
Uttar Pradesh	FY2023-24	12	9
Uttar Pradesh	Half year ended Sep, FY2025	6	4

## GOODS AND SERVICES TAX

States	Financial Year	No of times GSTR-3B to be filed	No of time delay in Filling of GSTR-3B
Delhi	FY2021-22	12	10
Delhi	FY2022-23	12	10
Delhi	FY2023-24	2	1
Delhi	Half year ended Sep, FY2025	2	0
Haryana	FY2021-22	Registration obtain in the FY 2022-2023	
Haryana	FY2022-23	4	0
Haryana	FY2023-24	10	8
Haryana	Half year ended Sep, FY2025	6	4
Punjab	FY2021-22	Registration obtain in the FY 2023-2024	
Punjab	FY2022-23		
Punjab	FY2023-24	6	2
Punjab	Half year ended Sep, FY2025	6	4
Uttar Pradesh	FY2021-22	Registration obtain in the FY 2024-2025	
Uttar Pradesh	FY2022-23		
Uttar Pradesh	FY2023-24		
Uttar Pradesh	Half year ended Sep, FY2025	5	3

## TDS

Financial Year	Type of Form	Due date for furnishing	Actual Date of furnishing
2024	24Q	31-Jul-23	28-Aug-23
2022	24Q	31-May-22	29-Sep-22
2022	26Q	31-May-22	29-Sep-22

While we have paid the requisite late fees, at the time of the delayed filing of GST and TDS returns, and delayed interest at the time of delayed payments towards the contribution of the provident fund and employee state insurance corporation, we cannot assure you that such delays may not occur in the future, which may adversely impact Company's reputation and financial position.

Further, while there have been no regulatory proceedings or actions initiated against us in relation to the said non-compliance, we cannot assure you that the regulatory proceedings or actions will not be initiated against us in the future, or that we will not be subject to any penalty imposed by the competent regulatory authority in this respect.

14. **We have certain contingent liabilities that have been disclosed in the Restated Financial Information, which if they materialize, may adversely affect our business, results of operations, financial condition and cash flows.**

As of September 30, 2024, contingent liabilities that have been disclosed in our Restated Financial Statements, are as follows:

Sr.No.	Particulars	As at 30 September 2024 Amount in Lakhs
(A)	Bank guarantees issued	96.21
(B)	Demand notice for service tax	329.75
(C)	Demand against TDS	5.09

If a significant portion of these liabilities materialize, it could have an adverse effect on our business, results of operations, financial condition and cash flows.

For further details in relation to the contingent liability, see Annexure XIII under Chapter titled 'Restated Financial Information' on page 239 of this Draft Red Herring Prospectus

**15. Our Company has borrowings which are re-payable on demand. If the said funds are demanded for repayment at any point before the end of the tenure and our Company is not in a position to arrange for the funds for repayment or the immediate repayment of such loan may also lead to deficit in funds for our working capital, which may have an adverse effect on our business, reputation, results of operations and financial condition.**

Our company has following borrowing payable on demand:

Particulars	Nature Of Securities*	Purpose	Rate of Interest	Commencement date	End date	Terms of Repayment	Sanction Amount	Out Amou nt as on 30-09-24
Secured: Deutsche bank Cash Credit / BG	Mortgage by deposit of title deeds pertaining to residential property bearing plot no-c – 589, 2 <sup>nd</sup> floor, defence colony, new delhi – 110024 held in the name of Arnima Gupta. FD @10% cash margin for BG	Business Loan	MBOR+2 .5 % p.a	30-08-2023	NA	Recallable on demand without notice or reason and the said loan tenure is still December 29, 2025.	360	25.16

The same is availed for the purpose of meeting the working capital requirements of our Company. If the said funds are demanded for repayment at any period and our Company is not in a position to arrange for the interim funds for meeting its working capital, such working capital funding may be temporarily impacted, which may have an adverse effect on our business, results of operations, financial condition.

*For details with respect to the borrowings re-payable on demand, see the head "Restated statement of Long Term Borrowings" under the Chapter titled "Restated Financial Statements" on page 207 of this Herring Prospectus.*

**16. Our Company has obtained Loan from various Banks and Financial Institutions, however in certain cases Charge Creation vide filing of E-From CHG-1 with the Registrar of Companies under the provisions of the Section 77 of the Companies Act, 2013 had not been done on account of various reason accordingly penalties may be levied by the Registrar of Companies, on the Company and defaulting directors.**

Our Company has obtained Loan from various Banks and Financial Institutions, however in certain cases Charge Creation vide filing of E-From CHG-1 with the Registrar of Companies under the provisions of the Section 77 of the Companies Act, 2013 had not been done on account of various reason the details of the same are provided hereinunder;

SI No	Name of the Lender	Nature of Borrowing	Secured Against	Property Owned by	Date of Sanction Letter	Sanctioned amount (in ₹ Lakh)	Purpose for which disbursed loan amount was used	Reasons for non-filing of e-Form CHG-1
1	ICICI Bank	Vehicle Loan	Vehicle	Company	23.05.2022	5.30	Vehicle	Beyond the time limit within Charge Form can be filed.
2	Deutsche Bank AG	Cash Credit / Overdraft Facility	Plot No. - C-589, Second Floor (with Roof Rights) Defence Colony, New Delhi - 110024	Mrs. Arnima Gupta	30.08.2023	360.00	Working Capital	Vide email dated Feb 14, 2025, Deutsche Bank AG has stated as under "Please

								<i>note you have Overdraft and Bank Guarantee credit facilities with Deutsche Bank. The property mortgaged against the credit facility is in individual name hence no ROC charge has been created on the current assets and the property mortgaged."</i>
3	Tata Capital Finance Ltd	Dropdown Overdraft Loan	Plot No. B-105, Second floor (Rear side portion), Near Kotla Mubarakpurred Light Defence Colony, New Delhi - 110024	Mr. Vinod Gupta and Mrs. Arnima Gupta	31.12.2023	68.76	Business / Working Capital	Vide email dated Feb 14, 2025, Tata Capital Finance Ltd has stated as under " <i>The property mortgage with us is in Individual name. So no Roc charge is possible.</i> "

Due to non-compliance with the provisions of Section 77 of the Companies Act, 2013, and in accordance with the provisions of Section 86 of the Companies Act, 2013, the company may be liable to a penalty of Rupees Five Lakh and every officer of the company who is in default shall be liable to a penalty of Rupees Fifty Thousand.

While no disputes or penalties have arisen or been imposed in connection with non-filing of Charge related Forms, as on the date of filing of this Draft Red Hearing Prospectus, we cannot assure you that no dispute or penalties shall arise or be imposed in the future. As we continue to grow, there can be no assurance that there will be no other instances of such with statutory requirements, which may subject us to regulatory action, including monetary penalties, which may adversely affect our business, reputation, operations, prospects or financial results.

<b>Nature of Cases</b>	<b>Number of Cases</b>	<b>Total Amount Involved (₹)</b>
<b>Proceedings against our Company</b>		
Civil Proceedings	Nil	Nil
Criminal Proceedings	Nil	Nil
Tax Proceedings	2	3,34,83,586
Action by regulatory authorities	Nil	Nil
<b>Proceedings by our Company</b>		
Civil Proceedings	Nil	Nil
Criminal Proceedings	Nil	Nil
Tax Proceedings	Nil	Nil
Action by regulatory authorities	Nil	Nil
<b>Proceedings against our Promoters &amp; Directors</b>		
Civil Proceedings	Nil	Nil
Criminal Proceedings	Nil	Nil
Tax Proceedings	2	4,59,426
Action by regulatory authorities	Nil	Nil

<b>Nature of Cases</b>	<b>Number of Cases</b>	<b>Total Amount Involved (₹)</b>
<b>Proceedings by our Promoters &amp; Directors</b>		
Civil Proceedings	Nil	Nil
Criminal Proceedings	1	7,00,000
Tax Proceedings	Nil	Nil
Action by regulatory authorities	Nil	Nil
<b>Proceedings against our Group Companies</b>		
Civil Proceedings	Nil	Nil
Criminal Proceedings	Nil	Nil
Tax Proceedings	Nil	Nil
Action by regulatory authorities	Nil	Nil
<b>Proceedings by our Group Companies</b>		
Civil Proceedings	Nil	Nil
Criminal Proceedings	1	10,00,000
Tax Proceedings	Nil	Nil
Action by regulatory authorities	Nil	Nil

There can be no assurance that these litigations will be decided in favour of our Company, Directors, Promoters and Group Companies. Consequently, it may divert the attention of our Directors, Promoters and Group Companies and accordingly, Directors and Promoters of our Company may not be able to focus on the business of our Company. The said proceedings may also require us to make provisions in our financial statements, which could increase our expenses and liabilities. Further, in addition to that, there could be other litigations & claims filed against the Company, Directors, Promoters and Group Companies which the Company may not be aware of as on the date of this Draft Red Herring Prospectus.

If such claims are determined against us, there could be a material adverse effect on our reputation, business, financial condition and results of operations.

*For the details of the litigations by and against our Company, Directors, Promoters and Group Company please refer the chapter titled "Outstanding Litigation and Material Development" on page 261 of this Draft Red Herring Prospectus.*

<b>Sr. No.</b>	<b>Particulars</b>	<b>As at 30 September 2024 Amount in Lakhs</b>
(A)	Bank guarantees issued	96.21
(B)	Demand notice for service tax	329.75
(C)	Demand against TDS	5.09

If a significant portion of these liabilities materialize, it could have an adverse effect on our business, results of operations, financial condition and cash flows.

*For further details in relation to the contingent liability, see Annexure XIII under Chapter titled 'Restated Financial Information' on page 239 of this Draft Red Herring Prospectus*

## **17. The deployment of funds raised through this Issue shall not be subject to any Monitoring Agency**

Since the Issue size is less than ₹10,000 Lakhs, there is no mandatory requirement of appointing an Independent Monitoring Agency for overseeing the deployment of utilization of funds raised through this Issue. The deployment of these funds raised through this Issue, is hence, at the discretion of the management and the Board of Directors of our Company and will not be subject to monitoring by any independent agency. Any inability on our part to effectively utilize the Issue proceeds could adversely affect our finances.

However, the deployment of the funds shall be subject to compliance of applicable laws and Audit Committee of the Company shall hence monitor the utilization of the issue proceeds.

**18. The Objects of the Offer for which funds are being raised, are based on our management estimates and any bank or financial institution or any independent agency has not appraised the same. The deployment of funds is entirely at our discretion, based on the parameters as mentioned in the chapter titles “Objects of the Issue”.**

The fund requirement and deployment, as mentioned in the chapter titled “Objects of the Issue” on page 91 of this Draft Red Herring Prospectus is based on the estimates of our management and has not been appraised by any bank or financial institution or any other independent agency. These fund requirements are based on our current business plan. We cannot assure that the current business plan will be implemented in its entirety or at all. In view of the highly competitive and dynamic nature of our business, we may have to revise our business plan from time to time and consequently these fund requirements. The deployment of the funds as stated under chapter titled “Objects of the Issue” is at the discretion of our Board of Directors and is not subject to monitoring by any external independent agency.

Further, we cannot assure that the actual costs or schedule of implementation as stated under chapter titled “Objects of the Issue” will not vary from the estimated costs or schedule of implementation. Any such variance may be on account of one or more factors, some of which may be beyond our control. Occurrence of any such event may delay our business plans and/or may have an adverse bearing on our expected revenues and earnings.

**19. We have not yet placed orders in relation to the Capital expenditures for the machinery/equipment and vehicles which is proposed to be financed from the Issue proceeds of the IPO. In the event of any delay in placing the orders, or in the event the vendors are not able to execute the contract in a timely manner, or at all, may result in time and cost over-runs and our business, prospects and results of operations may be adversely affected.**

We intend to use a part of the Net Proceeds for Funding Capital expenditure for the procurement of requisite machinery/equipment and vehicles (100% of the capital expenditure that is proposed to be funded is through Issue proceeds). We are yet to place orders for the proposed capital expenditure. We have not entered into any definitive contract for procurement of such machinery.

Additionally, in the event of any delay in placement of such orders, the proposed schedule of deployment of the Net Proceeds may be extended or may vary accordingly. We cannot assure you that we will be able to undertake such capital expenditure within the cost indicated by such quotations or that there will not be cost escalations. The cost overrun or delay in the procurement of the said machineries may lead to us not being able to secure/obtain contracts relating to our proposed business expansion, thus this may adversely affect our financial condition, results of operations, cash flows, and prospects.

*For further details, see chapter titled “Objects of the Issue” on page 91 of this Draft Red Hearing Prospectus.*

**20. We have in the past entered into related party transactions and may continue to do so in the future.**

We have entered into transactions with related parties in the past. These transactions include Loans borrowed and repaid by the Company, payment of rent, payment of remuneration and advances paid to the directors/relative of directors for services to be received by the Company etc.

The table below provides details of our aggregate related party transactions in the relevant periods:

<b>Names of related parties</b>	<b>Description of Relationship</b>
Subodh Jindal - Chief Financial Officer	Key Managerial Personnel
Anshu Singh – Ex-Company Secretary (resigned w.e.f 30 <sup>th</sup> Oct 2024)	Key Managerial Personnel
Shakshi Mishra - Company Secretary	Key Managerial Personnel
Arnima Gupta-Promoter	Promoter and director of the Company
Vinod Gupta-Promoter	Promoter of the Company
Vinod Gupta & Sons (HUF)	Director is Karta
Viarn Infrastructure Pvt Ltd	Entities in which shareholders / Directors exert Significant influence
Brij Bhushan Gupta	Director of the Company
Armour Security India	Promoter is Proprietor

<b>Names of related parties</b>	<b>Description of Relationship</b>
Aruna Gupta	Relative of director/promoter
Mayur Gupta	Relative of director/promoter
Bhavesh Gupta	Relative of director/promoter
Shashi Gupta	Relative of director/promoter
Ravinder Gupta	Relative of director/promoter

Following is the summary of the related parties transaction of the Company as of for the six months period September 30, 2024, and for the financial years ended on March 31, 2024, 2023 and 2022:

(Amount in lakhs)

<b>Nature of the Transaction</b>	<b>Name of Related Party</b>	<b>For the period ended September 30, 2024</b>	<b>For the year ended March 31, 2024</b>	<b>For the year ended March 31, 2023</b>	<b>For the year ended March 31, 2022</b>
Loan Borrowed	Shashi Gupta	-	-	-	-
Loan Repaid		-	-	0.30	-
Loan Borrowed	Arnima Gupta	-	-	33.50	49.36
Loan Repaid		-	-	55.86	82.55
Loan Borrowed	Bhavesh Gupta	-	-	1.50	-
Advance paid for services to be rendered	Anima Gupta	3.95	143.22	-	-
Utilized or refunded advances		0.35	58.42	-	-
Advance paid for services to be rendered	Vinod Gupta	75.97	217.59	149.60	205.08
Utilized or refunded advances		47.06	108.58	152.12	162.85
Advance paid for services to be rendered	Mayur Gupta	-	20	-	-
Utilized or refunded advances		-	15	-	-
Advances utilized or refunded advances	Ravinder Gupta		1.20	-	-
Advance paid for services to be rendered	Viarn Infrastructure Pvt Ltd	-	0.68	3.22	18.91
Utilized or refunded advances		-	-	0.64	19.30
Advance paid for services to be rendered	Armour Security India	24.29	24.91	-	-
Utilized or refunded advances		-	-	-	-
Advance paid for services to be rendered	Vinod Gupta & Sons (HUF)	-	3.55	20.47	22.70
Utilized or refunded advances		-	-	1.00	7.75
Rent paid/accrued	Arnima Gupta	9.00	18.00	18.00	18.00
Salary/Remuneration	Arnima Gupta	-	13.50	18.00	18.00

<b>Nature of the Transaction</b>	<b>Name of Related Party</b>	<b>For the period ended September 30, 2024</b>	<b>For the year ended March 31, 2024</b>	<b>For the year ended March 31, 2023</b>	<b>For the year ended March 31, 2022</b>
Salary/ Remuneration	Vinod Gupta	16.00	18.00	18.00	18.00
Salary/ Remuneration	Brij Bhushan Gupta	1.80	0.30	-	-
Salary/ Remuneration	Subodh Jindal	3.00	6.00	6.00	4.80
Salary/ Remuneration	Anshu Singh	0.90	0.30	-	-

While we believe that all such transactions have been conducted on an arm's length basis and in the ordinary course of business and as per the Companies Act, 2013 and other applicable laws, there can be no assurance that we could not have achieved more favourable terms. Furthermore, it is likely that we may enter into related party transactions in the future. There can be no assurance that such transactions, individually or taken together, will not have an adverse effect on our business, prospects, results of operations and financial condition, including because of potential conflicts of interest or otherwise. In addition, our business and growth prospects may decline if we cannot benefit from our relationships with them in the future.

*For details with respect to the related party transactions, see the head "Restated Statement of Related Party Disclosures" under the Chapter titled "Restated Financial Statements" on page 236.*

**21. Our Company during the preceding 5 years has acquired property situated at B-87, 2nd Floor, Defence Colony, New Delhi-110024 from Mr. Vinod Gupta and Ms. Arnima Gupta (co-owners of the property), the Promoters of our Company lieu of issue of 64,00,000 Equity shares of face value of ₹ 10/- vide the allotment for consideration other the cash on December 26, 2023.**

Our Company during the Financial Year FY 2023-2024 has acquired the property situated at B-87, 2nd Floor, Defence Colony, New Delhi-110024 from Mr. Vinod Gupta and Ms. Arnima Gupta (co-owners of the property) vide an Agreement to sale and purchase dated December 22, 2023. The said property was further registered with the Sub-Registrar Office South-East Defence Colony, vide agreement to sell dated August 19, 2024. The said Property was transfer in the favour of the company in lieu of issue of 64,00,000 Equity shares of face value of ₹ 10/- vide the allotment for consideration other the cash on December 26, 2023. The valuation of the said property was arrived at Rs 6,40,00,000/- vide a valuation report dated December 12, 2022, issued by Mr. Bhavin R. Patel (Reg. No.: IBBI/RV/02/202214582).

*Kindly refer the Sub-Head titled "Allotment of shares dated December 26, 2023" under the head titled "History of Issued, Subscribed and Paid-Up Equity Share Capital of the Company" under the chapter titled "Capital Structure" on page no. 78 of this Draft Red Hearing Prospectus and Head titled "Properties" under the chapter titled "Our Business" on page no. 154 of this Draft Red Hearing Prospectus.*

**22. Our insurance coverage may not be adequate or we may incur uninsured losses or losses in excess of our insurance coverage.**

Our existing insurance coverage includes protection for Vehicles used by employees and senior personnel of the Company for the business purpose. The examples of the assets no insured include other fixed assets, fixed deposits, loans and advances, trade receivables, other current and non current assets.

The following table sets forth the details of coverage of insurance policies in the periods indicated:

<b>Particulars</b>	<b>Remarks</b>	<b>Amount (in ₹ lakhs) of asset as at September 30, 2024</b>	<b>% of total assets as of September 30, 2024* (in %)</b>	<b>Percentage of insurance coverage as of September 30, 2024 (in %)</b>
Insured Assets	The insured assets include vehicle insurance for vehicles used by employees and senior personnel of the company for business purposes.	37.90	1.9%	90%**

Uninsured Assets	Uninsured assets include other assets eligible for insurance including Fixed deposits, loans and advances, Trade receivables and other current or non-current assets except cash and cash equivalents.	2004.92	98.10%	-
General Insurance	The company has taken general insurance to cover key personnel, including the Managing Director and other directors.	-	-	-

*\*based on Restated Financial Statements.*

*\*\* It has been noted that in an insurance policy, the coverage amount for assets valued at their original cost is provided as an estimate. This figure is not an exact or definitive value, but rather an approximation used to determine the appropriate insurance coverage for the asset.*

*(For the above details relating to sales bifurcated into product category, we have relied upon the certificate dated February 24, 2025 vide UDIN: 25099065BMNURP2265 issued by the Statutory Auditors of our Company i.e.M/s PDMS AND CO., Chartered Accountants)*

Notwithstanding the insurance coverage that we carry, we may not be fully insured against certain business risks. We cannot assure that any claim under the insurance policies maintained by us will be honoured fully, in part, or on time. To the extent that we suffer any loss or damage that is not covered by insurance or exceeds our insurance coverage, our business, results of operations, financial condition and cash flows could be adversely affected.

*For details with respect to the insurance, see the head “Insurance” under the Chapter titled “Our Business” on page 156 of this Draft Red Herring Prospectus.*

**23. We are required to obtain, maintain or renew statutory and regulatory licenses (including PSARA Approvals) in respect of our principal business lines, 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 are required to obtain and maintain a number of statutory and regulatory permits and approvals under central, state and local government rules in India, generally for carrying out our business. In particular, we are required to obtain PSARA Approvals for providing private security services in India.

A majority of these approvals are granted for a limited duration and require renewal. The approvals required by us are subject to numerous conditions and we cannot assure you that these would not be suspended or revoked in the event of non-compliance or alleged noncompliance with any terms or conditions thereof, or pursuant to any regulatory action. If there is any failure by us to comply with the applicable regulations or if the regulations governing our business are amended, or if there is any adverse interpretation of applicable regulations by any judicial, regulatory or administrative authority, we may incur increased costs, be subject to penalties, have our approvals and permits revoked or suffer a disruption in our operations, any of which could adversely affect our business. If we fail to comply with applicable statutory or regulatory requirements, there could be a delay in the submission or grant of approval for carrying out our business. If we fail to obtain or renew such approvals, licenses, registrations and permissions, in a timely manner or at all, our business, results of operations and financial condition may be adversely affected.

*For further details of key regulations applicable to our business and our operations, see “Key Regulations and Policies” on page 158 and for details relating to government approval and licenses, kindly refer to the chapter titled “Government and Other Approvals” on page 266 of this Draft Red Herring Prospectus.*

**24. Potential Risk of Non-Compliance with the Contract Labour (Regulation and Abolition) Act, 1970 and Its Implications.**

Our Company operates in the manpower management industry and engages contract labour as part of its business operations. Compliance with the Contract Labour (Regulation and Abolition) Act, 1970, depends on the nature of contracts, customer agreements, and the scope of services provided. While we strive to comply with all applicable legal and regulatory requirements, varying interpretations of compliance obligations, evolving regulatory expectations, or procedural lapses may lead to instances where we are inadvertently deemed non-compliant.

In certain cases, our Company may be required to obtain registrations as a principal employer or ensure that contractors secure the necessary licenses, as mandated for establishments engaging contract laborers. Any perceived non-compliance could result in penalties, fines, legal proceedings, or regulatory scrutiny, potentially

impacting our operations, financial performance, and reputation. Additionally, regulatory authorities may direct us to cease certain operations or undertake corrective actions, which could further affect our business.

Our Company has taken steps to strengthen its compliance framework. However, there can be no assurance that these measures will fully eliminate the risks or potential consequences of non-compliance.

**25. Our security services business includes the carrying and handling of firearm 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 our armed guard services and the handling of firearms and ammunition by our employees. In India, we employ personnel who are licensed to carry and operate firearms. We are not permitted to procure or license firearms in India directly, 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.

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 or high-profile persons being injured or killed. Notwithstanding certain controls in our employment policies, operating procedures and our training initiative, 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.

**26. Significant Dependence on Tender-Based Client Procurement can Potential Impact on Financial Performance of our company**

Our business model heavily relies on securing clients through tender processes. If we fail to win these tenders or meet the necessary criteria, it could significantly impact on our financial performance and operational results. The competitive nature of tender processes means that there is no guarantee of success, and any failure to secure key tenders could lead to a loss of revenue and market share. Additionally, changes in tender requirements, delays in tender announcements, or increased competition could further exacerbate these risks. As a result, our dependency on tenders poses a substantial risk to our business continuity and growth prospects.

**27. Our ability to service contracts with public sector undertakings or governmental customers may be affected by political and administrative decisions.**

Contracts with the Indian public sector undertakings and Government organizations contributes to our revenues from operations. In addition, a component of our strategy to grow our security and facility management business is increasing our presence with government enterprises leveraging on government outsourcing initiatives. The performance of our services for public sector undertakings or governmental customers may be affected by political and administrative decisions concerning levels of public spending and public opinion on outsourcing in general. In certain cases, due to applicable regulations, certain terms of public sector contracts, such as pricing terms, contract period, use of subcontractors and ability to transfer receivables under the contract, are less flexible than comparable private sector contracts.

Further, payments from public sector customers may be, and have been, subject to delays, due to regulatory scrutiny and procedural formalities. To the extent that payments under our contracts with governmental and public sector customers are delayed, our cash flows may be impacted. Additionally, any decisions to decrease public spending in India as a result of an economic downturn, or otherwise, may result in the termination or downscaling of public sector contracts, which could have a material adverse effect on our business, results of operations or financial condition.

**28. Our revenues and profitability vary across our business verticals, thereby making our future financial results less predictable.**

Our revenues and profitability vary across our business verticals. Our results of operations may fluctuate in the future depending on a number of factors, including but not limited to:

- award of new contracts and contract renewals, and the selection process and timing for performing these contracts that are subject to contingencies beyond our control.
- the size, complexity, timing of revenue recognition, pricing terms and profitability of significant contracts.
- changes in our pricing policies or those of our competitors.
- financial condition or business prospects of our clients.
- unanticipated variations in the duration, size and scope of our contracts.
- proportion of services revenue from our various business verticals within a reporting period; and
- unanticipated cancellations or contract terminations

As a result of these factors, the results of operations and cash flows may fluctuate from financial reporting period to period.

**29. We operate in a competitive market and any increase in competition may adversely affect our business, results of operations, financial condition and cash flows.**

The industry we serve is highly competitive, characterized by a mix of small and medium companies. We face intense competition in India from various domestic companies in India mainly from the unorganized sector. We expect competition could increase with new entrants coming into the industry, who may have more flexibility in responding to changing business and economic conditions, and existing players consolidating their positions. Further, expansion of our brand in new markets will require the ability to compete more effectively. Competitors may, whether through consolidation or growth, present more credible integrated or lower cost services than we do, which may have a negative effect on our business. We cannot assure you that we can continue to compete effectively with our competitors. Our failure to compete effectively, including any delay in responding to changes in the industry and market, may affect the competitiveness of our services, which may affect our business, results of operations, financial condition and cash flows.

**30. We may need to change our pricing models to compete successfully.**

The intense competition we face in our businesses, and general economic and business conditions can put pressure on us to reduce our prices. If our competitors offer deep discounts on certain services, we may need to lower prices or offer other favorable terms in order to compete successfully. Any such changes may reduce margins and could adversely affect our operating results.

Any broad-based change to our prices and pricing policies could cause our revenues to decline or be delayed as a result of our clients adjusting to the new pricing policies. Some of our competitors may bundle services for promotional purposes or as a long-term pricing strategy and provide best price guarantees. These practices could, over time, significantly constrain the prices that we can charge for certain of our services. If we do not adapt our pricing models to reflect changes in clients' use of our services or changes in customer demand, our revenues could decrease.

**31. Any advancement in technology could lead to reduction in the demand for our services, which may adversely affect our business, results of operations, financial condition and cash flows.**

The advancement in the artificial intelligence and self sustaining autonomous robots and other autonomous security and facility management equipments may lead to decrease in the demand for our services. Our inability to successfully adopt and implement such technological changes may increase our costs, which may adversely affect our business, results of operations, financial condition and cash flows. Though there have not been any such instances in the last three Fiscals years and the stub period, we cannot assure you that in future we shall be able to successfully make timely and cost effective adoption of technology.

**32. An inability to maintain or enhance the popularity of our “Armour Security (India). Ltd” brand may adversely impact our business, results of operations, financial condition and cash flows.**

We provide all our services under the “Armour Security (India). Ltd” brand. Our ability to develop the brand and client goodwill are dependent on public perception and recognition of our service quality, market penetration, competition.

Any negative publicity or perception of client relating to, amongst others, the quality of our services, range of our services portfolio and pricing strategy may adversely impact public perception of our brand. Any concerns regarding quality of our services or misbranding, even when false or unfounded, could tarnish our brand. Although

we believe we have quality control processes in place, we cannot assure that our services will always comply with the standards we set for our services. Though there have not been any such instances in the last three Fiscals years and the stub period, we cannot assure you that in future such instance may not arise.

**33. Operational risks are inherent in our business as it includes rendering services in challenging environments. A failure to manage such risks could have an adverse impact on our business, results of operations and financial condition.**

Certain operational risks are inherent in our businesses due to the nature of the industry in which we operate. We render private security and facility management services, including security services, at customer premises in a number of challenging environments such as educational institutions, corporate offices etc. Our employees deliver security, surveillance, monitoring and crisis response services in these environments, which involve physical inspection and interaction such as searching of personal possessions and frisking employees of our customers and members of the public. Further, we provide pest and termite control solutions as well as cleaning and housekeeping services which involve the handling of chemicals such as insecticides and cleaning solutions, which if handled improperly may have an adverse impact on the health of our employees, customers and on the environment. 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 corporate, crisis response, training and management policies and protocols, a failure to adequately address and manage risks inherent in our business, or a failure to meet the operational requirements of our customers, or a 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 consequently, our business, results of operations and financial condition may also be adversely impacted.

**34. We have a large workforce deployed across workplaces and customer premises, consequently we may be exposed to service-related claims and losses or employee disruptions that could have an adverse effect on our reputation, business, results of operations and financial condition.**

We have a large workforce deployed across India Our ability to control the workplace environment in such circumstances is limited. The risks associated with the deployment of our employees include possible claims relating to:

- actions or inactions of our employees, including matters for which we may have to indemnify our customers.
- failure of our employees to adequately perform their duties including rendering deficient services, shortage in shift, absenteeism or lateness;
- violation by employees of security, , health and safety regulations;
- any failure by us to adequately verify privacy employee and personnel backgrounds and qualifications resulting in deficient services.
- employee errors, malicious acts by existing or former employees
- damage to the customer's facilities or property due to negligence of our employees; and
- criminal acts, torts or other negligent acts by our employees.

These claims may give rise to litigation and claims for damages, which could be time-consuming. These claims may also result in negative publicity and adversely impact our reputation and brand name. Further, as per the terms of certain customer contracts, we indemnify our customers against losses or damage suffered by our customers because of negligent acts of our employees. We may also be affected in our operations by the acts of third parties, including subcontractors and service providers. Though there have not been any such instances in the last three Fiscals years and the stub period, we cannot assure you that in future such instance may not arise.

**35. Our business is manpower intensive. Our business may be adversely affected by work stoppages, increased wage demands by our employees, or an increase in minimum wages, and if we are unable to engage new employees at commercially attractive terms.**

Our operations are manpower intensive and we are dependent on our contractual staff for a significant portion of our operations. The success of our operations depends on the availability of and maintaining good relationships

with our workforce. Shortage of skilled personnel or disruptions caused by disagreements with employees could have an adverse effect on our business, results of operations, financial condition and cash flows.

Additionally we are subject to labour legislations that protect the interests of workers, including legislations that set forth detailed procedures for the establishment of unions, dispute resolution and employee removal and impose certain financial obligations on employers upon retrenchment of employees. Our employees are not currently unionized but there is no assurance that our employees will not unionize in the future. In the event our employee relationships deteriorate, or we experience significant labor unrest, strikes, lockouts and other labor action, work stoppages could occur and there could be an adverse impact on our delivery of services to customers. Our business and profitability may also be affected if any union contracts or collective bargaining agreements we may have to enter restrict our ability to use employees across different service types. There can be no assurance that the corporate policies we have in place to help reduce our exposure to these risks will be effective or that we will not experience losses because of these risks. Any losses that we incur in this regard could have an adverse effect on our reputation, business, results of operations and financial condition. Although we have not experienced any labour unrest in the last three Fiscals years and the stub period we cannot assure you that we will not experience disruptions in work or our operations in future.

**36. Our success also depends on our ability to attract, hire, train and retain skilled personnel. An inability to recruit, train and retain suitably qualified and skilled personnel could adversely impact our business, results of operations, financial condition and cash flows.**

Our business depends on our ability to attract and retain qualified personnel who possess the skills and experience necessary to meet the requirements of our clients. Our business operations and financial performance may be adversely affected if we are unable to find sufficient personnel for our businesses. In addition, we must continually evaluate and upgrade our database of available qualified personnel through recruiting and training programs to keep pace with changing client needs and emerging technologies.

The cost of providing our services and the extent to which we utilize our employees affects our profitability. The rate at which we utilize our employees is affected by a number of factors, including our ability to transition employees from completed contracts to new assignments and to hire and assimilate new employees in the jurisdictions where we operate; our ability to manage attrition; our need to devote time and resources to training and our ability to manage our employee workforce. As a result, our profitability could suffer if we are not able to maintain adequate staffing for our contracts.

Further, we are subject to stringent labour laws, and any violation of these laws may lead regulators or other authorities to order a suspension of certain or all of our operations. We may need to increase compensation and other benefits either to attract and retain personnel or due to increased wage demands by our employees, or an increase in minimum wages and that may adversely affect our business, results of operations, financial condition and cash flows.

The following table sets forth the details regarding our employee benefits expense in the periods indicated:  
(in Lakhs)

Particulars	As on 30 September 2024	FY 2023-2024	FY 2022-2023	FY 2021-2022
Employee related expenses	1,305.00	2,649.57	2,438.62	2,519.91
Revenue from operations	1,723.29	3,293.29	2,884.64	2,680.84
Employee related expenses as a % of the revenue from operations	75.73%	80.45%	84.54%	94%

*For further details regarding our permanent and contractual employees, see head "Human Resource" under the Chapter titled "Our Business" on page 155 of this Draft Red Herring Prospectus:*

**37. We depend on the skills and experience of our Promoters, Key Managerial Personnel, Senior Management for our business and future growth.**

We primarily benefit from the strategic guidance of our individual Promoters. If their involvement in our business reduces in the future, we may be unable to implement our plans as anticipated or maintain administrative control as we currently do, which in turn could adversely affect our business, results of operations, financial condition and prospects. Furthermore, our future performance will also depend on the continued service of our Key

Managerial Personnel and Senior Management and the loss of any such employee and the inability to find an adequate replacement may adversely affect our business, results of operations, financial condition.

*For details of our Key Managerial Personnel and Senior Management, see head Key Managerial Personnel and Senior Management Personnel under the Chapter titled “Our Management” each on page 180 of this Draft Red Herring Prospectus.*

**38. Some of our offices are not located on premises owned by us and we have only leasehold rights. In the event we lose or are unable to renew such leasehold rights, our business, results of operations, financial condition and cash flows may be adversely affected**

The table below provides information of our branch offices which are not located on premises owned by us:

Sr. No.	Details of the Property	Type of Agreement and Name of the Owner / Lessor / Seller of the Property	Date of Sale Deed/ Agreement & Period of lease	Purpose Used	Consideration / Lease Rental / License Fees (₹)	Location
1	C-589, Defence Colony, New Delhi-110024	Rent Agreement with Arnima Gupta	August 01, 2024 to June 30, 2025	Guest House	1,50,000 Per Month	Delhi
2	Ground Floor, Shop No -S-52, Sahara Mall, Mehrauli-Gurgaon Rd, Saraswati Vihar, Chakarpur, Gurugram, Sarhol, Haryana - 122002	Rent Agreement with Rambir Singh and Amresh Chaudhary	September 15, 2024 to August 14, 2025	Branch Office	38,000 per month	Gurgaon, Haryana
3	SOHO. 343, B Block, Chandigarh, Citi Center, Vip Road, Zirakpur, Sas Nagar (Mohali) Punjab - 140603	Rent Agreement with Mukul Sharma	April 25, 2024 to March 24 2025	Branch Office	16,500 per month	Punjab
4	1 <sup>st</sup> Floor, Village & P.O Kala-Amb, Tehsil Nahan District: Sirmaur, Himachal Pradesh - 173001	Rent Agreement with Sourabh Sharma	May 01, 2024 to March 31, 2025	Branch Office	4,000 per month	Himachal Pradesh
5	206, JOP Plaza, P-2 Sector-18, NOIDA – 201301 Uttar Pradesh	Rent Agreement with Sushil Rastogi	May 01, 2024 to March 31, 2025	Branch Office	21000 per month	Noida, Uttar Pradesh
6	Plot No. 201, 2 <sup>nd</sup> Floor, Sai Prasad Eclave, Vivekanand Nagar, Wardha Road, Nagpur Maharashtra - 440015	Rent Agreement with Aashish Narendra Pande	February 21, 2025 to January 20, 2026	Branch Office	30000 per month	Maharashtra

Further the above stated Rental agreements and/or Lease deeds have not been registered. We cannot assure you that we will be able to renew our leases on commercially acceptable terms or at all. In the event that we are required to vacate our current premises, we would be required to make alternative arrangements for our infrastructure and we cannot assure that the new arrangements will be on commercially acceptable terms. If we are required to relocate our business operations, we may suffer a disruption in our operations or have to pay increased charges, which could have an adverse effect on our business, results of operations, financial condition and cash flows. Though there have not been any such instances in the last three Fiscals years and the stub period, we cannot assure you that in future such instance may not arise.

*For further details in relation to the property kindly refer to the head “Property” in the chapter titled ‘Our Business’ on page 154 of this Draft Red Herring Prospectus.*

**39. We may require to raise additional equity or debt in the future in order to continue to grow our business, which may not be available on favorable terms or at all.**

Our strategy to grow our business may require us to raise additional funds or refinance our existing debt for our working capital or long-term loans. We cannot assure that such funds will be available on favorable terms or at all. Additional debt financing may increase our financing costs. Our financing agreements may contain terms and conditions that may restrict our ability to operate and manage our business, such as terms and conditions that require us to maintain certain pre-set debt service coverage ratios and leverage ratios and require us to use our assets, including our cash balances, as collateral for our indebtedness. If we decide to raise additional funds through the incurrence of debt, our interest and debt repayment obligations will increase, and could have a significant effect on our profitability and cash flows. Any issuance of equity to raise additional funds, on the other hand, would result in a dilution of the shareholding of existing shareholders. If we are unable to raise additional funds on favorable terms or at all as and when required, our business, results of operations, financial condition and prospects could be adversely affected.

**40. Failures in internal control systems could cause operational errors which may have an adverse effect on our reputation, business, results of operations, financial condition and cash flows.**

We seek to protect our information systems and network infrastructure from physical break-ins as well as security breaches and other disruptive problems. Critical information systems are used in every aspect of our daily operations, most significantly, in the identification and matching of staffing resources to client assignments and in the customer billing and consultant or vendor payment functions. There may be areas in the systems that have not been properly protected from security breaches and other attacks. Cybersecurity attacks are evolving and could lead to disruptions in systems, unauthorized release of confidential or otherwise protected information and corruption of data. We employ security systems, including firewalls and password encryption, designed to minimize the risk of security breaches. However, these measures and technology may not always be adequate to properly prevent security breaches.

Also, any theft or misuse of information resulting from a security breach could result in, among other things, loss of significant and/or sensitive information, litigation by affected parties, financial obligations resulting from such theft or misuse, governmental investigations, negative reactions from current and potential future clients and poor publicity and any of these could adversely affect our results of operations. In addition, the unavailability of the information systems or the failure of these systems to perform as anticipated for any reason could disrupt our business and could result in decreased performance and increased overhead costs, causing our business and results of operations to suffer.

**41. After the completion of the Issue, our Promoters & Promoter Group will continue to collectively hold majority of the shareholding in our Company, which will allow them to influence the outcome of matters requiring shareholder approval.**

As on the date of this Draft Red Herring Prospectus, our Promoters collectively hold 96.80% of the share capital of our Company. *For details of their shareholding pre and post-issue, see Chapter titled “Capital Structure” on page 84 of this Draft Red Herring Prospectus.*

After the completion of the Issue, our Promoters will continue to collectively hold majority of the shareholding in our Company and will continue to exercise significant influence over our business policies and affairs and all matters requiring Shareholders’ approval, including the composition of our Board, the approval of mergers, strategic acquisitions or joint ventures or the sales of substantially all of our assets, and the policies for dividends, lending, investments and capital expenditures or any other matter requiring special resolution. This concentration of ownership also may delay, defer or even prevent a change in control of our Company and may make some transactions more difficult or impossible without the support of these stockholders. The interests of the Promoters as our controlling shareholders could conflict with our interests or the interests of our other shareholders. We cannot assure you that the Promoters will act to resolve any conflicts of interest in our favour and any such conflict may adversely affect our ability to execute our business strategy or to operate our business.

*For further information in relation to the interests of our Promoters in our Company, see Chapter titled “Our Promoters and Promoter Group” and “Our Management” on page 187 of this Draft Red Herring Prospectus.*

**42. All the Directors of our Company do not have prior experience of directorship in any of companies listed on recognized stock exchanges, therefore, they will be able to provide only a limited guidance in relation to the affairs of our Company post listing**

Our Directors do not have prior experience as directors of companies listed on recognized stock exchanges. While our Directors have experience in the security manpower services and the integrated facility management industry, directors of listed companies have a wide range of responsibilities, including, among others, ensuring compliance with continuing listing obligations, monitoring and overseeing management, operations, financial condition and trajectory of the company. We cannot assure you that our Directors will be able to adequately manage our Company after we become a listed company, due to their lack of prior experience as directors of companies listed on recognized stock exchanges. Accordingly, we will get limited guidance from them and accordingly, may fail to maintain and improve the effectiveness of our disclosure controls, procedures and internal control as required for a listed entity under the applicable law.

**43. Armour Security India, our proprietor concern of our Promoter Mr. Vinod Gupta is also engaged in the line of business similar to our Company.**

Armour Security India, our proprietor concern of our Promoter Mr. Vinod Gupta is currently engaged in the business of providing Security and manpower services. We cannot assure that our individual promoter, Mr. Vinod Gupta who is the proprietor of Armour Security India will not favour the interests of Armour Security India over our interest.

**44. In addition to normal remuneration or benefits and reimbursement of expenses, some of our Promoters and/ or Directors are interested in our Company to the extent of their shareholding and dividend entitlement thereon in our Company.**

Our Promoters and/or Directors are interested in our Company to the extent of their shareholding and dividend entitlement thereon in our Company, in addition to normal of remuneration paid to them for services rendered and reimbursement of expenses payable to them.

*For further information, see chapter titled “Capital Structure” and “Our Management” on page 76, and page 168, respectively of this Draft Red Hearing Prospectus.*

**45. The requirements of being a publicly listed company may strain our resources. Further non compliances of the regulatory requirements applicable to publicly listed companies may lead to suspension of our Company**

We are not a publicly listed company and have not, historically, been subjected to the increased scrutiny of our affairs by shareholders, regulators and the public at large that is associated with being a listed company. As a listed company, we will incur significant legal, accounting, corporate governance and other expenses that we did not incur as an unlisted company. We will be subject to the Listing Regulations, which will require us to file audited annual and unaudited half-yearly reports with respect to our business and financial condition. If we experience any delays, we may fail to satisfy our reporting obligations and/or, we may not be able to readily determine and accordingly report any changes in our results of operations as promptly as other listed companies. Further, as a publicly listed company, we 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 disclosure controls and procedures and internal control over financial reporting, significant resources and management attention will be required. As a result, our management’s attention may be diverted from our business concerns, which may adversely affect our business, prospects, results of operations and financial condition.

**46. The average cost of acquisition of Equity Shares by our Promoters could be lower than the Issue Price**

Our Promoters’ average cost of acquisition of Equity Shares in our Company is as follows:

<b>Name of the Promoter and promoter group</b>	<b>No. of Shares held</b>	<b>Average Cost of Acquisition per Share (In ₹)</b>
Vinod Gupta	59,15,000	5.42
Arnima Gupta	59,15,000	5.41

*Data as certified by Statutory Auditor, M/s PDMS AND CO, Chartered Accountants, by way of their certificate dated February 24,2025 UDIN – 25099065BMNUQZ1693*

**47. Our Company may not be able to pay dividends in the future. Our ability to pay dividends in the future will depend upon our future earnings, financial condition, cash flows, working capital requirements and capital expenditures and the terms of our financing arrangements.**

Any dividends to be declared and paid in the future are required to be recommended by our Board of Directors and approved by its Shareholders, at their discretion, subject to the provisions of the Articles of Association and applicable law, including the Companies Act. Our Company's ability to pay dividends in the future will depend upon our future results of operations, financial condition, cash flows, sufficient profitability, working capital requirements and capital expenditure requirements. We cannot assure you that we will generate sufficient revenues to cover our operating expenses and, as such, pay dividends to our Company's shareholders in future consistent with our past practices, or at all.

*For details relating to the payment of dividend in the past and the dividend policy of our company kindly refer chapter titled "Dividend Policy" on page 193 of this Draft Red Herring Prospectus.*

## **EXTERNAL RISK FACTORS**

### **RISKS RELATING TO INDIA**

**48. Changing regulations in India could lead to new compliance requirements that are uncertain.**

The regulatory and policy environment in which we operate are evolving and are subject to change. The GoI may implement new laws or other regulations and policies that could affect our business in general, which could lead to new compliance requirements, including requiring us to obtain approvals and licenses from the Government and other regulatory bodies, or impose onerous requirements.

For instance, the GoI has recently introduced (a) the Code on Wages, 2019; (b) the Code on Social Security, 2020; (c) the Occupational Safety, Health and Working Conditions Code, 2020; and (d) the Industrial Relations Code, 2020 which consolidate, subsume and replace numerous existing central labour legislations. While the rules for implementation under these codes have not been notified, we are yet to determine the impact of all or some such laws on our business and operations which may restrict our ability to grow our business in the future and increase our expenses.

Further, GoI has notified the Finance Act, 2021 ("Finance Act"), which introduced various amendments to the taxation laws in India. Under the Finance Act, in the absence of a specific provision under an agreement, the liability to pay stamp duty in case of sale of securities through stock exchanges will be on the buyer, while in other cases of transfer for consideration through a depository, the onus will be on the transferor. The stamp duty for transfer of securities other than debentures, on a delivery basis is specified at 0.015% and on a non-delivery basis is specified at 0.003% of the consideration amount. Further, the GoI has announced the union budget for Fiscal 2024, pursuant to which the Finance Act, 2023, came into force on April 1, 2023 which has introduced various amendments. Unfavourable changes in or interpretations of existing, or the promulgation of new, laws, rules and regulations including foreign investment and stamp duty laws governing our business and operations could result in us being deemed to be in contravention of such laws and may require us to apply for additional approvals.

Further, we may be subject to laws and regulations relating to privacy and the collection, storing, sharing, use, disclosure, and protection of certain types of data. These laws and regulations may continually change as a result of new legislation, amendments to existing legislation, changes in the enforcement policies and changes in the interpretation of such laws and regulations by the courts or the regulator. In India, the Supreme Court, in a judgment delivered on August 24, 2017, has held that the right to privacy is a fundamental right. The Government of India's Digital Personal Data Protection Act, 2023 introduced in the Lok Sabha on August 3, 2023, and received the assent of the President of India on August 11, 2023 (the "Data Protection Act"). The Data Protection Act supersedes the Information Technology Act, 2000 and deals with processing of all personal data in digital form, whether collected digitally or offline and digitalized later for processing. Uncertainty in the applicability, interpretation or implementation of any amendment to, or change in, governing law, regulation or policy in the jurisdictions in which we operate, including by reason of an absence, or a limited body, of administrative or judicial precedent may be time consuming as well as costly for us to resolve and may impact the viability of our current business or restrict our ability to grow our business in the future. We may incur increased costs and other burdens relating to compliance with such new requirements, which may also require significant management time and other resources, and any failure to comply may adversely affect our business, results of operations, financial

condition and prospects. Uncertainty in the applicability, interpretation or implementation of any amendment to, or change in, governing law, regulation or policy, including by reason of an absence, or a limited body, of administrative or judicial precedent may be time consuming as well as costly for us to resolve and may impact the viability of our current businesses or restrict our ability to grow our businesses in the future. For instance, the Supreme Court of India has in a decision clarified the components of basic wages which need to be considered by companies while making provident fund payments, which resulted in an increase in the provident fund payments to be made by companies. Any such decisions in future or any further changes in interpretation of laws may have an impact on our business, results of operations, financial condition and cash flows.

**49. Natural or man-made disasters, fires, epidemics, pandemics, acts of war, terrorist attacks, civil unrest and other events could adversely affect our business.**

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

A number of countries in Asia, including India, as well as countries in other parts of the world, are susceptible to contagious diseases. For example, a similar contagious disease like COVID-19 could adversely affect the global economy and economic activity in the region. As a result, any present or future outbreak of a contagious disease could have an adverse effect on our business and the trading price of the Equity Shares. India has from time-to-time experienced instances of social, religious and civil unrest and hostilities between neighbouring countries. For example, there was a mass protest by farmers, against three farm acts which were passed by the Parliament of India in September 2020. The introduction of the law caused protests in several parts of the country like Delhi, Haryana and Punjab. In case there are mass protests leading to civil unrest, such incidents could impact both our operations and adversely affect our business, results of operations, financial condition and cash flows. Present relations between India and Pakistan continue to be fragile on the issues of terrorism, armaments and Kashmir. In April 2019, skirmishes along India's border with Pakistan and the downing of an Indian military jet fighter plane significantly escalated tensions between the two countries. India has also experienced terrorist attacks in some parts of the country. Military activity or terrorist attacks in the future could influence the Indian economy by disrupting communications and making travel more difficult and such political tensions could create a greater perception that investments in Indian companies involve higher degrees of risk. Events of this nature in the future, as well as social and civil unrest within other countries in Asia, could influence the Indian economy and could have an adverse effect on the market for securities of Indian companies.

**50. A downgrade in ratings of India and other jurisdictions we operate in may affect the trading price of the Equity Shares.**

Our borrowing costs and our access to the debt capital markets depend significantly on the credit ratings of India. Any further adverse revisions to credit ratings for India and other jurisdictions we operate in by international rating agencies may adversely impact our ability to raise additional financing. This could have an adverse effect on our ability to fund our growth on favourable terms and consequently adversely affect our business and financial performance and the price of the Equity Shares.

**51. We may be affected by competition laws in India, the adverse application or interpretation of which could adversely affect our business**

The Competition Act, 2002, of India, as amended ("Competition Act"), regulates practices having an appreciable adverse effect on competition in the relevant market in India ("AAEC"). Under the Competition Act, any formal or informal arrangement, understanding or action in concert, which causes or is likely to cause an AAEC is considered void and may result in the imposition of substantial penalties. Further, any agreement among competitors which directly or indirectly involves the determination of purchase or sale prices, limits or controls production, supply, markets, technical development, investment or the provision of services or shares the market or source of production or provision of services in any manner, including by way of allocation of geographical area or number of consumers in the relevant market or directly or indirectly results in bid-rigging or collusive bidding is presumed to have an AAEC and is considered void. The Competition Act also prohibits abuse of a dominant position by any enterprise. If it is proved that the contravention committed by a company took place

with the consent or connivance or is attributable to any neglect on the part of, any director, manager, secretary or other officer of such company, that person shall be also guilty of the contravention and may be punished.

The Competition Act aims to, among other things, prohibit all agreements and transactions, which may have an AAEC on competition in India and all agreements entered into by us could be within the purview of the Competition Act. Further, the CCI has extra-territorial powers and can investigate any agreements, abusive conduct or combination occurring outside India if such agreement, conduct or combination has an AAEC in India. However, the impact of the provisions of the Competition Act on the agreements entered into by us cannot be predicted with certainty at this stage. However, since we pursue an acquisition driven growth strategy, we may be affected, directly or indirectly, by the application or interpretation of any provision of the Competition Act, or any enforcement proceedings initiated by the CCI, or any adverse publicity that may be generated due to scrutiny or prosecution by the CCI or if any prohibition or substantial penalties are levied under the Competition Act, it would adversely affect our business, results of operations, financial condition and cash flows.

## **52. Financial instability in other countries may cause increased volatility in Indian financial markets.**

The Indian market and the Indian economy are influenced by economic and market conditions in other countries, including conditions in the United States, Europe and certain emerging economies in Asia. Financial turmoil in the United States, Asia and elsewhere in the world in recent years has adversely affected the Indian economy. Any worldwide financial instability may cause increased volatility in the Indian financial markets and, directly or indirectly, adversely affect the Indian economy and financial sector and us. In particular, the ongoing Russia-Ukraine conflict and Israeli-Palestinian conflict could result in increased volatility in, or damage to, the worldwide financial markets and economy. Although economic conditions vary across markets, loss of investor confidence in one emerging economy may cause increased volatility across other economies, including India.

Financial instability in other parts of the world could have a global influence and thereby negatively affect the Indian economy. Financial disruptions could adversely affect our business, results of operations, financial condition and cash flows. Further, economic developments globally can have a significant impact on our principal markets. Concerns related to a trade war between large economies may lead to increased risk aversion and volatility in global capital markets and consequently have an impact on the Indian economy.

In addition, China is one of India's major trading partners and there are rising concerns of a possible slowdown in the Chinese economy as well as a strained relationship with India, which could have an adverse impact on the trade relations between the two countries. In response to such developments, legislators and financial regulators in the United States and other jurisdictions, including India, implemented a number of policy measures designed to add stability to the financial markets. However, the overall long-term effect of these and other legislative and regulatory efforts on the global financial markets is uncertain, and they may not have the intended stabilising effects. Any significant financial disruption could have an adverse effect on our business, results of operations, financial condition and cash flows. These developments, or the perception that any of them could occur, have had and may continue to have an adverse effect on global economic conditions and the stability of global financial markets and may significantly reduce global market liquidity, restrict the ability of key market participants to operate in certain financial markets or restrict our access to capital. This could have an adverse effect on our business, results of operations, financial condition and cash flows and reduce the price of the Equity Shares.

The outbreak of COVID-19 affected countries globally, with the World Health Organisation declaring the outbreak as a pandemic in March 2020. There were border controls, lockdowns and travel restrictions imposed by various countries, as a result of the COVID-19 outbreak. The COVID-19 outbreak caused stock markets worldwide to fluctuate significantly in value and impacted global economic activity.

If we are unable to successfully anticipate and respond to changing economic and market conditions, our business, results of operations and financial condition and prospects may be adversely affected.

## **53. The Indian tax regime has undergone substantial changes which could adversely affect our business and the trading price of the Equity Shares.**

Any change in Indian tax laws could have an effect on our operations. For instance, the Taxation Laws (Amendment) Act, 2019, prescribes certain changes to the income tax rate applicable to companies in India. According to this Act, companies can henceforth voluntarily opt in favour of a concessional tax regime (subject to no other special benefits/exemptions being claimed), which would ultimately reduce the effective tax rate for Indian companies from 30% to 22% (exclusive of applicable health and education cess and surcharge). Any such

future amendments may affect our ability to claim exemptions that we have historically benefited from, and such exemptions may no longer be available to us.

The Government of India has also implemented two major reforms in Indian tax laws, namely the GST, and provisions relating to general anti-avoidance rules (“GAAR”). The indirect tax regime in India has undergone a complete overhaul. The indirect taxes on goods and services, such as central excise duty, service tax, central sales tax, state value added tax, surcharge and excise have been replaced by Goods and Service Tax with effect from July 1, 2017. The GST regime is relatively new and therefore is subject to amendments and its interpretation by the relevant regulatory authorities. GAAR became effective from April 1, 2017. The tax consequences of the GAAR provisions being applied to an arrangement may result in, among others, a denial of tax benefit to us and our business. In the absence of any precedents on the subject, the application of these provisions is subjective. If the GAAR provisions are made applicable to us, it may have an adverse tax impact on us. Further, if the tax costs associated with certain of our transactions are greater than anticipated because of a particular tax risk materializing on account of new tax regulations and policies, it could affect our profitability from such transactions.

Further, the Government of India has announced the union budget for Fiscal 2024, pursuant to which the Finance Bill, 2023, has proposed various amendments. The Finance Bill received the assent of the President on March 31, 2023 and subsequently the Finance Act, 2023 was notified by the Government of India notifying the detailed amendments in various laws pertaining to direct and indirect Taxes. Investors are advised to consult their own tax advisors and to carefully consider the potential tax consequences of the same on transaction in Equity Shares. Investors should consult their own tax advisors about the consequences of investing or trading in the Equity Shares. There is no certainty on the impact that the Finance Act may have on our business and operations or on the industry in which we operate. In addition, unfavourable changes in or interpretations of existing, or the promulgation of new laws, rules and regulations including foreign investment laws governing our business, operations and group structure could result in us being deemed to be in contravention of such laws or may require us to apply for additional approvals. We may incur increased costs relating to compliance with such new requirements, which may also require management time and other resources, and any failure to comply may adversely affect our business, results of operations, financial condition and cash flows. Uncertainty in the applicability, interpretation or implementation of any amendment to, or change in, governing law, regulation or policy, including by reason of an absence, or a limited body, of administrative or judicial precedent may be time consuming as well as costly for us to resolve and may affect the viability of our current business or restrict our ability to grow our business in the future.

We cannot predict whether any new tax laws or regulations impacting our services will be enacted, what the nature and impact of the specific terms of any such laws or regulations will be or whether if at all, any law or regulations would have an adverse effect on our business.

Further, any adverse order passed by the appellate authorities/ tribunals/ courts would have an effect on our profitability. In addition, we are subject to tax related inquiries and claims. We may be particularly affected by claims from tax authorities on account of income tax assessment and GST that combines taxes and levies by the central and state governments into one unified rate of interest with effect from July 1, 2017.

**54. If inflation were to rise in India, we might not be able to increase the prices of our products at a proportional rate in order to pass costs on to our consumers thereby reducing our margins.**

Inflation rates in India have been volatile in recent years, and such volatility may continue in the future. India has experienced high inflation in the recent past. Increased inflation can contribute to an increase in interest rates and increased costs to our business, including increased costs of wages and other expenses relevant to our business.

High fluctuations in inflation rates may make it more difficult for us to accurately estimate or control our costs. Any increase in inflation in India can increase our expenses, which we may not be able to adequately pass on to our consumers, whether entirely or in part, and may adversely affect our business and financial condition. In particular, we might not be able to reduce our costs or increase the price of our products to pass the increase in costs on to our consumers. In such case, our business, results of operations, financial condition and cash flows may be adversely affected.

Further, the Government of India has previously initiated economic measures to combat high inflation rates, and it is unclear whether these measures will remain in effect. We cannot assure you that Indian inflation levels will not worsen in the future.

**55. Investors may not be able to enforce a judgment of a foreign court against us, our Directors, the BRLMs or any of their directors and executive officers in India respectively, except by way of a lawsuit in India.**

Our Company is a company incorporated under the laws of India and all of our Directors are located in India. All of our assets and our Key Managerial Personnel and Senior Management Personnel are also located in India. As a result, it may not be possible for investors to effect service of process upon our Company or such persons in jurisdictions outside India, or to enforce judgments obtained against such parties outside India. Furthermore, it is unlikely that an Indian court would enforce foreign judgments if that court was of the view that the amount of damages awarded was excessive or inconsistent with public policy, or if judgments are in breach or contrary to Indian law. In addition, a party seeking to enforce a foreign judgment in India is required to obtain approval from the RBI to execute such a judgment or to repatriate outside India any amounts recovered.

Recognition and enforcement of foreign judgments is provided for under Section 13 and Section 44A of the Code of Civil Procedure, 1908. India is not a party to any international treaty in relation to the recognition or enforcement of foreign judgments. India has reciprocal recognition and enforcement of judgments in civil and commercial matters with only a limited number of jurisdictions, such as the United Kingdom, United Arab Emirates, Singapore and Hong Kong. In order to be enforceable, a judgment from a jurisdiction with reciprocity must meet certain requirements established in the Indian Code of Civil Procedure, 1908. The CPC only permits the enforcement and execution of monetary decrees in the reciprocating jurisdiction, not being in the nature of any amounts payable in respect of taxes, other charges, fines or penalties. Judgments or decrees from jurisdictions which do not have reciprocal recognition with India, including the United States, cannot be enforced by proceedings in execution in India. Therefore, a final judgment for the payment of money rendered by any court in a non-reciprocating territory for civil liability, whether or not predicated solely upon the general laws of the non-reciprocating territory, would not be directly enforceable in India. The party in whose favour a final foreign judgment in a non-reciprocating territory is rendered may bring a fresh suit in a competent court in India based on the final judgment within three years of obtaining such final judgment. However, it is unlikely that a court in India would award damages on the same basis as a foreign court if an action were brought in India or that an Indian court would enforce foreign judgments if it viewed the amount of damages as excessive or inconsistent with the public policy in India. Further, we cannot assure you that a suit brought in an Indian court in relation to a foreign judgment will be disposed of in a timely manner. In addition, any person seeking to enforce a foreign judgment in India is required to obtain the prior approval of the RBI to repatriate any amount recovered, and we cannot assure that such approval will be forthcoming within a reasonable period of time, or at all, or that conditions of such approval would be acceptable. Such an amount may also be subject to income tax in accordance with applicable law.

**RISKS RELATING TO THE EQUITY SHARES AND THIS ISSUE**

**56. The determination of the Price Band is based on various factors and assumptions and the Issue Price, price to earnings ratio and market capitalization to revenue multiple based on the Issue Price of our Company, may not be indicative of the market price of our Company on listing or thereafter.**

The table below provides details of our price to earnings ratio and market capitalization to revenue from operations at the Issue Price of our Company:

Particulars	Price to Earnings Ratio*	Market capitalisation to Revenue**
For Fiscal 2024	[•]	[•]

\*Price to Earnings Ratio has been determined as Issue Price per equity share divided by the EPS per equity share (as on March 31, 2024)

\*\*Market capitalisation has been computed as number of equity shares post the Issue multiplied by the Issue price per equity share. Revenue has been considered as on March 31, 2024

The determination of the Price Band is based on various factors and assumptions, and will be determined by our Company in consultation with the BRLMs. The relevant financial parameters based on which the Price Band will be determined shall be disclosed in the advertisement that will be issued for the publication of the Price Band. Further, the Issue Price of the Equity Shares is proposed to be determined on the basis of assessment of market demand for the Equity Shares offered through the bookbuilding process prescribed under the SEBI ICDR Regulations, and certain quantitative and qualitative factors as set out in the section “Basis for Issue Price” on page **Error! Bookmark not defined.** and the Issue Price, multiples and ratios may not be indicative of the market price of our Company on listing or thereafter.

Accordingly, any valuation exercise undertaken for the purposes of the Issue by our Company in consultation with the BRLMs, would not be based on a benchmark with our industry peers. Prior to the Issue, there has been no public market for our Equity Shares, and an active trading market on the Stock Exchanges may not develop or be sustained after the Issue. Listing and quotation does not guarantee that a market for the Equity Shares will develop, or if developed, the liquidity of such market for the Equity Shares.

The market price of the Equity Shares may be subject to significant fluctuations in response to, among other factors, variations in our operating results, market conditions specific to the industry we operate in, developments relating to India, announcements by third parties or governmental entities of significant claims or proceedings against us, volatility in the securities markets in India and other jurisdictions, variations in the growth rate of financial indicators, variations in revenue or earnings estimates by research publications, and changes in economic, legal and other regulatory factors. As a result, we cannot assure you that an active market will develop or sustained trading will take place in the Equity Shares or provide any assurance regarding the price at which the Equity Shares will be traded after listing. Further, the market price of the Equity Shares 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.

**57. Pursuant to listing of the Equity Shares, we may be subject to pre-emptive surveillance measures like Additional Surveillance Measure (ASM) and Graded Surveillance Measures (GSM) by the Stock Exchanges in order to enhance market integrity and safeguard the interest of investors.**

SEBI and Stock Exchanges in order to enhance market integrity and safeguard interest of investors, have been introducing various enhanced pre-emptive surveillance measures. The main objective of these measures is to alert and advice investors to be extra cautious while dealing in these securities and advice market participants to carry out necessary due diligence while dealing in these securities. Accordingly, SEBI and Stock Exchanges have provided for (a) GSM on securities where such trading price of such securities does not commensurate with financial health and fundamentals such as earnings, book value, fixed assets, net-worth, price per equity multiple and market capitalization; and (b) ASM on securities with surveillance concerns based on objective parameters such as price and volume variation and volatility.

On listing, we may be subject to general market conditions which may include significant price and volume fluctuations. The price of our Equity Shares may also fluctuate after the Issue due to several factors such as volatility in the Indian and global securities market, our profitability and performance, performance of our competitors, changes in the estimates of our performance or any other political or economic factor. The occurrence of any of the abovementioned factors may trigger the parameters identified by SEBI and the Stock Exchanges for placing securities under the GSM or ASM framework such as net worth and net fixed assets of securities, high low variation in securities, client concentration and close to close price variation. In the event our Equity Shares are covered under such pre-emptive surveillance measures implemented by SEBI and the Stock Exchanges, we may be subject to certain additional restrictions in relation to trading of our Equity Shares such as limiting trading frequency (for example, trading either allowed once in a week or a month) or freezing of price on upper side of trading which may have an adverse effect on the market price of our Equity Shares or may in general cause disruptions in the development of an active market for and trading of our Equity Shares.

**58. A third-party could be prevented from acquiring control of us post this Issue, because of anti-takeover provisions under Indian law.**

As a listed Indian entity, there are provisions in Indian law that may delay, deter or prevent a future takeover or change in control of our Company. Under the Takeover Regulations, an acquirer has been defined as any person who, directly or indirectly, acquires or agrees to acquire shares or voting rights or control over a company, whether individually or acting in concert with others. Although these provisions have been formulated to ensure that interests of investors/shareholders are protected, these provisions may also discourage a third party from attempting to take control of our Company subsequent to completion of the Issue. Consequently, even if a potential takeover of our Company would result in the purchase of the Equity Shares at a premium to their market price or would otherwise be beneficial to our shareholders, such a takeover may not be attempted or consummated because of Takeover Regulations.

**59. Fluctuations in the exchange rate between the Indian Rupee and foreign currencies may have an adverse effect on the value of our Equity Shares, independent of our operating results.**

On listing, our Equity Shares will be quoted in Indian Rupees on NSE. Any dividends in respect of our Equity Shares will also be paid in Indian Rupees and subsequently converted into the relevant foreign currency for repatriation, if required. Any adverse movement in currency exchange rates during the time that it takes to undertake such conversion may reduce the net dividend to foreign investors. In addition, any adverse movement in currency exchange rates during a delay in repatriating outside India the proceeds from a sale of Equity Shares, for example, because of a delay in regulatory approvals that may be required for the sale of Equity Shares may reduce the proceeds received by Equity Shareholders. The exchange rate between the Indian Rupee and the U.S. dollar has fluctuated in recent years and may continue to fluctuate substantially in the future, which may have an adverse effect on the returns on our Equity Shares, independent of our operating results.

**60. The Equity Shares have never been publicly traded and the Issue may not result in an active or liquid market for the Equity Shares. Further, the price of the Equity Shares may be volatile, and the investors may be unable to resell the Equity Shares at or above the Issue Price, or at all.**

Prior to the Issue, there has been no public market for the Equity Shares, and an active trading market on the stock exchanges may not develop or be sustained after the Issue. Listing and quotation does not guarantee that a market for the Equity Shares will develop, or if developed, the liquidity of such market for the Equity Shares. Our Equity Shares are expected to trade on NSE after the Issue, but we cannot assure you that active trading in our Equity Shares will develop after the Issue, or if such trading develops that it will continue. Investors may not be able to sell our Equity Shares at the quoted price if there is no active trading in our Equity Shares. There has been significant volatility in the Indian stock markets in the recent past, and the trading price of our Equity Shares after the Issue could fluctuate significantly as a result of market volatility or due to various internal or external risks, including but not limited to those described in this Prospectus. The market price of our Equity Shares may be influenced by many factors, some of which are beyond our control, including, among others:

- the failure of security analysts to cover the Equity Shares after the Issue, or changes in the estimates of our performance by analysts;
- the activities of competitors and suppliers;
- future sales of the Equity Shares by us or our Shareholders;
- investor perception of us and the industry in which we operate;
- our quarterly or annual earnings or those of our competitors;
- developments affecting fiscal, industrial or environmental regulations; and
- the public's reaction to our press releases and adverse media reports.

A decrease in the market price of our Equity Shares could cause you to lose some or all of your investment.

**61. Investors may be subject to Indian taxes arising out of income arising on the sale of the Equity Shares.**

Under current Indian tax laws, unless specifically exempted, capital gains arising from the sale of equity shares in an Indian company is generally taxable in India. A securities transaction tax ("STT") is levied on and collected by an Indian stock exchange on which equity shares are sold. Any gain realized on the sale of listed equity shares held for more than 12 months may be subject to long-term capital gains tax in India at the specified rates depending on certain factors, such as STT paid, the quantum of gains and any available treaty exemptions. Accordingly, you may be subject to payment of long-term capital gains tax in India, in addition to payment of STT, on the sale of any Equity Shares held for more than 12 months. STT will be levied on and collected by a domestic stock exchange on which the Equity Shares are sold. Further, any gain realized on the sale of our Equity Shares held for a period of 12 months or less will be subject to short-term capital gains tax in India. While non-residents may claim tax treaty benefits in relation to such capital gains income, generally, Indian tax treaties do not limit India's right to impose tax on capital gains arising from the sale of shares of an Indian company.

Capital gains arising from the sale of the Equity Shares will not be chargeable to tax in India in cases where relief from such taxation in India is provided under a treaty between India and the country of which the seller is resident read with the Multilateral Instrument ("MLI"), if and to the extent applicable, and the seller is entitled to avail benefits thereunder. Generally, Indian tax treaties do not limit India's ability to impose tax on capital gains. As a result, residents of other countries may be liable for tax in India as well as in their own jurisdiction on a gain upon the sale of the Equity Shares. Our Company may or may not grant the benefit of a tax treaty (where applicable) to

a non-resident shareholder for the purposes of deducting tax at source pursuant to any corporate action including dividends.

No dividend distribution tax is required to be paid in respect of dividends declared, distributed or paid by a domestic company after March 31, 2020, and accordingly, such dividends would not be exempt in the hands of the shareholders, both resident as well as non-resident. Our Company may or may not grant the benefit of a tax treaty (where applicable) to a non-resident shareholder for the purposes of deducting tax at source pursuant to any corporate action including dividends.

Our Company cannot predict whether any tax laws or other regulations impacting it will be enacted, or predict the nature and impact of any such laws or regulations or whether, if at all, any laws or regulations would have an adverse effect on our business, results of operations, financial condition and cash flows.

**62. Investors will not be able to sell immediately on an Indian stock exchange any of the Equity Shares they purchase in the Issue.**

The Equity Shares will be listed on the Stock Exchanges. Pursuant to applicable Indian laws, certain actions must be completed before the Equity Shares can be listed and trading in the Equity Shares may commence. Investors' book entry, or 'demat' accounts with depository participants in India, are expected to be credited with the Equity Shares within one working day of the date on which the Basis of Allotment is approved by the Stock Exchanges. The Allotment of Equity Shares in this Issue and the credit of such Equity Shares to the applicant's demat account with depository participant could take approximately two Working Days from the Bid Closing Date and trading in the Equity Shares upon receipt of final listing and trading approvals from the Stock Exchanges is expected to commence within three Working Days of the Bid Closing Date. There could be a failure or delay in the listing of the Equity Shares on the Stock Exchanges. Any failure or delay in obtaining the approval or otherwise any delay in commencing trading in the Equity Shares would restrict investors' ability to dispose of their Equity Shares. We cannot assure you that the Equity Shares will be credited to investors' demat accounts, or that trading in the Equity Shares will commence, within the time periods specified in this risk factor. 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.

**63. Any future issuance of Equity Shares, or convertible securities or other equity linked instruments by us may dilute your shareholding and sale of Equity Shares by shareholders with significant shareholding may adversely affect the trading price of the Equity Shares.**

We may be required to finance our growth through future equity offerings. Any future equity issuances by us, including a primary offering of Equity Shares, convertible securities or securities linked to Equity Shares including through exercise of employee stock options, may lead to the dilution of investors' shareholdings in our Company. Any future equity issuances by us or sales of our Equity Shares by our shareholders may adversely affect the trading price of the Equity Shares, which may lead to other adverse consequences including difficulty in raising capital through offering of our Equity Shares or incurring additional debt. Any disposal of Equity Shares by our major shareholders or the perception that such issuance or sales may occur, including to comply with the minimum public shareholding norms applicable to listed companies in India may adversely affect the trading price of the Equity Shares, which may lead to other adverse consequences including difficulty in raising capital through offering of the Equity Shares or incurring additional debt. We cannot assure you that we will not issue Equity Shares, convertible securities or securities linked to Equity Shares or that our Shareholders will not dispose of, pledge or encumber their Equity Shares in the future. Any future issuances could also dilute the value of your investment in the Equity Shares. In addition, any perception by investors that such issuances or sales might occur may also affect the market price of our Equity Shares.

**64. Under Indian law, foreign investors are subject to investment restrictions that limit our ability to attract foreign investors, which may adversely affect the trading price of the Equity Shares.**

Under foreign exchange regulations currently in force in India, transfer of shares between non-residents and residents are freely permitted (subject to certain restrictions), 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 falls under any of the exceptions referred to above, then a prior regulatory approval will be required. Additionally, shareholders who seek to convert Rupee proceeds from a sale of shares in India into foreign currency and repatriate that foreign currency from India require a no-objection or a tax clearance certificate from the Indian income tax authorities.

In addition, pursuant to the Press Note No. 3 (2020 Series), dated April 17, 2020, issued by the DPIIT, which has been incorporated as the proviso to Rule 6(a) of the FEMA Non-debt Rules, all investments under the foreign direct investment route by entities of a country which shares land border with India or where the beneficial owner of the Equity Shares is situated in or is a citizen of any such country, can only be made through the Government approval route, as prescribed in the Consolidated FDI Policy dated October 15, 2020 and the FEMA Rules. While the term “beneficial owner” is defined under the Prevention of Money- Laundering (Maintenance of Records) Rules, 2005 and the General Financial Rules, 2017, neither the foreign direct investment policy nor the FEMA Rules provide a definition of the term “beneficial owner”. The interpretation of “beneficial owner” and enforcement of this regulatory change involves certain uncertainties, which may have an adverse effect on our ability to raise foreign capital. Further, there is uncertainty regarding the timeline within which the said approval from the GoI may be obtained, if at all. We cannot assure investors that any required approval from the RBI or any other governmental agency can be obtained on any particular terms or at all. For further information, see “*Restrictions on Foreign Ownership of Indian Securities*” on page 333 of this Prospectus.

**65. QIBs and Non-Institutional Investors are not permitted to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after the submission of their Bid, and Retail Individual Investors and Eligible Employees are not permitted to withdraw their Bids after closure of the Bid/ Issue Closing Date.**

Pursuant to the SEBI ICDR Regulations, QIBs and Non-Institutional Investors are required to pay the Bid Amount on submission of the Bid and are not permitted to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after submitting a Bid. Retail Individual Investors and Eligible Employees can revise their Bids during the Bid/ Issue Period and withdraw their Bids until the Bid/ Issue Closing Date. While we are required to complete all necessary formalities for listing and commencement of trading of the Equity Shares on all Stock Exchanges where such Equity Shares are proposed to be listed, including Allotment, within three Working Days from the Bid/ Issue Closing Date or such other period as may be prescribed by the SEBI, events affecting the investors’ decision to invest in the Equity Shares, including adverse changes in international or national monetary policy, financial, political or economic conditions, our business, results of operations, cash flows or financial condition may arise between the date of submission of the Bid and Allotment. We may complete the Allotment of the Equity Shares even if such events occur, and such events may limit the Investors’ ability to sell the Equity Shares Allotted pursuant to the Issue or cause the trading price of the Equity Shares to decline on listing.

**66. Investors may be restricted in their ability to exercise pre-emptive rights under Indian law and thereby may suffer future dilution of their ownership position.**

Under the Companies Act, a company having share capital and incorporated in India must offer its holders of equity shares pre-emptive rights to subscribe and pay for a proportionate number of shares to maintain their existing ownership percentages before the issuance of any new equity shares, unless the pre-emptive rights have been waived by adoption of a special resolution by holders of three-fourths of the equity shares voting on such resolution.

However, if the law of the jurisdiction the investors are in, does not permit them to exercise their pre-emptive rights without our Company filing an offering document or registration statement with the applicable authority in such jurisdiction, the investors will be unable to exercise their pre-emptive rights unless our Company makes such a filing. If we elect not to file a registration statement, the new securities may be issued to a custodian, who may sell the securities for the investor’s benefit. The value such custodian receives on the sale of such securities and the related transaction costs cannot be predicted. In addition, to the extent that the investors are unable to exercise pre-emptive rights granted in respect of the Equity Shares held by them, their proportional interest in our Company would be reduced.

**67. Rights of shareholders of companies under Indian law may be more limited than under the laws of other jurisdictions.**

Our Articles of Association, composition of our Board, Indian laws governing our corporate affairs, the validity of corporate procedures, directors’ fiduciary duties, responsibilities and liabilities, and shareholders’ rights may differ from those that would apply to a company in another jurisdiction. Shareholders’ rights under Indian law may not be as extensive and wide-spread as shareholders’ rights under the laws of other countries or jurisdictions.

Investors may face challenges in asserting their rights as shareholder of our Company than as a shareholder of an entity in another jurisdiction.

**68. The requirements of being a publicly listed company may strain our resources.**

We are not a publicly listed company and have not, historically, been subjected to the increased scrutiny of our affairs by shareholders, regulators and the public at large that is associated with being a listed company. As a listed company, we will incur significant legal, accounting, corporate governance and other expenses that we did not incur as an unlisted company. We will be subject to the SEBI Listing Regulations, which will, among other things, require us to file audited annual and unaudited quarterly reports with respect to our business and financial condition. If we experience any delays, we may fail to satisfy our reporting obligations and/or we may not be able to readily determine and accordingly report any changes in our results of operations as promptly as other listed companies. Further, as a publicly listed company, we 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 disclosure controls and procedures and internal control over financial reporting, significant resources and management attention will be required. As a result, our management's attention may be diverted from our business concerns, which may adversely affect our business, prospects, results of operations and financial condition. In addition, we may need to hire additional legal and accounting staff with appropriate experience and technical accounting knowledge, but we cannot assure you that we will be able to do so in a timely and efficient manner.

**69. Compliance with provisions of Foreign Account Tax Compliance Act may affect payments on the Equity Shares.**

The U.S. "Foreign Account Tax Compliance Act" (or "FATCA") imposes a new reporting regime and potentially, imposes a 30% withholding tax on certain "foreign passthru payments" made by certain non-U.S. financial institutions (including intermediaries).

If payments on the Equity Shares are made by such non-U.S. financial institutions (including intermediaries), this withholding may be imposed on such payments if made to any non-U.S. financial institution (including an intermediary) that is not otherwise exempt from FATCA or other holders who do not provide sufficient identifying information to the payer, to the extent such payments are considered "foreign passthru payments". Under current guidance, the term "foreign passthru payment" is not defined and it is therefore not clear whether and to what extent payments on the Equity Shares would be considered "foreign passthru payments". The United States has entered into intergovernmental agreements with many jurisdictions (including India) that modify the FATCA withholding regime described above. It is not yet clear how the intergovernmental agreements between the United States and these jurisdictions will address "foreign passthru payments" and whether such agreements will require us or other financial institutions to withhold or report on payments on the Equity Shares to the extent they are treated as "foreign passthru payments". Prospective investors should consult their tax advisors regarding the consequences of FATCA, or any intergovernmental agreement or non-U.S. legislation implementing FATCA, to their investment in Equity Shares.

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## SECTION IV – INTRODUCTION

### THE ISSUE

The following table summarizes the Issue details:

<b>PRESENT ISSUE IN TERMS OF THIS DRAFT RED HERRING PROSPECTUS</b>	
Issue of Equity Shares by our Company <sup>(1)</sup>	Upto 46,50,000 Equity Shares of face value of ₹10/- each, fully paid up of our company at a price of ₹ [●] per Equity Share (including a share premium of ₹ [●] per Equity share) aggregating to ₹ [●] Lakhs.
<b><i>The Issue consists of:</i></b>	
Market Maker Reservation Portion <sup>(2)</sup>	Upto 2,34,000 Equity Shares of face value of ₹ 10/- each fully paid up of our company at a price of ₹ [●] per Equity share aggregating to ₹ [●] Lakhs.
Net Issue to the Public	Upto 44,16,000 Equity Shares of face value of ₹ 10/- each fully paid up of our company at a price of ₹ [●] per Equity share aggregating to ₹ [●] Lakhs.
<b><i>Out of which<sup>(3)</sup></i></b>	
QIB Portion	Not more than [●] Equity Shares of ₹ 10/- each for cash at a price of ₹ [●] (including a Share premium of ₹ [●] per Equity Share) per share aggregating to ₹ [●] Lakhs will be available for allocation to Qualified Institutional Buyers, five per cent of which shall be allocated to mutual funds.
Non-Institutional Portion	Not less than [●] Equity Shares of ₹ 10/- each for cash at a price of ₹ [●] (including a Share premium of ₹ [●] per Equity Share) per share aggregating to ₹ [●] Lakhs
Retail Individual Portion	Not less than [●] Equity Shares of ₹ 10/- each for cash at a price of ₹ [●] (including a Share premium of ₹ [●] per Equity Share) per share aggregating to ₹ [●] Lakhs
<b>Pre and Post – Issue Equity Shares</b>	
Equity Shares outstanding prior to the Issue	1,22,20,000 Equity Shares of face value of ₹10/- each
Equity Shares outstanding after the Issue	1,68,70,000 Equity Shares of face value ₹10/- each
Objects of the Issue/ Use of Issue Proceeds	Please see the chapter titled “ <b>Objects of the Issue</b> ” on page 91 of this Draft Red Herring Prospectus.

*Notes:*

(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) 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 offered to the public for subscription.*

*The present Issue has been authorized pursuant to a resolution by our Board of Directors at its meeting held on August 28, 2024, and by the Shareholders of our company, vide a special resolution passed pursuant to Section 23 & 62 (1)(c) of the Companies Act, 2013 at their Annual general meeting held on September 30, 2024.*

(2) *At least five per cent of Issue Size is reserved for Market Maker.*

(3) *The SEBI ICDR Regulations permit the issue of securities to the public through the Book Building Process, which states that:*

- a) not less than thirty-five percent to retail individual investors;*
- b) not less than fifteen percent to non-institutional investors;*
- c) not more than fifty percent 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.*

*For further details, please refer to the chapter titled “Issue Information” beginning on page 282 of this Draft Red Herring Prospectus.*

## **SUMMARY OF RESTATED FINANCIAL INFORMATION**

**ARMOUR SECURITY (INDIA). LTD.**  
**(Formerly known as Armour Security India Private Limited)**  
**B-87,2nd Floor,Defence Colony,New Delhi-110024**  
**CIN No.U74920DL1999PLC101313**

*The following tables provide the summary of financial information of our Company derived from the Restated Financial Statements for the stub period ended September 2024 and Financial Years ended March 31, 2024, March 31, 2023 and March 31, 2022. The Summary of Financial Information referred to below is presented under the section titled “**Financial Information**” beginning on page 194 of this Draft Red Herring Prospectus. The summary of financial information presented below should be read in conjunction with the Restated Financial Statements, the notes thereto and the Section titled “**Financial Information**” beginning on pages 194 of this Draft Red Herring Prospectus.*

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**Armour Security (India). Ltd.**

**STATEMENT OF ASSETS & LIABILITIES, AS RESTATED**

**(₹ in Lakhs)**

	<b>Particulars</b>	<b>Note</b>	<b>As at</b>	<b>As at March 31,</b>		
			<b>30.09.2024</b>	<b>2024</b>	<b>2023</b>	<b>2022</b>
<b>I</b>	<b>EQUITY AND LIABILITIES</b>					
	1. Shareholders' funds					
	(a) Share Capital	1.1	1,222.00	1,222.00	1.00	1.00
	(b) Reserves and surplus	1.2	472.57	223.82	348.06	124.97
	2. Non-current liabilities					
	(a) Long-term borrowings	1.3	101.25	124.91	85.43	70.03
	(b) Other Non-current liabilities	1.4	-	-	-	-
	(c) Long-term provisions	1.5	29.49	29.87	24.21	21.46
	3. Current liabilities		-			-
	(a) Short-term borrowings	1.6	36.19	55.15	-	-
	(b) Trade payables	1.7	-			
	i) Due to MSME		-	-	-	-
	ii) Due to Others		74.16	74.64	412.70	397.39
	(c) Other current liabilities	1.8	9.40	8.84	230.77	176.09
	(d) Short-term provisions	1.9	433.02	622.18	448.89	404.10
	<b>TOTAL</b>		<b>2,378.08</b>	<b>2,361.41</b>	<b>1,551.06</b>	<b>1,195.04</b>
<b>II.</b>	<b>ASSETS</b>					
	<b>1. Non-current assets</b>					
	(a) Property Plant & Equipments and Intangible Assets	1.10				
	(i) Property Plant & Equipments		778.86	730.43	74.87	83.08
	(ii) Capital work-in-progress		-	-	-	-
	(b) Deferred Tax Assets	1.11	19.25	18.98	17.34	16.46
	(c) Non Current Investments	1.12	-	-	-	-
	(d) Other Non Current Assets	1.13	543.22	556.38	381.47	326.61
	<b>2. Current assets</b>					
	(a) Inventories	1.14	-	-	-	-
	(b) Trade receivables	1.15	569.19	774.51	925.56	634.52
	(c) Cash and cash equivalents	1.16	47.85	173.22	42.20	39.77
	(d) Short-term loans and advances	1.17	125.13	95.53	109.62	94.60
	(e) Other Current Assets	1.18	294.58	12.36	-	-
	<b>TOTAL</b>		<b>2,378.08</b>	<b>2,361.41</b>	<b>1,551.06</b>	<b>1,195.04</b>

*Note: The above statement should be read with the Significant Accounting Policies and Notes on Financial Statement Appearing in Annexure IV & V respectively of the Restated Financial Statements.*

As per our report of even date attached

**For and on behalf of Board of Directors  
For Armour Security (India) Ltd.**

**For and on behalf of  
For PDMS And Co.  
Firm No. 019621C  
(Chartered Accountants)**

**Sd/-  
Brij Bhushan Gupta  
(Director)  
DIN: 10954912  
Date: 24.02.2025  
Place: Delhi**

**Sd/-  
Arnima Gupta  
(Director)  
DIN: 02212966  
Date: 24.02.2025  
Place: Delhi**

**Sd/-  
CA Sachin Pathak  
Membership No.099065  
UDIN :25099065BMNURD1759**

**Sd/-  
Subodh Jindal  
(CFO)  
PAN: XXXXX5403R**

**Sd/-  
Shakshi Mishra  
(Company Secretary)  
MN: ACS 57243**

**Date: 24.02.2025**

**Place: Delhi**

**Date: 24.02.2025**

**Place: Delhi**

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

**(In Lakhs)**

	<b>Particulars</b>	<b>Note</b>	<b>For the period ended 30.09.2024</b>	<b>For the year ended 31.03.2024</b>	<b>For the year ended 31.03.2023</b>	<b>For the year ended 31.03.2022</b>
<b>I</b>	Revenue from operations	2.1	1,723.29	3,293.29	2,884.64	2,680.84
<b>II</b>	Other Income	2.2	9.10	16.81	12.44	10.00
<b>III</b>	<b>Total Income (I+II)</b>		<b>1,732.39</b>	<b>3,310.10</b>	<b>2,897.08</b>	<b>2,690.84</b>
	<b>Expenses:</b>		-			
	(a) Cost of materials consumed	2.3	-	-	-	-
	(b) Purchases of stock-in-trade		-	-	-	-
	(c) Changes in inventories of finished goods and work-in- progress	2.4	-	-	-	-
	(d) Employee benefits expense	2.5	1,305.00	2,649.57	2,438.62	2,519.91
	(e) Finance costs	2.6	9.66	12.08	3.45	5.62
	(f) Depreciation and amortisation expense	2.7	10.69	22.22	19.25	21.72
	(g) Other expenses	2.8	73.22	276.43	134.21	104.67
<b>IV</b>	<b>Total expenses</b>		<b>1,398.57</b>	<b>2,960.30</b>	<b>2,595.52</b>	<b>2,651.92</b>
<b>V</b>	<b>Profit / (Loss) before tax and Exceptional Items (III-IV)</b>		<b>333.82</b>	<b>349.80</b>	<b>301.56</b>	<b>38.92</b>
<b>VI</b>	<b>Exceptional Items</b>		-	-	-	-
<b>VII</b>	<b>Profit / (Loss) before tax (V-VI)</b>		<b>333.82</b>	<b>349.80</b>	<b>301.56</b>	<b>38.92</b>
<b>VIII</b>	<b>Tax expense:</b>		-			
	(a) Current tax expense		85.31	89.68	76.78	15.67
	(b) Deferred tax charge/(credit)		(0.25)	(1.64)	(0.88)	(5.88)
<b>IX</b>	<b>Profit after tax for the year (VII-VIII)</b>		<b>248.75</b>	<b>261.76</b>	<b>225.66</b>	<b>29.13</b>
<b>X</b>	<b>Earnings per share (face value of ₹ 10/- each):</b>	2.9	-			
	(a) Basic (in ₹)		2.04	2.14	2,256.60	291.27
	(b) Adjusted EPS (in ₹)		2.04	2.14	4.16	0.54

Note: The above statement should be read with the Significant Accounting Policies and Notes on Financial Statements appearing in Annexure IV & V respectively of the Restated Financial Statements.

**As per our report of even date attached**

**For and on behalf of Board of Directors  
For Armour Security (India) Ltd.**

**For and on behalf of  
For PDMS And Co.  
Firm No. 019621C  
(Chartered Accountants)**

**Sd/-  
Brij Bhushan Gupta  
(Director)  
DIN: 10954912**

**Sd/-  
Arnima Gupta  
(Director)  
DIN: 02212966**

**Sd/-  
CA Sachin Pathak  
Membership No.099065  
UDIN :25099065BMNURD1759**

**Sd/-  
Subodh Jindal  
(CFO)  
PAN: XXXXX5403R**

**Sd/-  
Shakshi Mishra  
(Company Secretary)  
MN: ACS 57243**

**Date: 24.02.2025  
Place: Delhi**

**Date: 24.02.2025  
Place: Delhi**

**STATEMENT OF CASH FLOW, AS RESTATED**

(₹ in Lakhs)

Particulars	For the period ended <b>30.09.2024</b>	For the year ended		
		<b>31.03.2024</b>	<b>31.03.2023</b>	<b>31.03.2022</b>
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>				
Net Profit before Extraordinary items	333.82	349.80	301.56	38.92
<b>Adjustment For:</b>				
(a) Depreciation and Amortization	10.69	22.22	19.25	21.72
(b) Interest Charges	9.66	12.08	3.45	5.62
(c) (Gain)/Loss on Sale of Assets	(1.40)	-	-	-
(d) Interest Income	(2.07)	(12.10)	(10.95)	8.79
(e) Prior period Adjustment	-		(2.57)	(10.14)
Operating Profit before Working Capital Changes	<b>350.70</b>	<b>372.00</b>	<b>310.73</b>	<b>64.91</b>
Adjustment For :				
(a) (Increase)/Decrease in Inventories	-	-	-	-
(b) (Increase)/Decrease in Trade Receivables	205.32	151.05	(291.04)	52.43
(c) (Increase)/Decrease in Loans & Advances & Other Assets	(311.81)	1.73	(15.02)	42.68
(d) Increase /(Decrease) in Trade Payables and Other Current Liabilities	0.08	(559.99)	69.99	(66.06)
e) Increase /(Decrease) in Short Term Provisions	(274.51)	134.89	4.25	133.49
(d) Increase / ( Decrease ) in Long Term Provisions	(0.38)	5.66	2.75	21.46
<b>CASH GENERATED FROM OPERATIONS</b>	<b>(30.60)</b>	<b>105.34</b>	<b>81.66</b>	<b>248.91</b>
Less : Direct Taxes paid	-	(51.28)	(36.24)	(25.46)
<b>CASH FLOW BEFORE EXTRAORDINARY ITEMS</b>	<b>(30.60)</b>	<b>54.06</b>	<b>45.42</b>	<b>223.45</b>
<b>NET CASH FROM OPERATING ACTIVITIES (A)</b>	<b>(30.60)</b>	<b>54.06</b>	<b>45.42</b>	<b>223.45</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>	-			
(a) Sales / (Addition) in Fixed Assets & WIP *	(59.12)	(37.78)	(11.03)	(2.69)
(b) Transfer of assets on account of demerger	-	-	-	-
(b) (Increase) / Decrease in Investment	-	-	-	-
(c) (Increase) / Decrease in Non Current Assets	13.16	(174.91)	(54.86)	(165.14)
(d) Interest and other income	3.47	12.10	10.95	(8.79)
<b>NET CASH FROM INVESTING ACTIVITIES (B)</b>	<b>(42.49)</b>	<b>(200.59)</b>	<b>(54.94)</b>	<b>(176.62)</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>	-			
(a) Increase/(Decrease) in Long Term Borrowings	(23.66)	39.48	15.40	(41.81)
(b) Increase/(Decrease) in Short Term Borrowings	(18.96)	55.15	-	(5.40)
(c) Issue of Share Capital*	-	195.00	-	-
(d) Increase / ( Decrease ) in Long Term Provisions				
(e) Interest Paid	(9.66)	(12.08)	(3.45)	(5.62)
<b>NET CASH FLOW IN FINANCING ACTIVITIES (C)</b>	<b>(52.28)</b>	<b>277.55</b>	<b>11.95</b>	<b>(52.83)</b>
<b>NET INCREASE IN CASH &amp; CASH EQUIVALENTS (A)+(B)+(C)</b>	<b>(125.37)</b>	<b>131.02</b>	<b>2.43</b>	<b>(6.00)</b>
<b>OPENING BALANCE – CASH &amp; CASH EQUIVALENT</b>	<b>173.22</b>	<b>42.20</b>	<b>39.77</b>	<b>45.77</b>
<b>CLOSING BALANCE - CASH &amp; CASH EQUIVALENT</b>	<b>47.85</b>	<b>173.22</b>	<b>42.20</b>	<b>39.77</b>

\*Consideration for Purchase of land of Rs 640 lacs in FY 2023-24 is against issue of shares. The transaction being a non cash item, has therefore been excluded from cash flow.

As per our report of even date attached

**For and on behalf of Board of Directors  
For Armour Security (India) Ltd.**

**For and on behalf of  
For PDMS And Co.  
Firm No. 019621C  
(Chartered Accountants)**

**Sd/-  
Brij Bhushan Gupta  
(Director)  
DIN: 10954912**

**Sd/-  
Arnima Gupta  
(Director)  
DIN: 02212966**

**Sd/-  
CA Sachin Pathak  
Membership No.099065  
UDIN :25099065BMNURD1759**

**Sd/-  
Subodh Jindal  
(CFO)  
PAN: XXXXX5403R**

**Sd/-  
Shakshi Mishra  
(Company Secretary)  
MN: ACS 57243**

**Date: 24.02.2025  
Place: Delhi**

**Date: 24.02.2025  
Place: Delhi**

## GENERAL INFORMATION

Our Company was incorporated as “ARMOUR SECURITY (INDIA) PVT. LTD.” on August 27, 1999, vide certification of incorporation bearing No. 101313 under the provision of Companies Act, 1956 issued by the Registrar of Companies, NCT of Delhi and Haryana. Our Company is in the business of Manpower services and Integrated Facility Management services.

Further, our Company was converted into a public limited company, pursuant to a special resolution passed in the Extraordinary General Meeting of our Shareholders held on February 09, 2024, and the name of our Company was changed to ‘ARMOUR SECURITY (INDIA). LTD.’, and a fresh certificate of incorporation dated May 03, 2024 was issued to our Company by the RoC, CPC.

Our Corporate Identification Number is U74920DL1999PLC101313. Our Company has its registered office situated at B-87, Second Floor Defence Colony, New Delhi - 110024

The Promoters of our Company are Mr. Vinod Gupta and Mrs. Arnima Gupta

For further details, please refer to the section titled “Our History and Certain Corporate Matters” beginning on page 163 of this Draft Red Herring Prospectus.

<b>Brief Details of the Company</b>	
<b>Name of the Company</b>	<b>ARMOUR SECURITY (INDIA). LTD.</b>
<b>Date of Incorporation</b>	August 27, 1999
<b>Corporate Identification Number</b>	U74920DL1999PLC101313
<b>Registration Number</b>	101313
<b>Registered &amp; Corporate Office</b>	<p><b>Registered Office:</b> B-87, Second Floor Defense Colony, New Delhi - 110024</p> <p><b>Branch Office:</b></p> <ul style="list-style-type: none"> <li>• Ground Floor, Shop No -S-52, Sahara Mall, Mehrauli-Gurgaon Rd, Saraswati Vihar, Chakkarpur, Gurugram, Sarhol, Haryana 122002</li> <li>• 206, JOP Plaza, P-2 Sector-18, Noida, India – 201301</li> <li>• SOHO NO. 343, B Block Chandigarh, Citi Center, VIP Road, Zirakpur, SAS Nagar (Mohali) Punjab-140603</li> <li>• V.P.O Kala-Amb, Tehcil Nahan, District Sirmour, Himachal Pradesh-173001</li> <li>• Plot No. 201, 2nd Floor, Sai Prasad Enclave, Vivekanand Nagar, Wardha Road, Nagpur, Maharashtra – 440015</li> </ul> <p><b>Contact Person:</b> Shakshi Mishra  <b>Contact No:</b> +91 9810139833  <b>Email ID:</b> cs@armoursecurities.com  <b>Website:</b> <a href="http://www.armoursecurities.com">www.armoursecurities.com</a></p>
<b>Company Category</b>	Company Limited by Shares
<b>Company Sub-category</b>	Indian Non-Government Company
<b>Address of Registrar of Companies</b>	<p><b>Registrar of Companies, Delhi</b>  4th Floor, IFCI Tower, 61, Nehru Place, New Delhi, Delhi –110019  <b>Contact No:</b> 011-26235703, 26235708  <b>Email ID:</b> <a href="mailto:roc.delhi@mca.gov.in">roc.delhi@mca.gov.in</a>  <b>Website:</b> <a href="http://www.mca.gov.in">www.mca.gov.in</a></p>
<b>Designated Stock Exchange</b>	<p><b>Emerge Platform of</b>  <b>National Stock Exchange of India Limited (“NSE Emerge”)</b>  Plot No C 1, Block G, Exchange Plaza Building, Bandra Kurla Complex, Bandra East, Mumbai – 400051</p>

<b>Brief Details of the Company</b>	
	<b>Contact No:</b> 022 2659 8100/2659 8114 /66418100 <b>Email ID:</b> emerge@nse.co.in <b>Website:</b> <a href="http://www.nseindia.com">www.nseindia.com</a>
<b>Issue Programme</b>	<b>Issue Opens on:</b> [●] <b>Issue Closes on:</b> [●]
<b>Company Secretary and Compliance Officer</b>	<b>Shakshi Mishra</b> Company Secretary & Compliance officer <b>Address:</b> B-87, Second Floor Defence Colony, New Delhi, Delhi, India - 110024 <b>Contact No:</b> +91 9810139833 <b>Email ID:</b> cs@armoursecurities.com <b>Website:</b> <a href="http://www.armoursecurities.com">www.armoursecurities.com</a>
<b>Chief Financial Officer (CFO)</b>	<b>Subodh Jindal</b> Chief Financial Officer <b>Address:</b> B-87, Second Floor Defence Colony, New Delhi, Delhi, India - 110024 <b>Contact No:</b> No: +91 9818163821 <b>Email ID:</b> accounts@armoursecurities.com <b>Website:</b> <a href="http://www.armoursecurities.com">www.armoursecurities.com</a>
<b>Statutory &amp; Peer Review Auditor of the company</b>	<b>PDMS &amp; Co. Chartered Accountants</b> <i>Statutory &amp; Peer Review Auditor</i> <b>Address:</b> 401, 4th Floor, White House Building, SV Road, Andheri West, Mumbai-400058 <b>Contact No:</b> +91 7506930030 <b>E Mail:</b> sachinpathak@capdms.com <b>Peer Review No.:</b> 017305 <b>Contact Person:</b> Sachin Pathak <b>FRN:</b> 019621C

#### **BOARD OF DIRECTORS OF OUR COMPANY**

Our Company's Board comprises of the following Directors:

<b>Sr. No.</b>	<b>Name of Director</b>	<b>Designation</b>	<b>DIN</b>	<b>Residential Address</b>
1	Arnima Gupta	Managing director	02212966	B-105, Second Floor, Defense Colony, South Delhi, Lajpat Nagar, Delhi - 110024
2	Brij Bhushan Gupta	Whole Time Director	10954912	Near Sanjay Park, G-27/1A, Shakar Pur Baramad, East Delhi – 110092
3	Krishna Kumar Singh	Non-Executive Independent director	02854747	Flat No 130 Pocket - 2 DDA SFS Flat SEC 11 Dwarka Sector - 6, Dwarka, South - West Delhi, Delhi - 110075
4	Nilendra Kumar	Non-Executive Independent Director	08887031	4E – 604, AWHO Gurjinder Vihar, Sector – Chi-1, Greater Noida, Gautam Budh Nagar, Uttar Pradesh – 201310
5	Shrikant Shriram Modak	Non-Executive Independent director	10353569	B -303 Avni Apartments Mihar Complex, Charkop Village, Mumbai, Maharashtra – 400067

*For further details of the Board of Directors, please refer to the Chapter titled “Our Management” beginning on page no 168 of this Draft Red Herring Prospectus*

**DETAILS OF KEY INTERMEDIARIES PERTAINING TO THIS ISSUE AND OUR COMPANY**

BOOK RUNNING LEAD MANAGER	RTA & REGISTRAR TO THE ISSUE
 <p><b>Corpwis Advisors Private Limited</b>  <b>CIN :</b> U74900MH2014PTC322723  <b>Address:</b> G-07, Ground Floor, The Summit Business Park, Andheri Kurla Road, Behind Guru Nanak Petrol Pump, Andheri East, Chakala MIDC, Mumbai, Maharashtra - 400093  <b>Tel. No.:</b> +91 – 22 – 4972 9990  <b>Email ID:</b> <a href="mailto:ipo@corpwis.com">ipo@corpwis.com</a>  <b>Investor</b>      <b>Grievance</b>      <b>Email</b>      <b>ID:</b>  <a href="mailto:investors@corpwis.com">investors@corpwis.com</a>  <b>Contact Person:</b> Mr. Vishal Kumar Garg  <b>Website:</b> <a href="http://www.corpwis.com">www.corpwis.com</a>  <b>SEBI Regn. No.:</b> INM000012962 </p>	 <p><b>Skyline Financial Services Private Limited</b>  <b>CIN -</b> U74899DL1995PTC071324  <b>Address:</b> D-153/ A, First Floor, Okhla Industrial Area, Phase - I, New Delhi – 110020 India  <b>Tel. No.:</b> +91-11-40450193-197  <b>E-mail ID:</b> <a href="mailto:ipo@skylinerta.com">ipo@skylinerta.com</a>  <b>Investor</b>      <b>Grievance</b>      <b>Email</b>      <b>ID:</b>  <a href="mailto:grievances@skylinerta.com">grievances@skylinerta.com</a>  <b>Contact person:</b> Mr. Anuj Kumar  <b>Website:</b> <a href="http://www.skylinerta.com">www.skylinerta.com</a>  <b>SEBI Regn. No.:</b> INR000003241 </p>
STATUTORY AUDITORS OF THE COMPANY*	LEGAL ADVISOR TO THE ISSUE
<p><b>PDMS &amp; Co. Chartered Accountants</b>  <i>Statutory &amp; Peer Review Auditor</i>  <b>Peer Review Number:</b> 017305  <b>FRN:</b> 019621C  <b>Address:</b> 401, 4th Floor, White House Building, SV Road, Andheri West, Mumbai-400058  <b>Contact No:</b> +91 7506930030  <b>Mail ID:</b> <a href="mailto:sachinpathak@capdms.com">sachinpathak@capdms.com</a>  <b>Contact Person:</b> Mr. Sachin Pathak </p>	 <p><b>CANDOUR LEGAL</b>  <b>Candour Legal</b>  <b>Address:</b> 1st Floor, C wing, Elanza Crest, Opposite Courtyard by Marriott, SBR, Bodakdev, Ahmedabad-380054, Gujarat, India  <b>Contact Person:</b> Mr. M.M Thapar  <b>Tel:</b> +917228888745  <b>Email:</b> <a href="mailto:contact@candourlegal.com">contact@candourlegal.com</a>  <b>Website:</b> <a href="http://www.candourlegal.com">www.candourlegal.com</a> </p>
BANKERS TO OUR COMPANY	
 <p><b>HDFC Bank Limited</b>  <b>Address:</b> A 3 NDSE, South Ex Part 1, New Delhi 110049  <b>Tel:</b> +91- 9311447281  <b>Email ID:</b> <a href="mailto:Shampa.roy@hdfcbank.com">Shampa.roy@hdfcbank.com</a>  <b>Website:</b> <a href="https://www.hdfcbank.com">https://www.hdfcbank.com</a>  <b>Contact Person:</b> Shampa Roy </p>	 <p><b>IDFC First Bank Limited</b>  <b>Address:</b> Ground Floor, 21, Community Center, New Friends Colony, New Delhi  <b>Tel:</b> +91- 9999246637  <b>Email ID:</b> <a href="mailto:Sanjeev.khurana@idfcfirstbank.com">Sanjeev.khurana@idfcfirstbank.com</a>  <b>Website:</b> <a href="https://www.idfcbank.com">https://www.idfcbank.com</a>  <b>Contact Person:</b> Sanjeev khurana </p>
 <p><b>Axis Bank Limited</b>  <b>Address:</b> B-81, Defence Colony, New Delhi - 110021  <b>Tel:</b> +91- 9582803572  <b>Email ID:</b> <a href="mailto:Defencecolony.operationshead@axisbank.com">Defencecolony.operationshead@axisbank.com</a>  <b>Website:</b> <a href="http://www.axisbank.com">www.axisbank.com</a>  <b>Contact Person:</b> Shikha Ahuja </p>	 <p><b>Punjab National Bank</b>  <b>Address:</b> A-16, Moolchand Comm. Complex, Defence Colony, Delhi - 110024  <b>Tel:</b> 011- 24604518  <b>Email ID:</b> <a href="mailto:Bo3978@pnb.co.in">Bo3978@pnb.co.in</a>  <b>Website:</b> <a href="https://www.pnbindia.in">https://www.pnbindia.in</a>  <b>Contact Person:</b> Vipin Kumar </p>

**Deutsche Bank AG****Address:** B1, 2<sup>nd</sup> Floor, Nirlon Knowledge Park, Off Western Express Highway, Goregoan (East), 400063 Mumbai**Tel:** 022-71806425**Email ID:** pno.india@db.com**Website:** <http://www.deutschebank.co.in/>**Contact Person:** Nodal Officer of the Bank

<b>BANKER TO THE ISSUE AND SPONSOR BANK **</b>	<b>MARKET MAKER***</b>
<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>

*\* In accordance with the SEBI (ICDR) Regulations, M/s PDMS & Co., Chartered Accountants, (FRN: 019621C) have been appointed as Peer Reviewed Auditor by the Board of Directors of the Company in the Board Meeting held on November 22, 2023 and was subsequently ratified by the Shareholders at the EGM held on November 27, 2023, The said appointment was till the conclusion of the ensuing Annual General Meeting. M/s PDMS & Co., Chartered Accountants have been re-appointed as the Statutory Auditor of the Company for five Financial Years starting from April 01, 2024, to March 31, 2029 at the AGM held on September 30, 2024. M/s PDMS & Co., Chartered Accountants has carried out the restatement of financial statements for the period ended September 30, 2024 and for the financial year ended March 31, 2024, March 31, 2023, and March 31, 2022.*

*\*\* The Banker to the issue (Sponsor Bank) shall be appointed prior to filing of the Prospectus with the Registrar of Companies.*

*\*\*\* The Market Maker shall be appointed prior to filing of the Prospectus with the Registrar of Companies.*

**TYPE OF ISSUE**

The present Issue is by way of Book Building.

**STATEMENT OF INTER-SE ALLOCATION OF RESPONSIBILITIES AMONG BOOK RUNNING LEAD MANAGER's**

Since Corpwis Advisors Private Limited (“Corpwis”) is the sole Book Running Lead Manager to the Issue, all the responsibilities relating to co-ordination and other activities in relation to the Issue shall be performed by them and hence a statement of inter-se allocation of responsibilities is not required.

**SYNDICATE MEMBER**

As on the date of this Draft Red Herring Prospectus, there are no syndicate members.

**DESIGNATED INTERMEDIARIES****SELF-CERTIFIED SYNDICATE BANKS**

The list of SCSBs notified by SEBI for the ASBA process is available at <http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>, or at such other website as may be prescribed by SEBI from time to time. A list of the Designated SCSB Branches with which an ASBA Applicant (other than a RIB using the UPI Mechanism), not bidding through Syndicate/Sub Syndicate or through a Registered Broker, RTA or CDP may submit the Application Forms, is available at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34>, or at such other websites as may be prescribed by SEBI from time to time.

**SCSBs (SELF-CERTIFIED SYNDICATE BANKS) AND MOBILE APPLICATIONS ENABLED FOR UPI MECHANISM**

In accordance with SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 and SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022, UPI Applicants may apply through the SCSBs and mobile applications whose names appear on

the website of the SEBI (<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40>) and (<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43>) respectively, as updated from time to time. A list of SCSBs and mobile applications, which are live for applying in public issues using UPI mechanism is available on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35> and <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43>, respectively. A list of SCSBs and mobile applications, which are live for applying in public issues using UPI mechanism is provided as 'Annexure A' for the SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019.

## **SYNDICATE SCSB BRANCHES**

In relation to Application Forms submitted to a member of the Syndicate, the list of branches of the SCSBs at the Specified Locations named by the respective SCSBs to receive deposits of Application Forms from the members of the Syndicate is available on the website of the SEBI (<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35>) and updated from time to time or any such other website as may be prescribed by SEBI from time to time. For more information on such branches collecting Application Forms from the Syndicate at Specified Locations, see the website of the SEBI at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35> as updated from time to time or any such other website as may be prescribed by SEBI from time to time.

## **REGISTERED BROKERS**

Applicants can submit ASBA Forms in the using the stockbroker network of the stock exchange, i.e. through the Registered Brokers at the Broker Centres. The list of the Registered Brokers, including details such as postal address, telephone number and e-mail address, is provided on the websites of the respective Stock Exchanges at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), as updated from time to time.

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

The list of the RTAs eligible to accept ASBA Forms at the Designated RTA Locations, including details such as address, telephone number and e-mail address, is provided on the websites of the respective Stock Exchanges at <https://www.bseindia.com/Static/PublicIssues/RtaDp.aspx> and [http://www.nseindia.com/products/content/equities/ipo/asba\\_procedures.htm](http://www.nseindia.com/products/content/equities/ipo/asba_procedures.htm), respectively, 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 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.

## **BROKERS TO THE ISSUE**

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

## **CREDIT RATING**

As this is an Issue of Equity Shares, credit rating is not required.

## **IPO GRADING**

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

## **DEBENTURE TRUSTEE**

Since this is not a debenture issue, appointment of debenture trustee is not required.

## **MONITORING AGENCY**

As per Regulation 262(1) of the SEBI (ICDR) Regulations, appointment of monitoring agency is required only if Issue size exceeds ₹ 10,000 Lakhs. Hence, our Company is not required to appoint a monitoring agency in relation to the issue.

Pursuant to Regulation 32(3) of the SEBI (LODR) Regulations, 2015, our Company shall on a half yearly basis disclose to the Audit Committee the uses and application of the Net Proceeds. Until such time as any part of the Net Proceeds remains unutilized, our Company will disclose the utilization of the Net Proceeds under separate heads in our Company's balance sheet(s) clearly specifying the amount of and purpose for which Net Proceeds have been utilized so far, and details of amounts out of the Net Proceeds that have not been utilized so far, also indicating interim investments, if any, of such unutilized Net Proceeds. In the event that our Company is unable to utilize the entire amount that we have currently estimated for use out of the Net Proceeds in a fiscal, we will utilize such unutilized amount in the next fiscal. Further, in accordance with Regulation 32(1)(a) of the SEBI (LODR) Regulations, 2015, our Company shall furnish to the Stock Exchanges on a half yearly basis, a statement indicating material deviations, if any, in the utilization of the Net Proceeds for the objects stated in this Draft Red Herring Prospectus.

However, as per Section 177 of the Companies Act, 2013, the Audit Committee of our Company, would be monitoring the utilization of the proceeds of the Issue.

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

The Offer Document will not be filed with SEBI, nor will SEBI issue any observation on the Offer Document in terms of Regulation 246(2) of SEBI (ICDR) Regulations. However, pursuant to Regulation 246(5) of the SEBI (ICDR) Regulations, the copy of Red Herring Prospectus and Prospectus shall be furnished to the Board (SEBI) in soft form.

Pursuant to SEBI Circular No. SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018, a copy of the Red Herring Prospectus will be filed online through SEBI Intermediary Portal at <https://siportal.sebi.gov.in>.

A copy of the Red Herring Prospectus and Prospectus along with the documents required to be filed under Section 26 of the Companies Act, 2013 will be filed online with the Registrar of Companies, Delhi situated at 4th Floor, IFCI Tower, 61, Nehru Place, New Delhi –110019 India and also the respective e-form shall be filled with the MCA Site at least (3) three days prior from the date of opening of the issue.

## **APPRAISING ENTITY**

No appraising entity has been appointed in respect of any objects of this Issue.

## **GREEN SHOE OPTION**

No green shoe option is contemplated under the Issue.

## **EXPERT OPINION**

Except for the following documents as issued by M/s PDMS & Co., Chartered Accountants (Peer Review Auditors) of our Company we have not obtained any expert opinions. However, the term "expert" shall not be construed to mean an "expert" as defined under the U.S. Securities Act 1933.

- The examination report dated 24<sup>th</sup> February 2025 on the Restated Financial Statement for the Company for the financial years ended 31 March 2022, 31 March 2023, 31 March 2024 and the stub period 30 September 2024, ("Restated Financial Statements"), which are prepared in accordance with the SEBI ICDR regulations, the Companies Act, 2013 and the Guidance Note on Reports in Company Prospectus (Revised 2019) issued by the Institute of Chartered Accountants of India, and

- Report on the Statement of Possible Tax Benefits issued on 2<sup>nd</sup> March 2025, in accordance with the requirements of the SEBI ICDR Regulations (examination reports and our report on the statement of possible tax benefits as aforesaid, collectively referred to as 'Reports') and
- Certificate of Key Performance Indicators issued on 24<sup>th</sup> February 2025.
- Various other certificates issued for the purpose of this offer document.

### CHANGE IN AUDITORS DURING THE LAST THREE (3) YEARS

The changes in the Auditors of our Company in the last three (3) years or to the extent applicable are as follows:

Name of the Auditor	Appointment/ Resignation	Date of Appointme nt / Resignation	Reason
<b>PDMS &amp; Co.</b> <b>Peer Review Number:</b> 017305 <b>FRN:</b> 019621C <b>Address:</b> 401, 4th Floor, White House Building, Andheri West, Mumbai, Maharashtra, India - 400058 <b>Email ID:</b> <a href="mailto:info@capdms.com">info@capdms.com</a>	Re-appointment	September 30, 2024	Re-appointment as the Statutory Auditor of our Company at the AGM held on September 30, 2024 for five Financial Years starting from April 01, 2024, to March 31, 2029.
<b>PDMS &amp; Co.</b> <b>Peer Review Number:</b> 017305 <b>FRN:</b> 019621C <b>Address:</b> 401, 4th Floor, White House Building, Andheri West, Mumbai, Maharashtra, India - 400058 <b>Email ID:</b> <a href="mailto:info@capdms.com">info@capdms.com</a>	Appointment	November 27, 2023	Appointment as the Statutory Auditor of our Company to fill the casual vacancy caused by the resignation of Nikhil Arora and Associates by the Board of Directors of the Company in the Board Meeting held on November 22, 2023 and was subsequently ratified by the Shareholders at the EGM held on November 27, 2023. The appointment was till the conclusion of the ensuing Annual General Meeting.
<b>Nikhil Arora and Associates</b> <b>FRN:</b> 027760N <b>Address:</b> S-45, Janta Market, Rajouri Market, New Delhi, Delhi, India - 110027 <b>Email ID:</b> <a href="mailto:canikhilarora1987@gmail.com">canikhilarora1987@gmail.com</a>	Resignation	November 22, 2023	Due to occupancy and commitments not able to devote time.
<b>Nikhil Arora and Associates</b> <b>FRN:</b> 027760N <b>Address:</b> S-45, Janta Market, Rajouri Market, New Delhi, Delhi, India - 110027 <b>Email ID:</b> <a href="mailto:canikhilarora1987@gmail.com">canikhilarora1987@gmail.com</a>	Re-appointment	December 31, 2020	Re- appointment as the Statutory Auditor of our Company for five Financial Years starting from April 01, 2020, to March 31, 2025.

### WITHDRAWAL OF THE ISSUE

In accordance with the SEBI (ICDR) Regulations, our Company, in consultation with Book Running Lead Manager, reserves the right not to proceed with this Issue at any time after the Issue Opening Date, but before our Board meeting for Allotment without assigning reasons thereof.

If our Company withdraws the issue after the Issue Closing Date, we will give reason thereof within two days by way of a public notice which shall be published in the same newspapers where the pre-issue advertisements were published.

Further, the Stock Exchanges shall be informed promptly in this regard and the Book Running Lead Manager, through the Registrar to the Issue, shall notify the SCSBs to unlock the Bank Accounts of the ASBA Applicants within one Working Day from the date of receipt of such notification.

In case our Company withdraws the Issue after the Issue Closing Date and subsequently decides to undertake a public offering of Equity Shares, our Company will file a fresh Issue Document with the Stock Exchange where the Equity Shares may be proposed to be listed. Notwithstanding the foregoing, the issue is also subject to obtaining the final Listing and Trading Approval of the Stock Exchange, which our Company shall apply for after Allotment. In terms of the SEBI Regulations, Non-Retail Applicants shall not be allowed to withdraw their Application after the Issue Closing Date.

## **BOOK BUILDING PROCESS**

In terms of Rule 19(2)(b) of the SCRR read with Regulation 252 of SEBI ICDR Regulations, the issue is being made for at least 25% of the post- issue paid-up Equity Share capital of our Company. The issue is being made under Regulation 229 (2) of Chapter IX of SEBI ICDR Regulations via book building process wherein not more than 50% of the issue shall be allocated on a proportionate basis to QIBs, provided that our Company may, in consultation with the Book Running Lead Manager, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations, of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription, or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the QIB Portion. Further, 5% of the QIB Portion (excluding the Anchor Investor Portion) shall be available for allocation on a proportionate basis only to Mutual Funds, and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIBs (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the issue Price. Further, not less than 15% of the issue shall be available for allocation on a proportionate basis to Non-Institutional Investors and not less than 35% 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.

Subject to valid Bids being received at or above the issue Price, under subscription, if any, in any category, except 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 Book Running Lead Manager, and the Designated Stock Exchange. However, undersubscription, if any, in the QIB Portion will not be allowed to be met with spillover from other categories or a combination of categories.

The Equity Shares, on Allotment, shall be traded only in the dematerialised segment of the Stock Exchange.

Bidders should note that the Equity Shares will be Allotted to all successful Bidders only in dematerialized form. The Bid cum Application Forms, which do not have the details of the Bidders' depository account, including DP ID, Client ID, UPI ID (in case of UPI Bidders using the UPI Mechanism) and PAN, 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 the Equity Shares rematerialized subsequent to Allotment of the Equity Shares in the issue, subject to applicable laws.

## **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
[●]	[●]	[●]	[●]

\*Includes [●] Equity shares of ₹ 10.00 each for the cash of the Market Maker Reservation Portion which are to be subscribed by the Market Maker vide their agreement dated [●] in order to comply with the requirements of Regulation 261 of the SEBI ICDR Regulations.

In terms of Regulation 260(1) of the SEBI ICDR Regulations, the initial public offer shall be underwritten for hundred per cent (100%) of the Issue and shall not be restricted up to the minimum subscription level. As per Regulation 260(2) of SEBI ICDR Regulations, the Book Running Lead Manager has agreed to underwrite to a minimum extent of 15% of the Issue out of its own account.

In the opinion of our Board of Directors (based on a certificate given by the Underwriter), the resources of the abovementioned Underwriter are 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 or registered as brokers with the Stock Exchanges.

#### DETAILS OF MARKET MAKING ARRANGEMENT FOR THIS ISSUE

Our Company and the Book Running Lead Manager has entered into Market Making Agreement dated [●] with [●] the following Market Maker to fulfill the obligations of Market Making for this Issue: -

<b>Name</b>	[●]
<b>Correspondence Address</b>	[●]
<b>Contact No.</b>	[●]
<b>Fax No.</b>	[●]
<b>E-Mail</b>	[●]
<b>Website</b>	[●]
<b>Contact Person</b>	[●]
<b>SEBI Registration No.</b>	[●]

[●], registered with EMERGE Platform of NSE (NSE EMERGE), will act as the Market Maker, and has agreed to receive or deliver the specified securities in the market making process for a period of three years from the date of listing of our Equity Shares or for a period as may be notified by amendment to SEBI (ICDR) Regulations.

The Market Maker shall fulfill the applicable obligations and conditions as specified in the SEBI (ICDR) Regulations, and its amendments from time to time and the circulars issued by the NSE and SEBI regarding this matter from time to time.

- *In terms of Regulation 261(1) of SEBI (ICDR) Regulations, the Market Making arrangement through the Market Maker will be in place for a period of three years from the date of listing of our Equity Shares and shall be carried out in accordance with SEBI (ICDR) Regulations and the circulars issued by the NSE and SEBI regarding this matter from time to time.*
- *In terms of regulation 261(2) of SEBI (ICDR) Regulations, the market maker or issuer, in consultation with the Book Running Lead Manager may enter into agreements with the nominated investors for receiving or delivering the specified securities in market making, subject to the prior approval of the NSE.*
- *In terms of regulation 261(3) of SEBI (ICDR) Regulations, Following is a summary of the key details pertaining to the Market Making arrangement [●]*

*(The rest of the page is intentionally left blank)*

## CAPITAL STRUCTURE

The Equity Share capital of our Company, as on the date of this Draft Red Herring Prospectus and after giving effect to the Issue is set forth below:

Sr. No.	Particulars	Aggregate Face Value	Aggregate Value at Issue Price (4)
<b>A.</b>	<b>Authorized Share Capital</b>		
	1,80,00,000 Equity Shares of ₹10/- each	1800.00	--
<b>B.</b>	<b>Issued, Subscribed &amp; Paid-up Share Capital prior to the Issue</b>		
	1,22,20,000 Equity Shares	1222.00	--
<b>C.</b>	<b>Present issue in terms of the Draft Red Herring Prospectus of upto 46,50,000 Equity Shares having Face Value of ₹ 10/-each at a price of ₹ [●] each (1)</b>		
	Fresh Public Issue of upto 46,50,000 Equity Shares of face value ₹ 10/- each at a Premium of ₹ [●] per share	465.00	[●]
	<i>of Which:</i>		
	2,34,000 Equity Shares at an Issue Price of ₹ [●] /- per Equity Share is reserved as Market Maker Portion <sup>(2)</sup>	23.40	[●]
	Net Issue to Public of 44,16,000 Equity Shares at an Issue Price of ₹ [●] /- per Equity Share to the Public	441.60	[●]
	<b>Of the Net Issue to the Public<sup>(3)</sup></b>		
	At least [●] Equity Shares aggregating up to ₹ [●] lakhs will be available for allocation to Retail Individual Investors	[●]	[●]
	At least [●] Equity Shares aggregating up to ₹ [●] lakhs will be available for allocation to Non-Institutional Investors	[●]	[●]
	Not more than [●] Equity Shares aggregating up to ₹ [●] lakhs will be available for allocation to Qualified Institutional Buyers, five per cent. of which shall be allocated to mutual funds	[●]	[●]
<b>D.</b>	<b>Issued, Subscribed and Paid-Up Share Capital after the Issue</b>		
	1,68,70,000 Equity Shares of Face Value ₹ 10/-		[●]
<b>E.</b>	<b>Securities Premium Account</b>		
	Before the Issue <sup>(6)</sup>	156.00	
	After the Issue		[●]

<sup>(1)</sup> The present Issue has been authorized by the Board of Directors vide a resolution passed at its meeting held on August 28, 2024, and by the shareholders of our Company vide a special resolution passed pursuant to Section 23 & 62(1)(c) of the Companies Act, 2013 at the Annual General Meeting held on September 30, 2024.

<sup>(2)</sup> At least five per cent of the issue size is reserved for Market Maker

<sup>(3)</sup> The allocation in the net issue category shall be as follows:

- a) not less than thirty-five percent to retail individual investors;
- b) not less than fifteen percent to non-institutional investors;
- c) not more than fifty percent 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.

<sup>(4)</sup> To be finalized upon determination of the Issue Price and subject to the Basis of Allotment.

<sup>(5)</sup> Our Company does not intent to undertake any Pre – IPO Placement.

<sup>(6)</sup> As on September 30, 2024, provided in the Restated Financial Statements.

## CLASSES OF SHARES

The Company has only one class of share capital i.e., Equity Shares of face value of ₹10/- each only.

All the issued Equity Shares are fully paid-up. The Company has no outstanding convertible instruments as on the date of this Draft Red Herring Prospectus

## NOTES TO CAPITAL STRUCTURE

### 1. Details of changes in Authorized Share Capital of the Company since incorporation

The authorized capital of the Company was ₹ 1,00,000 consisting of 10,000 Equity Shares of ₹ 10/- each at the time of incorporation. Further authorized share capital of the Company has been altered in the manner set forth below:

Date of Amendment / Shareholders' Resolution	Nature of Amendment	AGM/ EGM
October 24, 2023	The Authorized Share Capital of the company was increased from ₹ 1,00,000 divided into 10,000 equity shares of ₹ 10/- each to ₹ 18,00,00,000 divided into 1,80,00,000 equity shares of ₹ 10/- each.	EGM

All the details w.r.t. to the above stated changes in the Authorized Share Capital of our company are updated with MCA and the same is reflecting on the MCA Portal.

### 2. History of Issued, Subscribed and Paid-Up Equity Share Capital of the Company

The history of the Issued, Subscribed and Paid-Up Equity Share Capital of our Company is set forth below:

S. No.	Date of Allotment	No. of Equity Shares Allotted	Face Value per Equity Share (In ₹)	Issue Price per Equity Share (In ₹)	Nature of Consideration	Nature of Allotment	Cumulative No. of Equity Shares	Cumulative Paid-up Capital (In ₹)
1	On Incorporation being August 27, 1999	1,000	10/-	10/-	Cash	Subscription to Memorandum of Association	1,000	10,000
2	December 08, 2002	9,000	10/-	10/-	Cash	Further Issue	10,000	1,00,000
3	December 05, 2023	54,20,000	10/-	Nil	Other than Cash	Bonus Issue	54,30,000	5,43,00,000
4	December 26, 2023	64,00,000	10/-	10/-	Other than Cash	Right Issue	1,18,30,000	11,83,00,000
5	February 07, 2024	3,90,000	10/-	50/-	Cash	Preferential Allotment	1,22,20,000	12,22,00,000

*All the above-mentioned shares are fully paid up since the date of allotment.*

#### (1) Initial Subscribers to the Memorandum of Association of our company

Sr. No.	Name of the Allottee	Category	Face Value (₹)	Issue Price (₹)	Nature of Allotment	Number of Equity Shares Allotted
1	Vinod Gupta	Promoter	10/-	10/-	Subscription to MoA	700
2	Vijay Kumar	Promoter	10/-	10/-	Subscription to MoA	300
					<b>Total</b>	<b>1,000</b>

(2) Allotment of shares dated December 08, 2002

Sr. No.	Name of the Allottee	Category	Face Value (₹)	Issue Price (₹)	Nature of Allotment	Number of Equity Shares Allotted
1	Vinod Gupta	Promoter	10/-	10/-	Further Issue	4,500
2	Ravinder Kumar Gupta	Promoter	10/-	10/-	Further Issue	4,500
					<b>Total</b>	<b>9,000</b>

(3) Allotment of shares dated December 05, 2023

Sr. No.	Name of the Allottee	Category	Face Value (₹)	Issue Price (₹)	Nature of Allotment*	Number of Equity Shares Allotted
1	Vinod Gupta	Promoter	10/-	Nil	Bonus Issue	27,10,000
2	Arnima Gupta	Promoter	10/-	Nil	Bonus Issue	27,10,000
					<b>Total</b>	<b>54,20,000</b>

\*Bonus Ratio: Ratio of Bonus Issue was 542:1 i.e. (Five Forty Two (542) Equity Shares for every One (1) fully paid-up Equity Share held) The Bonus issue was approved and proposed by the Board of Directors of our Company at the meeting of Board of Directors held on November 27, 2023 and the same was approved by the Shareholders of our Company at the Extra Ordinary General Meeting held on November 27, 2023 vide passing of Ordinary Resolution. Above allotment of shares has been made out of the closing balance of Reserves and Surplus for the period ended September 30, 2023, available for distribution to shareholders and no part of revaluation reserve has been utilized for this purpose. The shares issued in the aforementioned Bonus Issue are eligible for minimum Promoters Contribution.

(4) Allotment of shares dated December 26, 2023

Sr. No.	Name of the Allottee	Category	Face Value (₹)	Issue Price (₹)	Nature Of Allotment*	Number Of Equity Shares Allotted
1	Vinod Gupta	Promoter	10/-	10/-	Right Issue	32,00,000
2	Arnima Gupta	Promoter	10/-	10/-	Right Issue	32,00,000
					<b>Total</b>	<b>64,00,000</b>

\*The said shares were issued for consideration other than cash. Mr. Vinod Gupta and Ms. Arnima Gupta, co-owners of the property situated at B-87, 2nd Floor, Defence Colony, New Delhi-110024 has transferred the said property in favour of our Company vide an Agreement to sale and purchase dated December 22, 2023. The said property was further registered with the Sub-Registrar Office South-East Defence Colony, vide agreement to sell dated August 19, 2024. The valuation of the said property was arrived at Rs 6,40,00,000/- vide a valuation report dated December 12, 2022 issued by Mr. Bhavin R. Patel (Reg. No.: IBBI/RV/02/202214582).

(5) Allotment of shares dated February 07, 2024

Sr. No.	Name of the Allottee	Category	Face Value (₹)	Issue Price (₹)	Nature of Allotment	Number of Equity Shares Allotted
1.	Dipika Alug	Public	10/-	50/-	Preferential Allotment	55,000
2.	NLB Services Private Limited					55,000
3.	Sulabh Jain					10,000
4.	Samyak Jain					30,000
5.	Aditya Gupta					25,000
6.	Vishwas Kohli					35,000
7.	Radhika Chugh					40,000

8.	Pranika Singla						30,000
9.	Karan Raj Sharma						40,000
10.	Sunil Kumar Gambhir HUF						30,000
11.	Sandeep Bajaj						20,000
12.	Sakshi Goyal						10,000
13.	Pundrik Sharma						10,000
	<b>Total</b>						<b>3,90,000</b>

### 3. History of Issued, Subscribed and Paid-Up Equity Share Capital of the Company

Except as disclosed below, we have not issued any Equity Shares for consideration other than cash, at any point of time since Incorporation:

Date of Allotment	No. of Equity Shares allotted	Face Value (₹)	Issue Price (₹)	Consideration	Reasons of Allotment	Benefits accrued to company	Allottees	No. of Shares Allotted	Whether part of Promoter/ Promoter Group
December 05, 2023	54,20,000	10	Nil	Other than Cash	Bonus Issue	Capitalization of Reserves and Surplus <sup>(1)</sup>	Vinod Gupta	27,10,000	Promoter
							Arnima Gupta	27,10,000	Promoter
December 26, 2023	64,00,000	10	10	Other than cash	Right Issue	Acquisition of Property by the company <sup>(2)</sup>	Vinod Gupta	32,00,000	Promoter
							Arnima Gupta	32,00,000	Promoter

<sup>(1)</sup>*Bonus Ratio: Ratio of Bonus Issue was 542:1 i.e. (Five Forty Two (542) Equity Shares for every One (1) fully paid-up Equity Share held) The Bonus issue was approved and proposed by the Board of Directors of our Company at the meeting of Board of Directors held on November 27, 2023 and the same was approved by the Shareholders of our Company at the Extra Ordinary General Meeting held on November 27, 2023 vide passing of Ordinary Resolution. Above allotment of shares has been made out of the closing balance of Reserves and Surplus for the period ended September 30, 2023, available for distribution to shareholders and no part of revaluation reserve has been utilized for this purpose. The shares issued in the aforementioned Bonus Issue are eligible for minimum Promoters Contribution.*

<sup>(2)</sup>*The said shares were issued for consideration other than cash. Mr. Vinod Gupta and Ms. Arnima Gupta, co-owners of the property situated at B-87, 2nd Floor, Defence Colony, New Delhi-110024 has transferred the said property in favour of our Company vide an Agreement to sale and purchase dated December 22, 2023. The said property was further registered with the Sub-Registrar Office South-East Defence Colony, vide agreement to sell dated August 19, 2024. The valuation of the said property was arrived at Rs 6,40,00,000/- vide a valuation report dated December 12, 2022 issued by Mr. Bhavin R. Patel (Reg. No.: IBBI/RV/02/202214582).*

4. Our company has not revalued our assets since inception and has not issued any Equity Shares by capitalizing any revaluation reserves.
5. Our Company has not issued any Equity Shares in terms of any scheme approved under sections 391-394 of the Companies Act, 1956 or sections 230-234 of the Companies Act, 2013, as applicable.
6. As on the date of the Draft Red Herring Prospectus Our Company has not issued any Equity Shares under any employee stock option scheme or employee stock purchase scheme.
7. Issue of equity shares at a price lower than issue price during the last one year.

For the details of issue of equity shares at a price lower than issue price during the last one year, kindly refer the sub-head titled “Allotment of shares dated February 07, 2024” under the head titled “History of Issued, Subscribed and Paid-Up Equity Share Capital of the Company” under the chapter titled “Capital Structure” on page no. 78 of this Draft Red Herring Prospectus

## 8. Our Shareholding Pattern of the Company.

The table below presents the current shareholding pattern of the Company in accordance with Regulation 31 of SEBI LODR Regulations as on the date of this Draft Red Herring Prospectus:

Category (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 under lying Depository Receipts (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 Wararrants) (X)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)= (VII)+(X) As a % of (A+B+C2)		Number of Locked in shares (XII)	Number of Shares pledged or otherwise encumbered (XIII)	Number of equity shares held in dematerialized form (XIV)		
							No. of Voting Rights				Total as a % of (A+B+C)	As a % of (A+B+C2)					
							Class: X	Class: Y	Total			No. (a)	As a % of total Shares held (b)	No. (a)			
A	Promoter & Promoter Group	2	1,18,30,000	-	-	1,18,30,000	96.80%	1,18,30,000	-	1,18,30,000	96.80%	-	-	-	-	1,18,30,000	
B	Public	14	3,90,000	-	-	3,90,000	3.20%	3,90,000	-	3,90,000	3.20%	-	-	-	0.3273%	40,000	3,90,000
C	Non-Promoter-Non-Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
C1	Shares underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
C2	Shares held by Employee Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
	Total	16	1,22,20,000	-	-	1,22,20,000	100%	1,22,20,000	-	1,22,20,000	100%	-	-	-	0.3273%	40,000	1,22,20,000

Our Company will file the shareholding pattern of the Company, in the form prescribed under Regulation 31 of the SEBI (LODR) Regulations, one (1) day prior to the listing of the Equity shares. The shareholding pattern will be uploaded on the website of Stock Exchange before commencement of trading of such Equity Shares.

Notes –

- As on date of this Draft Red Herring Prospectus, one (1) Equity share holds one (1) vote.
- The term “Encumbrance” has the same meaning as assigned under regulation 28(3) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
- We have only one class of Equity Shares of face value of ₹10/- each.
- We have entered into tripartite agreement with CDSL and NSDL

**9. List of Shareholders as on the date of this Draft Red Herring Prospectus:**

S. No.	Name of Shareholder	Category of Shareholder	No. of Shares Held	% of the Pre-Issue share capital	% of the Post Issue share capital
1	Vinod Gupta	Promoter	59,15,000	48.40	35.06
2	Arnima Gupta		59,15,000	48.40	35.06
3	Dipika Alug		55,000	0.45	0.33
4	NLB Services Private Limited		55,000	0.45	0.33
5	Sulabh Jain		10,000	0.08	0.06
6	Samyak Jain		30,000	0.25	0.18
7	Aditya Gupta		25,000	0.20	0.15
8	Vishwas Kohli		20,000	0.16	0.12
9	Radhika Chugh		40,000	0.33	0.24
10	Pranika Singla		30,000	0.25	0.18
11	Karan Raj Sharma		40,000	0.33	0.24
12	Sunil Kumar Gambhir HUF		30,000	0.25	0.18
13	Sandeep Bajaj		20,000	0.16	0.12
14	Sakshi Goyal		10,000	0.08	0.06
15	Pundrik Sharma		10,000	0.08	0.06
16	Akshay Verdhan Gupta		15,000	0.12	0.09
		<b>Total</b>	<b>1,22,20,000</b>	<b>100.00</b>	<b>72.44</b>

**10. Details of Shareholding of the major shareholders of the Company**

a) Set forth below is a list of Shareholders holding 1% or more of the paid-up share capital of the Company and the number of Equity Shares held by them as on the date of filing of Draft Red Herring Prospectus.

Sr. No.	Name of Shareholders	Number of Equity Shares <sup>(1)</sup> of Face value ₹10 each	% of the Pre-Issue share capital
<b>Promoters</b>			
1.	Vinod Gupta	59,15,000	48.40
2.	Arnima Gupta	59,15,000	48.40
	<b>Total</b>	<b>1,18,30,000</b>	<b>96.80</b>

Notes:

(1) Details of shares held on March 03, 2025

b) None of the shareholders of the Company holding 1% or more of the paid-up capital of the Company as on the date of the filing of this Draft Red Herring Prospectus are entitled to any Equity Shares upon exercise of warrant, option or right to convert a debenture, loan, or other instrument.

c) Particulars of the shareholders holding 1% or more of the paid-up equity share capital of the Company and the number of shares held by them ten days prior to the date of filing of this Draft Red Herring Prospectus.

Sr. No.	Name of Shareholders	Number of Equity Shares <sup>(1)</sup> of Face value ₹10 each	% of the Pre-Issue share capital
<b>Promoters</b>			
1.	Vinod Gupta	59,15,000	48.40%
2.	Arnima Gupta	59,15,000	48.40%
	<b>Total</b>	<b>1,18,30,000</b>	<b>96.80%</b>

Notes:

(1) Details of shares held on February 21, 2025

(2) There are no vested outstanding options

d) Particulars of the shareholders holding 1% or more of the paid-up equity share capital of the Company and the number of shares held by them one (01) year prior to filing of this Draft Red Herring Prospectus.:

Sr. No.	Name of Shareholders	Number of Equity Shares <sup>(1)</sup> of Face value ₹10 each	% of the Pre-Issue share capital
<b>Promoters</b>			
1	Vinod Gupta	59,15,000	48.40%
2	Arnima Gupta	59,15,000	48.40%
	<b>Total</b>	<b>1,18,30,000</b>	<b>96.80%</b>

Notes:

(1) Details of shares held on March 03, 2024

(2) There are no vested outstanding options

e) Particulars of the shareholders holding 1% or more of the paid-up equity share capital of the Company and the number of shares held by them two (02) years prior to the date of filing of this Draft Red Herring Prospectus.:

Sr. No.	Name of Shareholders	Number of Equity Shares <sup>(1)</sup> of Face value ₹10 each	% of the Pre-Issue share capital
<b>Promoters</b>			
1	Vinod Gupta	5,000	50
2	Arnima Gupta	5,000	50
	<b>Total</b>	<b>10000</b>	<b>100%</b>

Notes:

(1) Details of shares held on March 03, 2023

(2) There are no vested outstanding options

f) Our Company has not made any public offer (including any rights issue to the public) since its incorporation.

g) As on the date of Draft Red Herring Prospectus, the Company does not have any intention or proposal to alter its capital structure within a period of six (06) months from the date of opening of the Issue by way of split/consolidation of the denomination of Equity Shares or Right Issue of Equity Shares whether preferential or bonus, rights, or further public issue basis. (Including issue of securities convertible into or exchangeable, directly, or indirectly for Equity Shares), whether on a private placement basis / preferential basis, or by way of issue of bonus Equity Shares, or on a rights basis, or by way of further public issue of Equity Shares, or otherwise. However, the Company may raise further capital if the Board of Directors of the Company are of the opinion that the Company is in need of further funds subject to the necessary approvals.

## 11. History of the Equity Share capital held by our Promoters:

As on the date of this Draft Red Herring Prospectus, the Promoters of the Company, hold 1,18,30,000 Equity Shares, equivalent to 96.80% of the pre-IPO issued, subscribed and paid-up Equity Share capital of the Company and none of the Equity Shares held by the Promoter are subject to any pledge.

All the Equity Shares held by our Promoters as detailed herein below, were fully paid-up on the respective dates of allotment of such Equity Shares.

Set forth below are the details of the build – up of our Promoters' shareholding in the Company since incorporation:

### a. Vinod Gupta

Date of Allotment/ Acquisition/ Transfer	Number of Equity Shares	Face Value per Equity Share (₹)	Issue/ Transfer Price per Equity Share (₹)	Nature of Consideration	Nature of Transaction	Cumulative No. of Shares	Pre-issue Share Holding %	Post- issue Share Holding%
August 27, 1999	700	10	10	Cash	Subscription to MoA	700	0.01	Negligible
December 12, 2002	4,500	10	10	Cash	Further Issue	5,200	0.04	0.03
January 01, 2009 <sup>(1)</sup>	(200)	10	-	Gift	Transfer to Arnima Gupta by way of Gift	5,000	(0.00)	(0.00)

Date of Allotment/ Acquisition/ Transfer	Number of Equity Shares	Face Value per Equity Share (₹)	Issue/ Transfer Price per Equity Share (₹)	Nature of Consideration	Nature of Transaction	Cumulative No. of Shares	Pre-issue Share Holding %	Post-issue Share Holding%
December 05, 2023	27,10,000	10	Nil	Consideration Other than Cash	Bonus Issue	27,15,000	22.18	16.06
December 26, 2023	32,00,000	10	10	Consideration Other than Cash	Right Issue	59,15,000	26.19	18.97
<b>Total</b>						<b>59,15,000</b>	<b>48.40</b>	<b>35.06</b>

(1) The above stated details w.r.t. the share transfers have been verified from the statutory records i.e. statutory registers and Minutes of the Board Meeting of the Company, however our Company is unable to trace the share transfer forms further the List of share transfers is missing in the Annual Return of the Company for Financial Year ended March 31, 2009. However, the list of shareholders as provided in the Annual Return of the Company for Financial Year ended March 31, 2009 shows the details of shareholding, post effecting the above stated share transfer. As the Companies Act, 2013 does not mandate the Company to maintain the Share Transfer Forms for any specified period of time, there is no risk that our company anticipates w.r.t to the above stated transfers.

## 2. Arnima Gupta

Date of Allotment/ Acquisition/ Transfer	Number of Equity Shares	Face Value per Equity Share (₹)	Issue/ Transfer Price per Equity Share (₹)	Nature of Consideration	Nature of Transaction	Cumulative No. of Shares	Pre-issue Share Holding %	Post-issue Share Holding%
July 24, 2007 <sup>(1)</sup>	300	10	-	Gift	Transfer from Vijay Kumar	300	Negligible	Negligible
January 01, 2009 <sup>(2)</sup>	200	10	-	Gift	Transfer from Vinod Gupta	500	Negligible	Negligible
January 01, 2009 <sup>(2)</sup>	4,500	10	-	Gift	Transfer from Ravinder Kumar	5,000	0.04	0.03
December 05, 2023	27,10,000	10	Nil	Consideration Other than Cash	Bonus Issue	27,15,000	22.18	16.06
December 26, 2023	32,00,000	10	10	Consideration Other than Cash	Right Issue	59,15,000	26.19	18.97
<b>Total</b>						<b>59,15,000</b>	<b>48.40</b>	<b>35.06</b>

(1) The above stated details w.r.t. the share transfer have been verified from the statutory records i.e. statutory registers and Minutes of the Board Meeting and the Annual Return the Company for financial year ending March 31, 2007, however our Company is unable to trace the Share Transfer Forms. As the Companies Act, 2013 does not mandate the Company to maintain the Share Transfer Forms for any specified period of time, there is no risk that our company anticipates w.r.t to the above stated transfers.

(2) The above stated details w.r.t. the share transfers have been verified from the statutory records i.e. statutory registers and Minutes of the Board Meeting of the Company, however our Company is unable to trace the share transfer forms further the List of share transfers is missing in the Annual Return of the Company for Financial Year ended March 31, 2009. However, the list of shareholders as provided in the Annual Return of the Company for Financial Year ended March 31, 2009 shows the details of shareholding, post effecting the above stated share transfer. As the Companies Act, 2013 does not mandate the Company to maintain the Share Transfer Forms for any specified period of time, there is no risk that our company anticipates w.r.t to the above stated transfers.

## 12. Shareholding of our Promoters and Promoter Group

The details of shareholding of our Promoters, and the Promoter Group (other than our Promoters) as on the date of this Draft Red Herring Prospectus are set forth below:

Particulars	Pre-Issue		Post-Issue	
	Number of Equity Shares of face value ₹ 10/- each	%	Number of Equity Shares of face value ₹ 10/- each	%
<b>Promoter</b>				
Vinod Gupta	59,15,000	48.40%	59,15,000	35.06
Arnima Gupta	59,15,000	48.40%	59,15,000	35.06
<b>Total Promoter Shareholding (A)</b>	<b>1,18,30,000</b>	<b>96.80%</b>	<b>1,18,30,000</b>	<b>70.12</b>
<b>Promoter Group (other the Promoter)</b>	Nil	Nil	Nil	Nil
<b>Total Promoter Group Shareholding (B)</b>	Nil	Nil	Nil	Nil
<b>Total Promoter &amp; Promoter Group (A+B)</b>	<b>1,18,30,000</b>	<b>96.80%</b>	<b>1,18,30,000</b>	<b>70.12</b>

13. There are no Equity Shares which were acquired/ purchased/ sold by the Promoter / Promoter Group / the directors of our company and their relatives within six months immediately preceding the date of this Draft Red Herring Prospectus.

14. Details w.r.t secondary transaction during the last three years preceding the date of this Draft Red Herring Prospectus

Following the company's conversion from a Private Limited Company to a Public Limited Company, secondary transactions that have taken place between public shareholders have been conducted in Demat form and our Company is not privy to the said transactions between the public shareholders. Hence, the company does not have access to the details of said transactions such as the date on which the secondary transaction took place and consideration paid for the said transactions. Accordingly, our Company does not have any data relating to the secondary transactions that occurred after the date of conversion from a Private Limited Company to Public Limited Company w.e.f. May 03, 2024. Further there has been no secondary transaction from March 03, 2022 till May 03, 2024.

15. As on the date of this Draft Red Herring Prospectus, the Company has 16 Members/Shareholders

16. There are no financing arrangements whereby the promoter, member of promoter group, the directors of our company and their relatives have financed the purchase of the Equity Shares of our Company by any other person during the period of six months immediately preceding the date of filing of this Draft Red Herring Prospectus.

## 17. Cost of Acquisition

### a) Average Cost of Acquisition

The average cost of acquisition of Equity Shares for our Promoter, Promoter Group as on the date of this Draft Red Herring Prospectus is as set out below:

Name of the Promoter and promoter group	No. of Shares held	Average Cost of Acquisition per Share (In ₹)*
Vinod Gupta	59,15,000	5.42
Arnima Gupta	59,15,000	5.41
Mr. Ravinder Gupta	NIL	NA
Mr. Ashok Gupta	NIL	NA
Ms. Veena Gupta	NIL	NA
Master Viarn Raj Gupta	NIL	NA
Miss Rachel Gupta	NIL	NA
Mr. Ram kishan	NIL	NA
Ms. Aruna Gupta	NIL	NA
Ms. Payal Gupta	NIL	NA

Name of the Promoter and promoter group	No. of Shares held	Average Cost of Acquisition per Share (In ₹)*
Ms. Shweta Gupta	NIL	NA
Mr. Bhavesh Gupta	NIL	NA
Ms. Shashi Gupta	NIL	NA
Ms. Mayoor Gupta	NIL	NA
Armour IT Solutions Private Limited	NIL	NA
Viarn Infrastructure Private Limited	NIL	NA
Vinod Gupta and sons HUF	NIL	NA
Armour Securities India	NIL	NA

\*As certified by Statutory Auditor, P D M S And Co., Chartered Accountants, by way of their certificate dated February 24, 2025 vide UDIN – 25099065BMNUQZI693

**b) Weighted Average Cost of Acquisition by Promoters in last one year:**

*There has been no transaction entered into by the Promoters of our Company in the last one year\*\*.*

**c) Weighted average cost of acquisition of all shares transacted in last 3 years, 18 months and 1 years, from the date of this Draft Red Herring Prospectus:**

Period	No. of Shares Transacted	Weighted Average cost of acquisition (in ₹) #
Last 1 year	NIL	NIL
Lat 18 months	1,22,10,000	6.84
Last 3 year	1,22,10,000	6.84

*#Following the company's conversion to a Public Limited, transfers that have taken place between public shareholders have been conducted in Demat form and Armour Security (India). Ltd. (i.e. Company) is not privy to the said transactions between the public shareholders. Hence, the company does not have access to the details of said transactions such as the date on which sale transaction took place and consideration paid for the said transactions. Therefore, said transactions are not included while computing the cost of acquisition.*

*#As certified by Statutory Auditor, P D M S And Co., Chartered Accountants, by way of their certificate dated February 24, 2025 vide UDIN – 25099065BMNURG8676.*

**18. Details of Our Directors and KMP Shareholding:**

Sr No.	Name of Director/KMP	Designation	No. of Equity Share of face value ₹ 10/- each	% of Pre-Issue Equity Share Capital
1	Arnima Gupta	Managing Director	59,15,000	48.40%
2	Brij Bhushan Gupta	Whole Time Director	Nil	Nil
3	Krishna Kumar Singh	Non-Executive Independent Director	Nil	Nil
4	Shrikant Shriram Modak	Non-Executive Independent Director	Nil	Nil
5	Nilendra Kumar	Non-Executive Independent Director	Nil	Nil
6	Subodh Jindal	Chief Financial Officer	Nil	Nil
7	Shakshi Mishra	Company Secretary & Compliance Officer	Nil	Nil

**19. Promoter's Contribution and Lock-in details**

**Details of Promoter' contribution locked in for three years.**

Pursuant to Regulation 236 & 238 of the SEBI (ICDR) Regulations, an aggregate of at least 20% of the post Issue Equity Share capital of the Company held by our Promoter shall be considered as Promoter' contribution ("Promoter Contribution") and locked in for a period of three years from the date of Allotment. Our Promoter have granted consent to include such number of

Equity Shares held by them as may constitute 20% of the post issue Equity Share capital of the Company as Promoter Contribution and have agreed not to sell or transfer or pledge or otherwise dispose of in any manner, the Promoter Contribution from the date of filing of this Draft Red Herring Prospectus until the commencement of the lock-in period specified above. Details of the Equity Shares forming part of Promoter Contribution and proposed to be locked-in for a period of three years are as follows:

*(The rest of the page is intentionally left blank)*

The details of lock-in of shares for 3 (three) years are as under:

Name of the Promoter	Date of allotment/ Transfer of the Equity Shares	Nature of transaction	No. of Equity Shares allotted/ transferred <sup>1</sup>	Face Value (₹)	Issue/ acquisition/ Transfer price per Equity Share (₹)	Cumulative Number of Equity shares held	No. of Equity Shares locked-in	Percentage of the pre-Issue paid-up capital (%)	Percentage of the post-Issue paid-up capital (%)	Period up to which the Equity Shares are subject to lock-in
Mr. Vinod Gupta	August 27, 1999	Subscription to MoA	700	10	10	700	59,15,000	0.01	Negligible	3 years
	December 08, 2002	Further Issue	4,500	10	10	5,200		0.04	0.03	
	October 07, 2008	Transfer to Arnima Gupta by way of Gift	(200)	10	-	5,000		(0.00)	(0.00)	
	December 05, 2023	Bonus Issue	27,10,000	10	Nil	27,15,000		22.18	16.06	
	December 26, 2023	Right Issue	32,00,000	10	10	59,15,000		26.19	18.97	
Mrs. Arnima Gupta	July 24, 2007	Transfer from Vijay Kumar by way of Gift	300	10	-	300	59,15,000	Negligible	Negligible	3 years
	October 07, 2008	Transfer from Vinod Gupta by way of Gift	200	10	-	500		Negligible	Negligible	
	October 07, 2008	Transfer from Ravinder Kumar by way of Gift	4,500	10	-	5,000		0.04	0.03	
	December 05, 2023	Bonus Issue	27,10,000	10	Nil	27,15,000		22.18	16.06	
	December 26, 2023	Right Issue	32,00,000	10	10	59,15,000		26.19	18.97	
<b>Total</b>	<b>Total</b>						<b>1,18,30,000</b>	<b>96.80</b>	<b>70.12</b>	<b>3 years</b>

Note:

(1) All shares were fully paid on the date of respective allotment

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The minimum Promoter's contribution has been brought in to the extent of not less than the specified minimum lot and from persons defined as "Promoter" under the SEBI (ICDR) Regulations. All Equity Shares, which are being locked in are not ineligible for computation of Minimum Promoters Contribution as per Regulation 237 of the SEBI (ICDR) Regulations and are being locked in for 3 years as per Regulation 238(a) of the SEBI (ICDR) Regulations i.e. for a period of three years from the date of allotment of Equity Shares in this Issue.

The entire pre-issue shareholding of the Promoters and Promoter Group, other than the Promoters contribution which is locked in for three years, shall be locked in for a period of one year from the date of allotment in this Issue.

#### **ELIGIBILITY OF SHARE FOR "MINIMUM PROMOTERS CONTRIBUTION IN TERMS OF CLAUSES OF REGULATION 237(1) OF SEBI (ICDR) REGULATIONS, 2018**

<b>Reg. No.</b>	<b>Promoters' Minimum Contribution Conditions</b>	<b>Eligibility Status of Equity Shares forming part of Promoter's Contribution</b>
237(1) (a) (i)	Specified securities acquired during the preceding three years, if they are acquired for consideration other than cash and revaluation of assets or capitalization of intangible assets is involved in such transaction	The minimum Promoter's contribution does not consist of such Equity Shares. <b>Hence Eligible</b>
237 (1) (a) (ii)	Specified securities acquired during the preceding three years, resulting from a bonus issue by utilization of revaluation reserves or unrealized profits of the issuer or from bonus issue against Equity Shares which are ineligible for minimum promoters' contribution	The minimum Promoter's contribution does not consist of such Equity Shares. <b>Hence Eligible</b>
237 (1) (b)	Specified securities acquired by promoters during the preceding one year at a price lower than the price at which specified securities are being offered to public in the initial public offer	The minimum Promoter's contribution does not consist of such Equity Shares. <b>Hence Eligible</b> .
237(1) (c)	Specified securities allotted to promoters during the preceding one year at a price less than the Offer 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: 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	The minimum Promoter's contribution does not consist of such Equity Shares. <b>Hence Eligible</b> .
237 (1) (d)	Specified securities pledged with any creditor.	Our Promoters have not Pledged any shares with any creditors. Accordingly, the minimum Promoter's contribution does not consist of such Equity Shares. <b>Hence Eligible</b> .

In terms of undertaking executed by our Promoters, Equity Shares forming part of Promoter' Contribution subject to lock in will not be disposed/ sold/ transferred by our Promoter during the period starting from the date of filing of this Draft Red Herring Prospectus till the date of commencement of lock in period as stated in this Draft Red Herring Prospectus.

#### **DETAILS OF PROMOTERS' CONTRIBUTION LOCKED-IN FOR ONE YEAR**

Other than the Equity Shares locked-in as Promoter' Contribution for a period of 3 years as stated in the table above, the entire pre-Issue capital of the Company, including the excess of minimum Promoter' Contribution, as per Regulation 238 & 239 of the SEBI (ICDR) Regulations, shall be locked in for a period of 1 year from the date of Allotment of Equity Shares in the Issue. Such lock – in of the Equity Shares would be created as per the bye laws of the Depositories.

#### **INSCRIPTION OR RECORDING OF NON-TRANSFERABILITY**

In terms of Regulation 241 of the SEBI (ICDR) Regulations, 2018, the Equity Shares which are subject to lock-in shall carry inscription 'non-transferable' along with the Ratio of specified non-transferable period mentioned in the face of the security certificate. The shares which are in dematerialized form, if any, shall be locked in by the respective depositories. The details of lock-in of the Equity Shares shall also be provided to the Designated Stock Exchange before the listing of the Equity Shares.

## **PLEDGE OF LOCKED IN EQUITY SHARES**

Pursuant to Regulation 242 of the SEBI ICDR Regulations, the locked-in Equity Shares held by our Promoters can be pledged with any scheduled commercial bank or public financial institution or systematically important non-banking finance company or a housing finance company as collateral security for loans granted by them, provided that:

- (a) if the equity shares are locked-in in terms of clause (a) of Regulation 238, the loan has been granted to the 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;
- (b) if the specified securities are locked-in in terms of clause (b) of Regulation 238 and the pledge of specified securities is one of the terms of sanction of the loan.

Provided that such 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 in these regulations has expired.

## **TRANSFERABILITY OF LOCKED IN EQUITY SHARES**

- Pursuant to Regulation 243 of the SEBI ICDR Regulations, Equity Shares held by our Promoters, which are locked in as per Regulation 238 of the SEBI ICDR Regulations, may be transferred to and amongst our Promoters/ Promoter Group or to a new promoter or persons in control of our Company subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with SEBI SAST Regulations as applicable.
- Pursuant to Regulation 243 of the SEBI ICDR Regulations, Equity Shares held by shareholders other than our Promoters, which are locked-in as per Regulation 239 of the SEBI ICDR Regulations, may be transferred to any other person holding shares, subject to continuation of the lock-in **in the hands of the transferee for the remaining period and compliance with SEBI SAST Regulations as applicable**.

20. Our Company, its Promoter, Promoter Group, Directors, their relatives and the Book Running Lead Manager have no existing buyback arrangements or any other similar arrangements for the purchase of Equity Shares being issued through the Issue.
21. All Equity Shares offered pursuant to the issue shall be fully paid-up at the time of Allotment and there are no partly paid-up Equity Shares as on the date of this Draft Red Herring Prospectus. Further, since the entire money in respect of the issue is being called on application, all the successful Applicants will be offered fully paid-up Equity Shares.
22. As on the date of this Draft Red Herring Prospectus, the Book Running Lead Manager and their respective associates (as defined under the SEBI MB Regulations) do not hold any Equity Shares of our Company. The Book Running Lead Manager and their affiliates 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. Further our Company, its directors, its shareholders are directly/indirectly related with Book Running Lead Managers and their associates. Further there are no investors in the company which are directly/ indirectly related with Book Running Lead Managers and their associates
23. The Post-Issue paid up Equity Share Capital of the Company shall not exceed authorized Equity Share Capital of the Company.
24. Our Company has from the date of incorporation till the date of this Draft Red Herring Prospectus never implemented any Employee Stock Option Plan and/or Scheme.
25. No person connected with the Issue, including, but not limited to, the Company, the members of the Syndicate, or the Directors of the Company, shall offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to any Bidder for making a Bid, except for fees or commission for services rendered in relation to the Issue.
26. We hereby confirm that there will be no issue of Equity Shares whether by the way of issue of bonus shares, preferential allotment, rights issue or in any other manner during the period commencing from the date of filing of this Draft Red Herring Prospectus until the Equity Shares have been listed on the Stock Exchanges or all application monies have been refunded, as the case may be.

27. The Company has no outstanding warrants, options to be issued or rights to convert debentures, loans, or other convertible instruments into Equity Shares as on the date of this Draft Red Herring Prospectus.
28. There shall be only one denomination of the Equity Shares, unless otherwise permitted by law. Our Company will comply with such disclosure and accounting norms as may be specified by SEBI from time to time.
29. Our Company shall ensure that transactions in the Equity Shares by our Promoters and our Promoter Group between the date of this Prospectus and the Issue Closing Date shall be reported to the Stock Exchange within 24 hours of such transaction.
30. Our Promoter and the members of our Promoter Group will not participate in the Issue.
31. Our Company and our Group Company is in compliance with the Companies Act, 2013, to the extent applicable, with respect to the issuances of securities from the date of incorporation of our Company until the date of filing of this Draft Red Herring Prospectus.

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## SECTION V – PARTICULARS OF THE ISSUE

### OBJECTS OF THE ISSUE

The Issue comprises of fresh Issue of up to 46,50,000\* Equity Shares of face value of ₹ 10/- per share our Company at an Issue Price of ₹ [●]-per Equity Share, aggregating to ₹ [●] lakhs by our Company. The proceeds from the Issue after deducting Issue related expenses are estimated to be ₹ [●] lakhs (the “Net proceeds”).

\*Subject to finalization of basis of allotment

1. Funding of working capital requirements of the Company
2. Funding Capital expenditure requirements for purchasing of machinery, equipments and vehicles
3. Pre-payment/re-payment of, in part or full, certain outstanding borrowings of our Company
4. General Corporate Expenses

Our Company believes that listing will enhance our Company’s corporate image, brand name and create a public market for its Equity Shares in India besides unlocking the value of our Company. Having a listing on a stock exchange also affords our company increased credibility with the public, having the company indirectly endorsed through having their stock traded on the exchange. It also Improves supplier, investor and customer confidence and improves our standing in the market place. It will also provide liquidity to the existing shareholders.

The main objects clause of our Memorandum of Association and the objects incidental and ancillary to the main objects enables our Company to undertake the activities for which funds are being raised in the Issue. The existing activities of our Company are within the objects clause of our Memorandum.

### ISSUE PROCEEDS

The proceeds of the Issue, after deducting Issue related expenses, are summarized in the table below:

Particulars	Estimated (Amount ₹ in lakh)
Gross Proceeds from the Issue	[●]
(Less) Issue Related Expenses <sup>(1)</sup>	[●]
<b>Net Proceeds<sup>(2)</sup></b>	[●]

(1) *The Issue related expenses are estimated expenses and subject to change.*

(2) *To be finalized upon determination of the Issue Price and updated in the Prospectus prior to the filing with the ROC*

### REQUIREMENT OF FUNDS

Our funding requirements are dependent on a number of factors which may not be in the control of our management like, changes in our financial condition, current commercial conditions, etc. Such factors may entail rescheduling and / or revising the planned expenditure and funding requirement and increasing or decreasing the expenditure for a particular purpose from the planned expenditure.

The following table summarizes the requirement of the fund:

Sr. No.	Particulars	Amount (₹ In Lakhs)
5.	Funding of Working Capital requirements	1590.30
6.	Funding Capital expenditure requirements for purchasing of machinery, equipment and vehicles	160.93
7.	Pre-payment/re-payment of, in part or full, certain outstanding borrowings of our Company	240.00
8.	General Corporate Expenses*	[●]

\**To be finalized upon determination of the Issue Price and updated in the Prospectus prior to filing with the ROC.*

The fund requirements, the deployment of funds and the intended use of the Net Proceeds as described herein are based on our current business plan, management estimates, and other commercial and technical factors. Given the dynamic nature of our business, we may have to revise our expenditure and fund requirement as a result of variations in cost estimates on account of variety of factors such as changes in our financial condition, business or strategy as well as external factors which may not be in our control and may entail rescheduling and revising the planned expenditure and funding requirement and increasing or decreasing the expenditure for a particular purpose from the planned expenditure at the discretion of our management.

These fund requirements have not been appraised by any bank, financial institution or any other external agency. Our Company may have to revise its funding requirements and deployment on account of a variety of factors, including but not limited to our financial and market condition, business and strategy, competition, interest rate fluctuations 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 our management, subject to applicable law. See Risk factor no 18 titled **“The Objects of the Issue for which funds are being raised, are based on our management estimates and any bank or financial institution or any independent agency has not appraised the same. The deployment of funds in the project is entirely at our discretion, based on the parameters as mentioned in the chapter titles “Objects of the Issue”** under the Section titled “Risk Factors” on page 41 of this Prospectus.

In the event of any shortfall of funds for the activities proposed to be financed out of the Net Proceeds as stated above, our Company may re-allocate the Net Proceeds to the activities where such shortfall has arisen, subject to availability and compliance with applicable laws. Further, in case of shortfall in the Net Proceeds or cost overruns, our management may explore a range of options including utilizing our internal accruals or seeking additional equity and/or debt arrangements from existing and future lenders or any combination of them. If the actual utilisation towards any of the Objects is lower than the proposed deployment such balance will be used for (i) general corporate purposes to the extent that the total amount to be utilised towards general corporate purposes will not exceed 15%\* of the Gross Proceeds in accordance with the SEBI ICDR Regulations (\*As per NSE Circular No. 042024 dated December 20, 2024, SEBI has introduced additional eligibility criteria for SMEs seeking to list their securities on NSE Emerge. These criteria align with the amendments approved by SEBI at its 208th Board Meeting on December 18, 2024, to the SEBI (ICDR) Regulations, 2018, and SEBI (LODR) Regulations, 2015. As per the amendments communicated via SEBI press release PR No. 36/2024 dated December 18, 2024 (Point No. 2 - Page 4, Bullet Point 2.5), the amount allocated for General Corporate Purpose (GCP) in an SME IPO shall be capped at 15% of the amount being raised by the issuer or ₹ 10 crore, whichever is lower. Accordingly, our company intends to adhere to these additional eligibility criteria set by NSE, ensuring that the allocation for general corporate expenses does not exceed the prescribed cap of 15% of the gross amount being raised or ₹ 10 crore, whichever is lower); or (ii) towards any other object where there may be a shortfall, at the discretion of the management of our Company and in compliance with applicable laws.

In case of any surplus after utilization of the Net Proceeds for the stated objects, including any surplus unutilized Issue related expenses, we may use such surplus towards general corporate purposes, subject to general corporate purposes will not exceed 15%\* of the Gross Proceeds in accordance with the SEBI ICDR Regulations (\*As per NSE Circular No. 042024 dated December 20, 2024, SEBI has introduced additional eligibility criteria for SMEs seeking to list their securities on NSE Emerge. These criteria align with the amendments approved by SEBI at its 208th Board Meeting on December 18, 2024, to the SEBI (ICDR) Regulations, 2018, and SEBI (LODR) Regulations, 2015. As per the amendments communicated via SEBI press release PR No. 36/2024 dated December 18, 2024 (Point No. 2 - Page 4, Bullet Point 2.5), the amount allocated for General Corporate Purpose (GCP) in an SME IPO shall be capped at 15% of the amount being raised by the issuer or ₹ 10 crore, whichever is lower. Accordingly, our company intends to adhere to these additional eligibility criteria set by NSE, ensuring that the allocation for general corporate expenses does not exceed the prescribed cap of 15% of the gross amount being raised or ₹ 10 crore, whichever is lower).

#### PROPOSED SCHEDULE OF IMPLEMENTATION AND UTILIZATION OF NET PROCEEDS

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:

Particulars	Amount to be funded from Net Proceeds (₹ In Lakhs)	Estimated schedule of deployment of Net Proceeds in FY2025 (₹ In Lakhs)	Estimated schedule of deployment of Net Proceeds in FY2026 (₹ In Lakhs)	Estimated schedule of deployment of Net Proceeds in FY2027 (₹ In Lakhs)
Funding of Working Capital requirements	1590.30	-	1590.30	
Funding Capital expenditure requirements for purchasing of machinery, equipment and vehicles	160.93	-	160.93	-
Pre-payment/re-payment of, in part or full, certain outstanding borrowings of our Company	240.00	-	240.00	-
General Corporate Expenses*	[●]	[●]	[●]	[●]
<b>Total</b>	<b>[●]</b>	<b>[●]</b>	<b>[●]</b>	<b>[●]</b>

\*To be finalized on determination of the Issue Price and updated in the Prospectus prior to filing with the ROC.

Our fund requirements and proposed deployment of the Net Proceeds are based on our internal management estimates as per our business plan based on current circumstances of our business prevailing market conditions which are subject to change. Further, such fund requirements and proposed deployment of funds have not been appraised by any bank or financial institution or any other independent agency. We may need to revise our estimates from time to time in light of various factors such as changes in costs, our financial condition, business and strategy or external circumstances such as market conditions, the economic conditions, changing regulatory policies, prevailing competitive environment, interest rate fluctuations, which may not be in our control. This may entail rescheduling the proposed utilization of the Net Proceeds and changing the allocation of funds from our planned allocation at the discretion of our management, subject to compliance with applicable laws. In the event that the estimated utilization out of the Net Proceeds in a Fiscal is not met (in part or full), such an unutilized amount shall be utilized in the succeeding Fiscal(s), as determined by our Company, in accordance with applicable law. This may entail rescheduling and revising the planned expenditure and funding requirement and increasing or decreasing the expenditure for a particular purpose from the planned expenditure at the discretion of our management, subject to compliance with applicable law.

As per Management estimation, the majority of the total amount proposed to be utilized from the IPO Proceeds for the above-mentioned purpose is to be deployed by March 31, 2026.

If the Net Proceeds towards any of the Objects are not completely utilized towards such objects by March 31, 2026, such amounts will be utilized (in part or full) in subsequent periods as determined by us, in accordance with applicable law.

Any expenditure after filing of Prospectus till the listing for the above-mentioned objects, will be reimbursed to the Company on actual basis from the IPO Proceeds.

## **MEANS OF FINANCE**

Our Company proposes to meet the entire requirement of funds for the objects of the Issue from the following means.

1. Issue of Equity Shares through this Prospectus.
2. Internal Accruals of the Company.

**The requirements of the objects detailed above are intended to be funded from the Proceeds of the Issue. Accordingly, we confirm that there is no requirement for us to make firm arrangements of finance under Regulation 230(1)(e) and 9 (C) of Part A of Schedule VI of SEBI (ICDR) Regulations, through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised from the proposed public issue or through existing identifiable internal accruals.**

**The fund requirement and deployment are based on internal management estimates and have not been appraised by any bank or financial institution. These are based on current conditions and are subject to change in light of changes in external circumstances or costs, other financial conditions, business, or strategy, as discussed further below. See Risk factor no. 18 titled “Risk factors- The Objects of the Issue for which funds are being raised, are based on our management estimates and any bank or financial institution or any independent agency has not appraised the same. The deployment of funds in the project is entirely at our discretion, based on the parameters as mentioned in the chapter titles “Objects of the Issue”” under the Section titled “Risk Factors” on page 41 of this Draft Red Herring Prospectus.**

In case of variations in the actual utilization of funds allocated for the purposes set forth above, increased fund requirements for a particular purpose may be financed by surplus funds, if any, available in respect of the other purposes for which funds are being raised in this Issue. If surplus funds are unavailable, the required financing will be through our internal accruals.

**We may have to revise our fund requirements and deployment as a result of changes in commercial and other external factors, which may not be within the control of our management. This may entail scheduling, revising, or cancelling the fund requirements and increasing or decreasing the fund requirements for a particular purpose from its fund requirements mentioned below, at the discretion of our management. In case of any shortfall or cost overruns, we intend to meet our estimated expenditure from internal accruals. In case of any such re-scheduling, it shall be made in compliance of the relevant provisions of the Companies Act, 2013.**

## DETAILS OF THE OBJECTS OF THE ISSUE

### 1. FUNDING OF WORKING CAPITAL REQUIREMENTS OF THE COMPANY

Our business is working capital intensive, and we fund the majority of our working capital requirements through internal accruals, net worth, financing from various banks and financial institutions, and unsecured loans. Given our current and potential operations, we anticipate an increase in working capital requirements.

To expand operations and participate in larger government bids and tenders, we need to deposit certain amounts as Earnest Money Deposits (EMD). These amounts will be blocked for the duration of the contract. Additionally, we need to ensure timely payments to employees, even though the payment cycles and employee expenses do not always align. On average, we must maintain sufficient working capital to fund and procure major tenders, which will contribute to an increase in revenue. This will also allow us to invest in employee training which is not limited to regular updates on technology, enhancing service quality and customer satisfaction.

In order to support these processes, increase operations, and boost revenue, as well as strengthen our brand value through the provision of high-quality services, we need to maintain adequate working capital. To address these needs, we have proposed allocating ₹ 1,590.30 Lakhs from the issue proceeds to meet our working capital requirements.

#### Basis of Estimation of Working Capital Requirements

Details of the estimation of working capital requirement are as follows:

Sr. No.	Particulars	Actual (as Restated)			
		Fiscal 2022	Fiscal 2023	Fiscal 2024	Stub 2024 (30.09.24)
<b>I</b>	<b>CURRENT ASSETS*</b>				
	Trade Receivables	634.52	925.56	774.51	569.19
	Short-term loans and advances	94.60	109.62	95.53	125.13
	Other Current Assets	-	-	12.36	294.58
	<b>Total Current Assets (A)</b>	<b>729.12</b>	<b>1,035.18</b>	<b>882.40</b>	<b>988.90</b>
	<b>CURRENT LIABILITIES</b>				
	Accounts Payables	397.39	412.70	74.64	74.16
	Other Current Liabilities	176.09	230.77	8.84	9.40
<b>II</b>	Short term provisions	404.10	448.89	622.18	433.02
	<b>Total Current Liabilities (B)</b>	<b>977.58</b>	<b>1,092.36</b>	<b>705.66</b>	<b>516.58</b>
<b>II</b>	<b>Working Capital Requirement (A-B)</b>	<b>(248.46)</b>	<b>(57.18)</b>	<b>176.74</b>	<b>472.32</b>

On the basis of the existing working capital requirements, the Board of Directors of the company pursuant to its resolution dated February 26, 2025 has approved the estimated and projected working capital requirements for Fiscal 2025, 2026 and 2027 as set forth below:

Sr. No.	Particulars	Projected (₹ in Lakhs)		
		Fiscal 2025	Fiscal 2026	Fiscal 2027
<b>I</b>	<b>CURRENT ASSETS*</b>			
	Trade Receivables	1,158.01	2,345.21	3,621.25
	Short-term loans and advances	171.65	277.62	418.88
	Other Current Assets	327.12	494.77	763.98
	<b>Total Current Assets (A)</b>	<b>1,656.78</b>	<b>3,117.60</b>	<b>4,804.11</b>
<b>II</b>	<b>CURRENT LIABILITIES</b>			
	Accounts Payables	101.96	151.93	230.95
	Other Current Liabilities	19.63	29.69	45.84
	Short term provisions	522.66	823.07	1,296.30
	<b>Total Current Liabilities (B)</b>	<b>644.25</b>	<b>1,004.68</b>	<b>1,573.08</b>
<b>III</b>	<b>Working Capital Requirement (A-B)</b>	<b>1,012.53</b>	<b>2,112.92</b>	<b>3,231.02</b>
<b>IV</b>	<b>Funding Pattern</b>			
	Net Proceeds from IPO	-	<b>1,590.30</b>	-
	Short Term Borrowings	270.14	30.14	29.83
	Internal Accruals/Net Worth	742.40	492.48	3,201.19

\*Total Current Assets does not include balances of Cash and cash equivalents

Key assumptions for working capital projections made by the Company:

Particulars	Basis	Actual	Actual	Actual	Projected	Projected	Projected
		FY 2021-22	FY 2022-23	FY 2023-24	FY 2024-25	FY 2025-26	FY 2026-27
<b>Current Assets</b>							
Debtor Days	Revenue from Operations	90	99	94	90	108	119
<b>Current Liabilities</b>							
Trade payable days	Employee Benefit Expenses	58	61	34	11	11	11

- The holding period level (in days) of Trade Receivables is calculated by dividing average trade receivables by revenue from operations multiplied by number of days in the year/period (365).
- Holding period level (in days) of Trade Payables is calculated by dividing Trade Payables Days by revenue from operations multiplied by number of days in the year/period (365)

Justification for “Holding Period” levels derived from our Restated Financial Statements

S. No.	Particulars
<b>Debtors days</b>	<p>The historical trade receivables holding period has ranged from 90 to 99 days during Fiscal Years 2022 to 2024. More than 50% of the company's contracts are with private organizations wherein the credit terms are typically between 90 to 100 days. However, post the proposed IPO, the company intends to focus more on the government contracts. Thus, the Company anticipates the credit terms to range between 100 – 120 days. These projected trade receivable days are consistent with projected growth trajectory of the Company.</p> <p>With the infusion of working capital, the company plans to secure additional contracts, many of which require the investment or deposit of Earnest Money Deposits (EMD) or performance guarantees in the form of fixed deposits with banks. This will significantly increase revenue, which will, in turn, lead to a substantial rise in trade receivables. For the Fiscal Years 2025 to 2027, the holding period for trade receivables is anticipated to range between 100 and 120 days of total revenue from operations, which aligns with our strategy to secure more contracts with the government organizations.</p>
<b>Trade payable days</b>	<p>As we understand, the company operates in the manpower supply services sector and also needs to procure some consumables to deliver these services. This includes, but is not limited to, employee clothing, safety equipment, and other tools required for security and other facility management services. Historically, the company's trade payable holding period has ranged from approximately 34 to 58 days during Fiscal Years 2022 to 2024.</p> <p>With the infusion of additional working capital, the company aims to reduce its trade payable days to 11 days in Fiscal Year 2025, FY 2026 and FY 2027. By shortening the time, it takes to settle payables, the company plans to negotiate more favorable terms with suppliers.</p>

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**Year-wise detailed rationale for increase in working capital requirements in past 3FY and stub period is provided hereunder:**

**Fiscal 2022 vs 2023**

Sr no.	Particulars	Actual		Increase / Decrease (%)	Remarks
		Fiscal 2022	Fiscal 2023		
<b>I</b>	<b>Current Assets</b>				
	Trade receivables	634.52	925.56	45.9%	<p>The company has been recovering from the effects of the COVID-19 pandemic. In comparison to Fiscal Year 2022, Fiscal Year 2023 saw a growth of 7.60% in revenue from operations, increasing to ₹2,884.64 Lakhs in Fiscal 2023, up from ₹2,680.84 Lakhs in Fiscal 2022. This growth reflects the company's recovery and the positive impact of the ongoing business activities.</p> <p>The trade receivable days during FY 2022 was around 90 days which increased to 99 days during FY 2023, which is consistent with the credit terms of the Company in our industry i.e. 90 to 100 days. Thus, the above variation is insignificant considering the Company's turnover and the industry it operates in.</p>
	Short-Term Loans and Advances	94.60	109.62	15.9%	<p>The increase in short-term loans and advances can be attributed to the following:</p> <ul style="list-style-type: none"> <li>• Balance with Revenue Authorities</li> <li>• Loans and Advances to Others</li> </ul> <p>In comparison to the previous financial year, the company, in FY 2023, made advance payments to its suppliers in order to avail cash discounts. Additionally, the increase includes balances receivable from revenue authorities, such as GST, income tax, and other government-related dues. These advance payments and outstanding balances have contributed to the overall rise in short-term loans and advances.</p>
	Other Current Assets	-	-	-	N/A
	<b>Total (A)</b>	<b>729.12</b>	<b>1035.18</b>		
<b>II</b>	<b>Current Liabilities</b>				
	Trade payables	397.39	412.70	3.9%	Insignificant
	Other Current Liabilities	176.09	230.77	31.1%	The increase in other current liabilities is primarily due to advances received from certain customers, which have risen compared to FY 2022. This increase reflects the higher volume of advance payments made by certain customers for future services, contributing to the overall growth in other current liabilities.
	Short Term Provisions	404.10	448.89	11.1%	The increase is primarily due to two factors: First, an increase in the provision for employee benefits, which is a result of higher employee expenses. Second, an increase in the provision for current tax, driven by the significant rise in profits from INR 38.92 Lakhs in FY 2022 to INR 301.56 Lakhs in FY 2023. This growth in profits has led to an increased provision for tax liability, net of advances, of approximately INR 40.54 Lakhs compared to the previous year.
	<b>Total (B)</b>	<b>977.58</b>	<b>1,092.36</b>		
<b>III</b>	<b>Total Working Capital Gap (A-B)</b>	<b>(248.46)</b>	<b>(57.18)</b>		

### Fiscal 2023 vs Fiscal 2024

Sr no.	Particulars	Actual		Increase / Decrease (%)	Remarks
		Fiscal 2023	Fiscal 2024		
<b>I</b>	<b>Current Assets</b>				
	Trade receivables	925.56	774.51	-16.3%	The reduction in trade receivables is a result of the company's enhanced management of its receivables. By adopting more efficient collection strategies and streamlining the receivables process, the company has successfully reduced the outstanding amounts owed by customers. However, this reduction in trade receivables is despite the increase in sales, which grew from ₹2,884.64 Lakhs to ₹3,293.29 Lakhs and the trade receivable days remained within the standard range of our business practices, typically between 90 and 100 days, ensuring stability in the company's financial operations.
	Short-Term Loans and Advances	109.62	95.53	-12.9%	The Company has certain Income Tax refund to be received pertaining to the preceding Financial years, which formed a part of the Short-Term Loans and Advances balance as on March 2023. During the period ended 31 March 2024, the Company has received certain component of the said Income tax refund and hence, the Short-Term Loans and Advances balance has reduced.
	Other Current Assets	-	12.36	100%	This is an exceptional item wherein the company has made certain extra payments in respect of the credit cards.
	<b>Total (A)</b>	<b>1,035.18</b>	<b>882.40</b>		
<b>II</b>	<b>Current Liabilities</b>				
	Trade payables	412.70	74.64	-82%	The reduction in trade payables is largely attributable to the company's improved management of its trade receivables. By adopting more efficient collection strategies and streamlining the receivables process, the company has successfully generated cash flow to address its outstanding liabilities. This improved liquidity has enabled the company to meet its long-standing cumulative obligations to creditors more effectively, ensuring timely repayments and strengthening its financial position.
	Other Current Liabilities	230.77	8.84	-96%	It is rare for the company to receive advances from customers. As per our business model, most of our target customers are government and private institutions, where advance payments are seldom given. Therefore, in FY 2024, the company did not receive any advances from customers. The outstanding advances from previous periods were adjusted against revenue, leading to a reduction in other current liabilities.
	Short Term Provisions	448.89	622.18	39%	The increase in short-term provisions is primarily due to two factors: a higher provision for current tax, resulting from an increase in profit before tax, which led to a higher tax liability, and a higher provision for employee benefits, driven by the growth in revenue. Both provisions have risen as a direct consequence of the company's improved financial performance.
	<b>Total (B)</b>	<b>1,092.36</b>	<b>705.66</b>		
<b>III</b>	<b>Total Working Capital Gap (A-B)</b>	<b>(57.18)</b>	<b>176.74</b>		

**Fiscal 2024 vs September 2024**

Sr. No.	Particulars	Actual Fiscal 2024	Actual September 2024	Increase / Decrease (%)	Remarks
<b>I</b>	<b>Current Assets</b>				
	Trade receivables	774.51	569.19	-26.5%	The trade receivable is in line with the trade receivables days in the industry. However, the said numbers cannot be compared on one to one basis as the period under consideration are different (i.e. entire Financial year numbers cannot be compared with the numbers pertaining to the half year).
	Short-Term Loans and Advances	95.53	125.13	31.0%	The increase in short-term loans and advances is primarily due to amounts held with revenue authorities, such as TDS (Tax Deducted at Source) receivables. These receivables represent taxes withheld by the company, which are expected to be adjusted against future tax liabilities by the end of the financial year. As a result, the increase is temporary, with the amounts likely to be reconciled and settled in the upcoming period.
	Other Current Assets	12.36	294.58	2283%	On account of recognition of unbilled revenue which is in line with the accounting policy of the Company.
	<b>Total (A)</b>	<b>882.40</b>	<b>988.90</b>		
<b>II</b>	<b>Current Liabilities</b>				
	Trade payables	74.64	74.16	-0.6%	Insignificant
	Other Current Liabilities	8.84	9.40	6.3%	Insignificant
	Short Term Provisions	622.18	433.02	-30%	The decrease in short-term provisions is primarily due to the fact that provisions for the bonus payments have been made during the Financial year ending March 2024. However, provisions for such bonus has not been made during the period ending 30 September 2024.
	<b>Total (B)</b>	<b>705.66</b>	<b>516.58</b>		
<b>III</b>	<b>Total Working Capital Gap (A-B)</b>	<b>176.74</b>	<b>472.32</b>		

(For the above details relating to the working capital requirement, we have relied upon the certificate dated February 24, 2025, UDIN-25099065BMNUQY3038 issued by the Statutory Auditors of our Company i.e., M/s. PDMS & Co., Chartered Accountants)

**2. FUNDING CAPITAL EXPENDITURE REQUIREMENTS FOR PURCHASING OF MACHINERY, EQUIPMENTS AND VEHICLES**

Our company intends to enter the segment of providing Event-Based Security Services. Event-based security services are essential for ensuring the safety and smooth operation of various types of events, including corporate gatherings, concerts, festivals, conferences, and private functions. These services are designed to mitigate risks, manage crowd control, and respond effectively to any potential threats or emergencies that may arise before, during, and after the event. The primary goal is to provide a secure environment for attendees, staff, and performers while ensuring compliance with local laws and regulations.

Prior to the event, a thorough risk assessment would be conducted to identify potential security threats, including crowd size, location, VIP attendance, and other high-risk factors. Based on the assessment, a customized security plan would be developed to address specific needs.

This includes determining the number of security personnel required, the deployment strategy, emergency protocols, and coordination with local law enforcement and emergency services. One of the primary functions of event security is to

control and monitor access to the event. This includes verifying tickets, passes, or identification, screening attendees for prohibited items, and ensuring that only authorized individuals enter restricted areas. For larger events, electronic systems such as scanners, biometric identification, are often employed to streamline access control. Advanced surveillance systems, including CCTV cameras, drones, and other monitoring tools, are used to keep a constant watch over the event premises. Security teams monitor these feeds in real-time to detect suspicious activities or potential security breaches.

In light of the above background, our Company would require certain type of machineries such as baggage inspection system, walk through metal door frame, hand held metal detector etc. for the provision of the event based security services. The Company proposes to purchase the requisite machineries from the proceeds of the IPO.

## 1. **BAGGAGE INSPECTION SYSTEM**

Accordingly, our Company has obtained the following quotation dated February 26, 2025 from Gujarat Industries India Private Limited in respect of the Baggage Inspection System:

Sr. No	Model/Product	Maker / Manufacturer	Units	Price Per Unit	Total Cost
1	Advance X Ray Baggage Inspection System G-scan 5030 Item Code-XBIS1 Tunnel Size: 500 ( H) * 300 ( W) Make GI- Dual Energy Accessories	GUJAR INDUSTRIES INDIA PRIVATE LIMITED	4	11,50,000.00	46,00,000.00
2	Advance X Ray Baggage Inspection System G-scan 6040 Item Code-XBIS2 Tunnel Size : 600 ( H) * 400 ( W) Make GI - Dual Energy Accessories	GUJAR INDUSTRIES INDIA PRIVATE LIMITED	4	14,50,000.00	58,00,000.00
<b>Total Payable before GST</b>					<b>1,04,00,000.00</b>
<b>GST @18%</b>					<b>18,72,000.00</b>
<b>Total Payable</b>					<b>1,22,72,000.00</b>

### **Terms and Conditions:**

- Delivery Period:** 30-45 days from the date of purchase order and advance
- Payment Terms:** 100% Advance along with Purchase Order
- Price Validity:** 180 days from the date of our offer.
- Freight Insurance:** at your Scope
- Transportation & Packing:** Extra
- Installation And Commissioning:** Free of cost
- Operator Training:** 1 to 2 Days Included
- Warranty Period:** 12 Month from date of installations or 13 Month from date of dispatch
- Imp Note:** Manufacturing starts after the receipt of Payment. Delay of transferring of the payment in advance
- Inspection:** Goods can be inspected at our Factory in Pune before dispatch only
- Jurisdiction:** All business terms subjected to Pune Jurisdiction.

## 2. **METAL DETECTORS**

Further, our Company has obtained the following quotation dated February 27, 2025 from Siddhi Equipments Private Limited in respect of the Metal Detectors i.e Walk Through Door Frame Metal Detector & Hand Held Metal Detector.

Sr. No	Model/Product	Maker / Manufacturer	Units	Price Per Unit	Total Cost
1	WALK THROUGH DOOR FRAME METAL DETECTOR : CHEKPOST MZ-600 * MAKE : SIDDHI * Six Zone Metal Detector	SIDDHI EQUIPMENTS PRIVATE LIMITED	8	1,14,750.00	9,18,000.00

	* Microcontroller based advanced SMD technology * Sensors with intelligent counter (IN/OUT/NET) * For medium & bigger objects * Battery backup, Finish : Metallic	SIDDHI EQUIPMENTS PRIVATE LIMITED			
2	Hand Held Metal Detector : VALIDATOR S-16 * Make : SIDDHI * Variable audio & visual indication * Large scanning area, * Dual rechargeable & dry battery (included) * In-built battery charger		50	3,475.00	1,73,750.00
3	Packaging, Freight and Other Cost				3,600.00
<b>Total Cost Before GST</b>					<b>10,95,350.00</b>
<b>GST @18%</b>					<b>1,97,163.00</b>
<b>Total Cost Payable</b>					<b>12,92,513.00</b>

**Terms and Conditions:**

- a. **Payment:** 50% Advance with PO & Balance against Proforma Invoice before Dispatch.
- b. **Extra Charges :** The above prices are Ex-works, Packing/forwarding, freight, insurance, bank charges, sales tax, overdue interests, octroi, demurrage, town duty, inspection/installation charges & other incidental expenses shall be extra as applicable.
- c. **Mention Proper Specification:** Please provide complete specifications at the time of placing order.
- d. **Warranty:** All the products are waranteed for a period of 12 months from the date of supply, against defective workmanship.
- e. **Delivery Period:** Dispatch-In1-2weeks / depends on quantity; from confirm order with adv payment.
- f. **Offer validity:** This offer is valid till 6 months

**3. VEHICLES**

In addition to the above, since our Company is proposing to provide such event-based security, our Company would also require vehicles. Our Company has obtained quotations dated March 01, 2025 from Koncept Automobiles Pvt. Ltd. in respect of the Vehicles.

S. No	Model / Product	Vendor	Maker / Manufacturer	Units	Head	Total Cost
1	BOLERO NEO N8	KONCEPT AUTOMOBILES PVT LTD	Mahindra & Mahindra	4	Ex-Showroom Price	10,63,800
					Insurance	33,294
					Registration	86,744
					TCS	10,638
					Accessories	20,000
					Discount	(65,00)
					<b>On Road Price Per Unit</b>	<b>11,49,476</b>
					<b>Total Cost of 4 Vehicles</b>	<b>45,97,904</b>

**Terms and Conditions:** Pre-vailing Ex-showroom price and scheme will be applicable for the month of delivery only.

*Kindly note that, the validity of quotation w.r.t., vehicles generally do not extend beyond 1 month. Accordingly, we shall provide an updated quotation of the same at the filing the Red Hearing Prospectus with ROC.*

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## **SUMMARY OF TOTAL CAPITAL EXPENDITURE REQUIREMENT:**

<b>Details of Machinery</b>	<b>Quantity</b>	<b>Gross Amount</b>	<b>GST</b>	<b>Total Amount</b>
Advance X Ray Baggage Inspection System Tunnel Size: 500 ( H ) * 300 ( W )	4	46,00,000.00	8,28,000.00	54,28,000.00
Advance X Ray Baggage Inspection System Tunnel Size : 600 ( H ) * 400 ( W )	4	58,00,000.00	10,44,000.00	68,44,000.00
Walk Through Door Frame Metal Detector	8	9,18,000.00	31,275.00	2,05,025.00
Hand-Held Metal Detector	50	1,73,750.00	1,65,240.00	10,83,240.00
Packaging, Freight and Other Cost	NA	3,600.00	648.00	4,248.00
Bolero Neo N8	4	<b>45,97,904</b>	-	45,97,904.00
		<b>1,60,93,254.00</b>	<b>20,69,163.00</b>	<b>1,81,62,417.00</b>

***Please note:***

- 1 All the above machinery / equipment and vehicles, that shall be purchased by our Company shall be new machinery.
- 2 The above quotations shall be updated, wherever required while filing the Red Herring Prospectus/Prospectus.
- 3 In all, our Company proposes to utilize ₹160.93 lakhs from IPO proceeds towards the purchase of machinery, equipment and vehicles as mentioned above.

**3. PRE-PAYMENT/RE-PAYMENT OF, IN PART OR FULL, CERTAIN OUTSTANDING BORROWINGS OF OUR COMPANY**

Our Company have entered into financing arrangements for working capital facilities and various business loans to fund our operational requirements. As at January 31, 2025, the outstanding borrowings of our Company on a consolidated basis (excluding the loan repayable on demand from Mr. Bhavesh Gupta (₹3.01 lakhs) was ₹407.67 lakhs.

We intend to utilize an amount of ₹240 lakh (i.e. Tanta mounting to 58.44% of the total loan portfolio as 31 January 2025) from the Net Proceeds for financing the repayment/pre-payment, in part or full of certain borrowings availed by our Company, the details of which are listed out in the table below.

Given the nature of the borrowings and the terms of repayment or prepayment, the aggregate outstanding amounts under the borrowings may vary from time to time and our Company may, in accordance with the relevant repayment schedule, repay or refinance some of its existing borrowings prior to Allotment. Further, the amounts outstanding under the borrowings as well as the sanctioned limits are dependent on several factors and may vary with our Company's business cycle with multiple intermediate repayments, drawdowns and enhancement of sanctioned limits. However, the aggregate amount to be utilized from the Net Proceeds towards prepayment or repayment of borrowings (including refinanced or additional facilities availed, if any), in part or full, would not exceed ₹240 lakh.

The repayment/ pre-payment of such loans will help reduce our outstanding indebtedness, debt servicing costs, improve our financial position, performance and debt-to-equity ratio and enable utilization of our internal accruals for further investment in the growth and expansion of our business. Additionally, a reduction of our outstanding indebtedness will improve our ability to raise further resources in the future to fund our potential business development opportunities. Further, the amounts outstanding under these borrowings as well as the sanctioned limits are dependent on several factors and may vary with our business cycle with multiple intermediate repayments, drawdowns and enhancement of sanctioned limits. In light of the above, if at the time of filing of the Red Herring Prospectus, any of the below mentioned loans are repaid in part or full or refinanced or if any additional credit facilities are availed or drawn down or if the limits under the working capital borrowings are increased, then the table below shall be suitably revised to reflect the revised amounts or loans as the case may be which have been availed by our Company.

In accordance with the terms of the relevant borrowing arrangements, prepayment of certain borrowings may attract prepayment penalties as stipulated in the relevant borrowing documents. Such prepayment charges, as applicable, will also be funded out of the Net Proceeds, in accordance with the requirements of our Company. If the Net Proceeds are insufficient for making payments for such pre-payment penalties, the excess amount shall be funded through our internal accruals.

The details of the outstanding borrowings, availed by our Company, proposed to be repaid or pre-paid, in full or part, from the Net Proceeds are as set out in the table below.

Sr no.	Name of the lender	Nature of Borrowing & Date of Sanction Letter / Loan Agreement	Secured/UnSecured	Secured Against	Details of the facility agreement / credit arrangement letter	Disbursement date	Sanctioned amount (in ₹ Lakh)	Outstanding amount as on Jan 31, 2025(in ₹ Lakh)	Interest rate per annum	Re-payment debt/schedule/ Tenor	Prepayment penalty / premium	Utilised/ Unutilised	Purpose for which disbursed loan amount was used
1	Tata Capital Finance Ltd	Dropdown Overdraft Loan	Secured	Plot No. B-105, Second floor (Rear side portion), Near Kotla Mubarakpurred Light defence colony, New Delhi, 110024 – property being owned by Vinod Gupta and Arnima Gupta	Sanction letter dated 31-12-2023	04.01.2024	68.76	33.76	10.5% p.a Fixed and floating with Spread of 9.25%	84 Month	4% +Taxes	Utilized	Business/Working Capital
2	Deutsche Bank	Cash Credit/Overdraft	Secured	Plot No. - C-589, Second floor (with Roof Rights Defense Colony, New Delhi, 110024 - property being owned by Arnima Gupta	Sanction letter dated 30.08.2023	30.08.2023	360.00	102.27	Interest Rate: 10.15% MBOR+2.5% (floating)	Recallable on demand	NA	Utilized	Working Capital
3	Tata Capital Finance Ltd*	Dropdown Overdraft Loan	Un Secured	NA	Agreement dated 06/11/2024	30.11.2024	60.15	58.48	15.50%	36 Month	a) 6.5% within 9 month. b) 4.5% + taxes on dropdown limit amount	Utilized	Working Capital

Sr no.	Name of the lender	Nature of Borrowing & Date of Sanction Letter / Loan Agreement	Secured/UnSecured	Secured Against	Details of the facility agreement / credit arrangement letter	Disbursement date	Sanctioned amount (in ₹ Lakh)	Outstanding amount as on Jan 31, 2025(in ₹ Lakh)	Interest rate per annum	Re-payment debt/schedule/ Tenor	Prepayment penalty / premium	Utilised/ Unutilised	Purpose for which disbursed loan amount was used
4	Poonawalla Fincorp	Business Loan	Un Secured	NA	Loan Application No.APPL00512 987 DATED 18.11.2024	15.11.2024	50.12	48.33	15.75% P.A	24 Month	5% + Taxes on Outstanding principal or 5% on amount being prepaid after 6 month	Utilized	Working Capital
5	IDFC First Bank	Business Loan	Un Secured	NA	Agreement dated 18/11/2024	18.11.2024	51.00	49.87	15.25% P.a	36 Month	5%+GST	Utilized	Business Expension
6	Deutsche Bank	Business Installment Loan	Secured	Working Capital/Current Assets	Sanction Letter No.56764 DATED 30.11.2024	04.12.2024	100.00	97.83	Floating rate (EBTL+8.0 5% Sperad) 14.50% on date	36 Month	NIL (Floating Rate Loan) for MSME	Utilized	Medium Term Working Capital
7	HDFC Bank	Vehicle Loan	Secured	Vehicle	24.07.2023	24.07.2023	20.00	11.33	10.5% p.a	36 Month	NA	Utilized	Vehicle
8	ICICI Bank	Vehicle Loan	Secured	Vehicle	23.05.2022	22.05.2022	5.30	2.07	7.9% p.a	48 Months	NA	Utilized	Vehicle
9	Union Bank of	Vehicle Loan	Secured	Vehicle	03.05.2024	03.05.2024	4.00	3.73	9.75% p.a Floating	84 Months	NA	Utilized	Vehicle
					<b>Total</b>		<b>719.33</b>	<b>407.67</b>					

We herewith confirm that there has been no instance of delays, defaults and rescheduling/ restructuring/ evergreening of the outstanding borrowings for which a part of net proceeds will be utilized for repayment/ prepayment.

*In accordance with paragraph 9(A)(2)(b) of Part A of Schedule VI of the SEBI ICDR Regulations, the Statutory Auditors of our Company have issued a certificate having UDIN 25099065BMNUSQ5000 dated March 03, 2025 certifying that the borrowings have been utilized by our Company, towards the purposes for which such borrowings were availed.*

We may consider various factors for identifying the loans that will be repaid or pre-paid out of the Net Proceeds, including: (i) costs, expenses and charges relating to the facility including interest rates involved; (ii) presence of onerous terms and conditions under the facility; (iii) ease of operation with the lender; (iv) terms and conditions of consents and waivers; (v) provisions of any law, rules, regulations governing such borrowings; and/or (vi) other commercial considerations including, among others, the amount of the loan outstanding and the remaining tenor of the loan.

#### 4. GENERAL CORPORATE PURPOSES

Our Company proposes to deploy the balance Net Proceeds aggregating to ₹ [●] Lakhs towards general corporate purposes, subject to such utilization not exceeding not exceed 15%\* of the Gross Proceeds in accordance with the SEBI ICDR Regulations (\*As per NSE Circular No. 042024 dated December 20, 2024, SEBI has introduced additional eligibility criteria for SMEs seeking to list their securities on NSE Emerge. These criteria align with the amendments approved by SEBI at its 208th Board Meeting on December 18, 2024, to the SEBI (ICDR) Regulations, 2018, and SEBI (LODR) Regulations, 2015. As per the amendments communicated via SEBI press release PR No. 36/2024 dated December 18, 2024 (Point No. 2 - Page 4, Bullet Point 2.5), the amount allocated for General Corporate Purpose (GCP) in an SME IPO shall be capped at 15% of the amount being raised by the issuer or ₹ 10 crore, whichever is lower. Accordingly, our company intends to adhere to these additional eligibility criteria set by NSE, ensuring that the allocation for general corporate expenses does not exceed the prescribed cap of 15% of the gross amount being raised or ₹ 10 crore, whichever is lower). Our Company intends to deploy the balance Net Proceeds, if any, for general corporate purposes, subject to above mentioned limit, as may be approved by our management, including but not restricted to, the following:

- Strategic Initiatives
- Brand Building and strengthening of marketing activities; and
- Ongoing 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 the Board of Directors of the Company based on the permissible amount actually available under the head “General Corporate Purposes” and the business requirements of the Company, from time to time. We in accordance with the policies of the Board, will have flexibility in utilizing the balance Net Proceeds for general corporate purposes, as mentioned above.

#### ISSUE RELATED EXPENSES

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

Activity	Amount (₹ In Lakhs)*	Percentage of the total Issue expenses	Percentage of the total Issue size
Issue Management Expenses (including Book Running Lead Manager Fees, Underwriter Fees, Legal Advisors, Market Maker, Registrar, etc.)	[●]	[●]	[●]
Advertising and Marketing Expenses	[●]	[●]	[●]
Regulatory and other fees	[●]	[●]	[●]
Printing, Stationery and Postage	[●]	[●]	[●]
Issue Marketing	[●]	[●]	[●]
Other Expenses (including Peer Review Auditor, Issue Related Certifications and Confirmations, Out of Pocket Expenses, Bankers to the Issue, etc.)	[●]	[●]	[●]
<b>Total estimated Issue expenses</b>	<b>[●]</b>	<b>[●]</b>	<b>[●]</b>

# Amounts will be finalized and incorporated in the Prospectus on determination of Issue Price. Issue expenses exclude GST, where applicable. Issue expenses are estimates and are subject to change

\* The above mentioned amounts are tentative in nature and subject to change. Any increase and/or decrease of the above mentioned expenses on actuals will either decrease or increase the net proceeds. The decrease or increase in the net proceeds shall be adjusted from / with the “General Corporate Expenses”, subject to such utilization not exceeding not exceed 15%\* of the Gross Proceeds in accordance with the SEBI ICDR Regulations (\*As per NSE Circular No. 042024 dated December 20, 2024, SEBI has introduced additional eligibility criteria for SMEs seeking to list their securities on NSE Emerge. These criteria align with the amendments approved by SEBI at its 208th Board Meeting on December 18, 2024, to the SEBI (ICDR) Regulations, 2018, and SEBI (LODR) Regulations, 2015. As per the amendments communicated via SEBI press release PR No. 36/2024 dated December 18, 2024 (Point No. 2 - Page 4, Bullet Point 2.5), the amount allocated for General Corporate Purpose (GCP) in an SME IPO shall be capped at 15% of the amount being raised by the issuer or ₹ 10 crore, whichever is lower. Accordingly, our company intends to adhere to these additional eligibility criteria set by NSE, ensuring that the allocation for general corporate expenses does not exceed the prescribed cap of 15% of the gross amount being raised or ₹ 10 crore, whichever is lower).

## **PROPOSED YEAR-WISE DEPLOYMENT OF FUNDS:**

The overall cost of the proposed object and the proposed year wise break up of deployment of funds are as under:

(₹ in Lakhs)

<b>Particulars</b>	<b>Already Incurred</b>	<b>Amount to be deployed from the Net Proceeds in Financial Year 2026</b>	<b>Amount to be deployed from the Net Proceeds in Financial Year 2027</b>	<b>Total</b>
Working Capital Requirements	-	1590.30	-	<b>1,590.30</b>
Funding Capital expenditure requirements for purchasing of machinery, equipment and vehicles	-	160.93	-	<b>171.35</b>
Pre-payment/re-payment of, in part or full, certain outstanding borrowings of our Company	-	240.00	-	<b>240.00</b>
General Corporate Purposes	-	[●]	[●]	[●]
<b>Total</b>	<b>-</b>	<b>[●]</b>	<b>[●]</b>	<b>[●]</b>

## **DETAILS OF FUNDS ALREADY DEPLOYED TILL DATE AND SOURCES OF FUNDS DEPLOYED**

The Company has confirmed that till the date of this prospectus no funds have been deployed for the proposed objects of the Issue.

## **BRIDGE FINANCING**

We have currently not raised any bridge loans against the proceeds of the Issue. However, depending on our requirement, we might consider raising bridge financing facilities, pending receipt of the proceeds of the Issue.

## **APPRAISAL BY APPRAISING AGENCY**

None of the Objects have been appraised by any bank or financial institution or any other independent organization. The funding requirements of the Company and the deployment of the proceeds of the Issue are currently based on management estimates. However, the funding requirements of the Company are dependent on a number of factors which may not be in the control of the management of the Company, including variations in interest rate structures, changes in our financial condition and current commercial conditions and are subject to changes in light of changes in external circumstances or in our financial condition, business, or strategy.

## **SHORTFALL OF FUNDS**

Any shortfall in meeting the objects will be met by way of internal accruals.

## **INTERIM USE OF FUNDS**

Pending utilisation for the purposes described above, we undertake to temporarily invest the funds from the Net Proceeds only with scheduled commercial banks. In accordance with Section 27 of the Companies Act 2013, our Company confirms that it shall not use the Net Proceeds for buying, trading or otherwise dealing in shares of any other listed company or for any investment in the equity markets.

## **MONITORING OF UTILIZATION OF FUNDS**

There is no requirement for a monitoring agency as the Issue size is less than ₹ 10,000 lakhs. Pursuant to Regulation 41 of the SEBI (LODR) Regulations, the Company shall on a half yearly basis disclose to the Audit Committee the uses and application of the Issue Proceeds. Until such time as any part of the Issue Proceeds remains unutilized, the Company will disclose the utilization of the Issue Proceeds under separate heads in the Company's balance sheet(s) clearly specifying the amount of and purpose for which Issue Proceeds have been utilized so far, and details of amounts out of the Issue Proceeds that have not been utilized so far, also indicating interim investments, if any, of such unutilized Issue Proceeds. In the event that the Company is unable to utilize the entire amount that we have currently estimated for use out of the Issue Proceeds in a fiscal year, we will utilize such unutilized amount in the next fiscal year.

## **VARIATION IN OBJECTS**

In accordance with Section 27 of the Companies Act 2013, the Company shall not vary object of the Issue without the Company being authorized to do so by Company's shareholders in relation to the passing of such special resolution shall specify the prescribed details as required under the Companies Act and shall be published in accordance with the Companies Act and the rules thereunder. As per the current provisions of the Companies Act, the Promoter or controlling shareholders would 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 prescribed by Securities and Exchange Board of India in this regard.

## **OTHER CONFIRMATIONs**

There are no material existing or anticipated transactions with the Promoter, Directors, Key Managerial Personnel of the Company, and Group Entities, in relation to the utilization of the proceeds of the Issue. No part of the issue proceeds will be paid by us as consideration to the Promoter, Directors or Key Managerial Personnel of the Company or Group Entities, except in the normal course of business and in compliance with the applicable laws.

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## BASIS FOR THE ISSUE PRICE

The Issue Price will be determined by our Company, in consultation with the BRLM, on the basis of assessment of market demand for the Equity Shares issued through the Book Running Lead Manager Process and on the basis of qualitative and quantitative factors as described below. 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 Section titled “**Risk Factors**” and “**Financial Information**” and Chapter titled “**Our Business**” beginning on pages 27, 194 and 145 respectively, to have an informed view before making an investment decision.

### QUALITATIVE FACTORS

Some of the qualitative factors which form the basis for the Issue Price are:

- We have a diversified service portfolio providing range of services from security manpower services to the integrated facility management services. This diversity allows us to cater to a wide array of client needs. Even after catering to such diverse service portfolio, we ensure that we address various aspects of security and facility management efficiently and comprehensively.
- The company has a robust technological infrastructure, which includes an Enterprise Resource Planning (ERP) system for seamless integration of core functions, optimum use of email and communication system for efficient internal and external collaboration, and the use of smartphones to facilitate real-time communication, location sharing, and group interactions and coordination among our staff.
- With over 20 years of experience, we have emerged as a key player in the private security sector. Starting from a solitary office in Defense Colony, Delhi, we have extended our operation to other States across India, ensuring the consistent delivery of top-tier services.
- Our experienced leadership backed by highly trained work force continues to contribute to our business's growth and profitability.

For further information, please see the chapter titled “**Our Business**” on page 145 of this Draft Red Herring Prospectus.

### QUANTITATIVE FACTORS

Some of the information presented in this chapter is derived from the Restated Financial Information. For further information, please see “**Financial Information**” on page 241.

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

#### 1. Basic and Diluted Earnings per Share

Financial Year ended	Basic EPS (₹)	Adjusted Basic EPS (₹)	Weights
FY 2021-22	₹ 291.27	₹ 0.54	1
FY 2022-23	₹ 2,256.60	₹ 4.16	2
FY 2023-24	₹ 2.14	₹ 2.14	3
<b>Weighted Average</b>		<b>₹ 2.55</b>	
Period Ended September 30, 2024	₹ 2.04*	₹ 2.04*	

\*Not annualized

#### Notes:

- i. The figures disclosed above are based on the restated financial statements of our Company for the period ended September 30, 2024.
- ii. The above statement should be read with Significant Accounting Policies and the Notes to the Restated Financial Statements
- iii. Basic EPS = Net Profit after tax, as restated, attributable to the owners of the company divided by weighted average no. of equity shares outstanding during the year.
- iv. Adjusted Basic EPS = Net Profit after tax, as restated, attributable to the owners of the company divided by weighted average no. of diluted equity shares outstanding during the year/ period.
- v. Weighted average is aggregate of year-wise weighted basic adjusted EPS divided by the aggregate of weights i.e. {(EPS x Weight) for each year} / {Total of weights}
- vi. The basic and adjusted earnings per share for the Equity Shares of our Company has been presented to reflect the adjustments for issue of bonus shares issued on December 5, 2023.

**2. Price Earnings Ratio (“P/E”) in relation to the Price Band of ₹ [●] to ₹ [●] per share of ₹ 10 each**

Particulars	P/E at the lower end of the Price Band (no. of times)	P/E at the higher end of the Price Band (no. of times)
Based on Basic EPS for year ended March 31, 2024	[●]	[●]
P/E ratio based on the Weighted Average EPS for last three FY	[●]	[●]

**3. Industry Peer Group P/E ratio**

Particulars	P/E Ratio
Highest	17.62
Lowest	17.62
Average	17.62

**Notes:**

Price to Earnings Ratio (P/E Ratio) = Issue Price or Market Price/ Earnings Per Share.

The industry high and low has been considered from the industry peer set provided later in this section.

\*The industry composite has been calculated as the mean for P/E Ratio of the industry peer set disclosed in this Section. *For further details, see “Comparison of Accounting Ratios with Industry peers”.*

**4. Return on Net Worth (RoNW)**

Financial Year ended	RoNW(%)	Weight
FY 2021-22	23.12%	1
FY 2022-23	64.65%	2
FY 2023-24	18.10%	3
<b>Weighted Average</b>	<b>34.46%</b>	
<b>Period Ended September 30, 2024 *</b>	<b>14.68%*</b>	

\*Not annualized

**Notes:**

- Return on Net Worth (%) = Net Profit after tax of the company, as restated for the end of the year/ period divided by Net worth as at the end of the year/period.*
- Net worth means the aggregate value of the paid-up share capital and reserves of our Company.*
- Weighted average is aggregate of year-wise weighted RoNW divided by the aggregate of weights i.e. {(RoNW x Weight) for each year} / Total of weights*

**5. Net Asset Value (“NAV”)**

Net Asset Value per equity share	(₹)
As at March 31, 2024	11.83
As at September 30, 2024	13.87
After the completion of the Issue:	
a) At Floor Price	[●]
b) At Cap price	[●]
c) Issue Price	[●]

**Notes:**

- Net Asset Value per share = Net Worth at the end of the year/period divided by weighted average no. of equity shares outstanding the year end.*
- Weighted average number of equity shares has been adjusted for issue of bonus shares issued on December 5, 2023.*
- The price band/floor price/issue price will be determined by the issuer in consultation with the book running Book Running lead manager(s), on the basis of book-building.*

## 6. Comparison with Listed Industry Peers

Name of the company	Face Value (₹ Per Share)	EPS - Basic	P/E Ratio (Adjusted Basic)		Return on Net Worth (%)	NAV Per Share (₹)
			Floor Price	Cap Price		
Armour Securities (India) Ltd	10	₹ 2.04*	[●]	[●]	14.68%	₹ 13.87
<b>Peer Comparison</b>						
Rithwik Facility Management Services Limited	10	₹ 8.63		17.62	12.78%	₹ 67.54

Source: The Company's financial figures are based on restated audited financial statements for the period ended on September 30, 2024, unless provided otherwise.

\*The said EPS – Basic as mentioned for the Company is as on the period ended on September 30, 2024.

With respect to Industry peers, all the financial information mentioned above is on a consolidated basis (unless otherwise available only on standalone basis) and sourced from the audited financial statements/Annual Reports of the respective companies for the year ended March 31, 2024, unless provided otherwise.

Notes:

- i. EPS is the consolidated Basic Earnings Per Share for the year ended March 31, 2024
- ii. P/E Ratio has been taken as per [www.screener.in](http://www.screener.in) as on March 01, 2025
- iii. RoNW has been computed as consolidated Net profit after tax of the company divided by consolidated Net worth at the end of the year ended March 31, 2024
- iv. NAV per equity share has been calculated as consolidated Net worth divided by Number of equity shares outstanding as on March 31, 2024.

## 7. Financial Key Performance Indicators ("KPIs")

The table below sets forth the details of KPIs that our Company considers have a bearing for arriving at the basis for Issue Price. The key financial and operational metrics set forth below, have been approved and verified by the Audit Committee pursuant to its resolution dated February 24, 2025. Further, the Audit Committee has on February 24, 2025 taken on record that other than the key financial and operational metrics set out below, our Company has not disclosed any other key performance indicators during the three years preceding this Draft Red Herring Prospectus with its investors. The KPIs disclosed below have been used historically by our Company to understand and analyze the business performance, which in result, help it in analyzing the growth of various verticals in comparison to our Company's listed peers, and other relevant and material KPIs of the business of our Company that have a bearing for arriving at the Basis for Issue Price have been disclosed below. Additionally, the KPIs have been certified by way of certificate dated February 24, 2025 issued by PDMS & Co., Chartered Accountants, who hold a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India.

The Bidders can refer to the below-mentioned KPIs, being a combination of financial and operational KPIs, to make an assessment of our Company's performances and make an informed decision.

### Key Performance Indicators

A list of our KPIs for Financial Years ended March 31, 2024, 2023, 2022 and period ended September 2024 is set out below:

(in ₹, unless stated otherwise)

Key Financial Performance	Period Ended September 30, 2024 **	Financial Year ended March 31, 2024	Financial Year ended March 31, 2023	Financial Year ended March 31, 2022
Revenue from Operations <sup>(1)</sup>	1,723.29	3,293.29	2,884.64	2,680.84
EBITDA <sup>(2)</sup>	343.38	364.92	310.39	52.67
EBITDA Margin (%) <sup>(3)</sup>	19.93%	11.08%	10.76%	1.96%

Key Financial Performance	Period Ended September 30, 2024 **	Financial Year ended March 31, 2024	Financial Year ended March 31, 2023	Financial Year ended March 31, 2022
PAT	248.75	261.76	225.66	29.13
PAT Margin (%) <sup>(4)</sup>	14.43%	7.95%	7.82%	1.09%
Profit after tax growth (%)		16.00%	674.74%	22.86%
Trade Receivables days <sup>(5)</sup>	142.30	94.21	98.70	89.96
Trade Payable days <sup>(6)</sup>	20.81	33.57	60.63	75.10
Return on equity (%) <sup>(7)</sup>	14.68%	18.10%	64.65%	23.12%
Return on capital employed (%) <sup>(8)</sup>	18.75%	22.26%	70.20%	22.72%
Debt-Equity Ratio (times) <sup>(9)</sup>	0.08	0.12	0.24	0.56
Net fixed asset turnover ratio (times) <sup>(10)</sup>	2.28	8.18	36.53	28.95
Current Ratio (times) <sup>(11)</sup>	1.88	1.39	0.99	0.79
Net Asset Value per equity share <sup>(12)</sup> (in ₹)	₹ 13.87	₹ 11.83	₹ 3,490.57	₹ 1,259.67
Net Asset Value per equity share - Adjusted <sup>(13)</sup> (in ₹)	₹ 13.87	₹ 11.83	₹ 6.43	₹ 2.32

**Notes:**

(1) Revenue from operation means revenue from sale of the products

(2) EBITDA is calculated as Profit before tax + Depreciation + Interest Costs – Other Income

(3) EBITDA Margin is calculated as EBITDA divided by Revenue from Operations

(4) PAT Margin is calculated as PAT for the period/year divided by revenue from operations

(5) Trade receivable days is calculated as average trade receivables divided by revenue from operations multiplied by 365 for fiscal years

(6) Trade payable days is calculated as average trade payables divided by employee benefit expenses multiplied by 365 for fiscal years. Employee benefit expenses have been defined as salary expenses of employee other benefits provided to employees

(7) Return on Equity is calculated by comparing the proportion of net income against the amount of shareholder equity

(8) Return on Capital Employed is calculated as follows: Profit for the period/year plus finance cost plus tax expenses (EBIT) divided by Capital employed (Equity share capital plus reserves plus long term and short term borrowings).

(9) Debt to Equity ratio is calculated as Total Debt (short term and long term) divided by equity

(10) Net fixed asset turnover ratio is calculated by dividing net sales by the average fixed assets (property plant and equipment)

(11) Current Ratio is calculated by dividing Current assets to Current Liabilities

(12) Net Asset Value per share (in ₹) = Restated net worth at the end of the year (or) period / Number of Equity Shares outstanding at the end of period

(13) Net Asset Value Per Share (In ₹) Adjusted = Restated Net Worth at The End of The Year (or) period / Number of Equity Shares (Adjusted for The Bonus Issue and split shares)

**Explanations for the certain financial data based on Restated Financial Statements**

Key Financial Performance	Explanations
Revenue from Operations	Revenue from Operations is used by the management to track the revenue profile of the business and in turn helps to assess the overall financial performance of the Company and volume of the business.
EBITDA	EBITDA provides information regarding the operational efficiency of the business
EBITDA Margin	EBITDA Margin (%) is an indicator of the operational profitability and financial performance of the business
PAT	Profit after tax provides information regarding the overall profitability of the business
PAT Margin	PAT Margin (%) is an indicator of the overall profitability and financial performance of the business

<b>Key Financial Performance</b>		<b>Explanations</b>					
Profit after tax growth		Profit after tax growth provides information regarding the growth of the operational performance for the respective period					
Trade Receivables days		Trade Receivables days is the average number of days required for a company to receive payments from its customers					
Trade Payable days		Since the Company is into manpower supply services, the major expenses incurred by the Company is employee related. Therefore, in the present case, Trade Payable days are customised and calculated as the average number of days required for a company to pay its employees.					
Return on Equity		Return on equity provides how efficiently the Company generates profits from shareholders' funds					
Return on Capital Employed		Return on capital employed provides how efficiently the Company generates earnings from the capital employed in the business					
Debt-Equity Ratio		Debt / Equity Ratio is used to measure the financial leverage of the Company and provides comparison benchmark against peers					
Working Capital Cycle		Working Capital Cycle is the time it takes to convert net current assets and current liabilities into cash					
Net fixed asset turnover ratio		Net fixed asset turnover ratio is indicator of the efficiency with which the company is able to leverage its assets to generate revenue from operations					
Current Ratio		The current ratio is a liquidity ratio that measures the company's ability to pay short-term obligations or those due within one year					
Net Asset Value per share (in ₹)		NAV represents the per share book value of the company.					
Net Asset Value Per Share (In ₹) Adjusted		NAV represents the per share book value of the company where the weighted number of shares have been adjusted for bonus issues and shares split.					

(For the above details relating to the KPIs, we have relied upon the certificate dated February 24, 2025 vide UDIN: 25099065BMNURY1283 issued by the Statutory Auditors of our Company i.e., M/s PDMS AND CO, Chartered Accountants)

The above KPIs of our Company have also been disclosed, along with other key financial and operating metrics, in ‘Our Business’ and “Management Discussion and Analysis of Financial Condition Results of Operations” on pages 145 and 243, respectively. All such KPIs have been defined consistently and precisely in ‘Definitions and Abbreviations’ on page 1.

Our Company shall continue to disclose the KPIs disclosed hereinabove in this section on a periodic basis, at least once in a year (or for 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, or until the utilization of Issue Proceeds, whichever is later, on the Stock Exchanges pursuant to the Issue, or for such other period as may be required under the SEBI ICDR Regulations.

#### **KPI of Industry Peer For Comparison**

Key Financial Performance	Armour Security (India)				Rithwik Facility Management Services Limited			
	Period Ended September 30, 2024 **	Financial Year ended March 31, 2024	Financial Year ended March 31, 2023	Financial Year ended March 31, 2022	Period Ended September 30, 2024 **	Financial Year ended March 31, 2024	Financial Year ended March 31, 2023	Financial Year ended March 31, 2022
Revenue from Operations <sup>(1)</sup>	1,723.29	3,293.29	2,884.64	2,680.84	1,935.80	3,638.79	3,183.53	2,259.24
EBITDA <sup>(2)</sup>	343.38	364.92	310.39	52.67	238.56	385.56	378.75	158.58
EBITDA Margin (%) <sup>(3)</sup>	19.93%	11.08%	10.76%	1.96%	12.32%	10.60%	11.90%	7.02%
PAT	248.75	261.76	225.66	29.13	163.57	264.17	252.18	88.75
PAT Margin (%) <sup>(4)</sup>	14.43%	7.95%	7.82%	1.09%	8.45%	7.26%	7.92%	3.93%
Profit after tax growth (%)		16.00%	674.74%	22.86%		4.75%	184.15%	2.73%
Trade Receivables days <sup>(5)</sup>	142.30	94.21	98.70	89.96	51.72	24.00	28.78	39.05

Key Financial Performance	Armour Security (India)				Rithwik Facility Management Services Limited			
	Period Ended September 30, 2024 **	Financial Year ended March 31, 2024	Financial Year ended March 31, 2023	Financial Year ended March 31, 2022	Period Ended September 30, 2024 **	Financial Year ended March 31, 2024	Financial Year ended March 31, 2023	Financial Year ended March 31, 2022
Trade Payable days <sup>(6)</sup>	20.81	33.57	60.63	75.10	63.59	39.14	38.79	15.56
Return on equity (%) <sup>(7)</sup>	14.68%	18.10%	64.65%	23.12%	7.44%	14.00%	13.00%	6.00%
Return on capital employed (%) <sup>(8)</sup>	18.75%	22.26%	70.20%	22.72%	9.67%	16.00%	18.00%	5.00%
Debt-Equity Ratio (times) <sup>(9)</sup>	0.08	0.12	0.24	0.56	0.08	0.04	0.10	0.36
Net fixed asset turnover ratio (times) <sup>(10)</sup>	2.28	8.18	36.53	28.95	7.29	16.09	13.31	8.76
Current Ratio (times) <sup>(11)</sup>	1.88	1.39	0.99	0.79	1.49	1.29	1.55	1.33
Net Asset Value per equity share <sup>(12)</sup> (in ₹)	₹ 13.87	₹ 11.83	₹ 3,490.57	₹ 1,259.67	71.89	67.54	59.91	51.67
Net Asset Value per equity share - Adjusted <sup>(13)</sup> (in ₹)	₹13.87	₹ 11.83	₹ 6.43	₹ 2.32	71.89	67.54	59.91	51.67

**Notes:**

- (1) Revenue from operation means revenue from sale of the products
- (2) EBITDA is calculated as Profit before tax + Depreciation + Interest Costs – Other Income
- (3) EBITDA Margin is calculated as EBITDA divided by Revenue from Operations
- (4) PAT Margin is calculated as PAT for the period/year divided by revenue from operations
- (5) **Trade Notes:**  
receivable days is calculated as average trade receivables divided by revenue from operations multiplied by 365 for fiscal years
- (6) Trade payable days is calculated as average trade payables divided by employee benefit expenses multiplied by 365 for fiscal years. Employee benefit expenses have been defined as salary expenses of employee other benefits provided to employees
- (7) Return on Equity is calculated by comparing the proportion of net income against the amount of shareholder equity
- (8) Return on Capital Employed is calculated as follows: Profit for the period/ year plus finance cost plus tax expenses (EBIT) divided by Capital employed (Equity share capital plus reserves plus long term and short term borrowings).
- (9) Debt to Equity ratio is calculated as Total Debt (short term and long term) divided by equity
- (10) Net fixed asset turnover ratio is calculated by dividing net sales by the average fixed assets (property plant and equipment)
- (11) Current Ratio is calculated by dividing Current assets to Current Liabilities
- (12) Net Asset Value per share (in ₹) = Restated net worth at the end of the year (or) period / Number of Equity Shares outstanding at the end of period
- (13) Net Asset Value Per Share (In ₹) Adjusted = Restated Net Worth at The End of The Year (or) period / Number of Equity Shares (Adjusted for The Bonus Issue and split shares)

*#For peer comparison, the trade payable days has been determined as 365/trade payable ratio and not in the manner as determined for the Company as mentioned in the notes above.*

*Please note: As per the requirements of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018, the peer group has been defined as the Companies of comparable size in the same industry. In the present case, Rithwik Facility Management Services Limited,*

*(The rest of the page is intentionally left blank)*

8. Weighted average cost of acquisition of all shares transacted in last 3 years, 18 months and 1 years, from the date of this Draft Red Herring Prospectus:

Period	Weighted Average cost of acquisition (in ₹) #	Cap price is 'X'times the weighted average cost of acquisition	Range of acquisition price: Lowest Price-Highest Price (in ₹)
Last 1 year	Nil	[●]	[●]
Lat 18 months	6.84	[●]	[●]
Last 3 year	6.84	[●]	[●]

#As certified by statutory auditors, M/s PDMS AND CO Chartered Accountants, by way of their certificate dated 24 February 2025 vide UDIN: 25099065BMNURG8676

9. Weighted average cost of acquisition of shares transacted by the Promoter & Promoter Group, Floor price and Cap Price

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

Except below, there has been no 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 our Company (calculated based on the pre-issue capital before such transaction(s) and excluding employee stock options granted but not vested, as applicable), in a single transaction or multiple transactions combined together over a span of 30 days.

Date of allotment	Nature of Allotment	No of shares	Face Value	Issue Price	Nature of Consideration Paid	Total Consideration
26/12/2023	Rights Issue	64,00,000	10	10	Other than Cash*	6,40,00,000
<b>Total</b>		<b>64,00,000</b>				<b>6,40,00,000</b>
<b>Weighted Average cost of acquisition</b>						<b>10.00</b>

#As certified by statutory auditors, M/s PDMS AND CO Chartered Accountants, by way of their certificate dated 24 February, 2025 vide UDIN: 25099065BMNURA2669

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

There have been no secondary sale/ acquisitions of Equity Shares or any convertible securities, where the Promoter, members of the Promoter Group are a party to the transaction, 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 our Company (calculated based on the pre-issue capital before such transaction/s and excluding ESOPs granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days.

For the purpose of disclosure under part (a) and (b) above, 'primary transaction' refers to a primary issue of Equity Shares or securities convertible into Equity Shares, excluding shares issued under a bonus issuance and sub-division of shares and 'secondary transactions' refer to any secondary sale or acquisition of Equity Securities (excluding gifts).

*Note:1 In case, there are no transactions to report under point a) and b) above, the transactions shall be reported based on the last 5 primary or secondary transactions (secondary transactions where promoter/ promoter group entities or shareholders selling shares through offer for sale in IPO or shareholder(s) having the right to nominate directors in the Board of the Issuer Company, are party to the transaction, not older than 3 years prior to the date of filing of the DRHP/RHP, irrespective of the size of the transaction.*

In the present case, since there are transactions to report under subsection a), i.e. the primary transactions, no disclosure for transactions is made under Note: 1.

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c. **Weighted average cost of acquisition, Floor price and Cap Price**

Types of transactions	Weighted average cost of acquisition (₹ per Equity Share)	Floor price* (i.e. Rs [●])	Cap price* (i.e. Rs [●])
(a) Based on primary issuances	10	NA	NA
(b) Based on secondary transactions	NA	NA	NA
(c) Based on last five transactions mentioned above <b>Weighted average cost of acquisition (Total value of shares/Total number of shares)</b>	NA	NA	NA

**Explanation 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 in [●] above) along with our Company's key performance indicators and financial ratios for the 6M FY25, FY24, FY23 and FY22.**

[●]\*

**Explanation 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 in [●] above) in view of the external factors which may have influenced the pricing of the Issue.**

[●]\*

The Issue Price will be [●]\* times of the face value of the Equity Shares.

The price band of ₹ [●] has been determined by our Company in consultation with the BRLMs, on the basis of the market demand from investors for the Equity Shares through the Book Building Process. Our Company, in consultation with the BRLMs, is justified of the Issue Price in view of the above qualitative and quantitative parameters. Investors should read the abovementioned information along with the *sections/chapter entitled "Risk Factors", "Our Business", "Management's Discussion and Analysis of Financial Condition and "Financial Information" on pages 27, 145, 243 and 194 respectively, to have a more informed view. The trading price of the Equity Shares could decline due to the factors mentioned in the section entitled "Risk Factors" page 27 or any other factors that may arise in the future and you may lose all or part of your investments.*

*\*To be included on finalization of price band*

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## STATEMENT OF TAX BENEFITS

### STATEMENT OF SPECIAL TAX BENEFITS AVAILABLE TO THE COMPANY AND ITS SHAREHOLDERS

To,  
**ARMOUR SECURITY (INDIA) . LTD.**  
**B-87, Second Floor Defence Colony**  
**New Delhi DI 110024 In**  
**(“the Company”)**

**Statement of special tax benefits ('the statement') available to Armour Security (India). Ltd ('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.**

This certificate is being issued in accordance with the terms of our original engagement letter to the Board of Directors dated 01<sup>st</sup> September 2024.

We hereby report that the enclosed Annexure I and Annexure II prepared by the Company, initiated by us for identification purpose, states the possible special-tax benefits available to the Company and its shareholders under direct or/ and indirect taxes (together "**the Tax Laws**"), presently in force in India as on the signing date, which are defined in Annexure I. These possible special tax benefits are dependent it on the Company and its shareholders fulfilling the conditions prescribed under the relevant provisions of the Tax Laws. Hence, the ability of the Company and its shareholders to derive these possible special tax benefits is dependent upon their fulfilling such conditions, which is based on business imperatives the Company may face in the future and accordingly, the Company and its shareholders may or may not choose to fulfil.

The benefits discussed in the enclosed Annexure II cover the possible special tax benefits available to the Company and its shareholders and do not cover any general tax benefits available to the Company and its shareholders. Further, the preparation of the enclosed Annexure II and its contents is the responsibility of the Management of the Company. We were informed that the Statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. 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 SME initial public offering of equity shares of the Company (the "**Proposed Offer**") particularly in view of the fact that certain recently enacted legislation may not have a direct legal precedent or may have a different interpretation on the possible special tax benefits, which an investor can avail. Neither we are suggesting nor advising the investors to invest money based on the Statement

We conducted our examination in accordance with the "Guidance Note on Reports or Certificates for Special Purposes (Revised 2016)" (the "**Guidance Note**") issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.

We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial information, and Other Assurance and Related Services Engagements.

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

- i. the Company and its shareholders will continue to obtain these possible special tax benefits in future, or
- ii. the conditions prescribed for availing the possible special tax benefits where applicable, have been/would be met with.

The contents of the enclosed Annexures are based on the information, explanation and representations obtained from the Company and on the basis of our understanding of the business activities and operations of the Company.

Our views expressed herein are based on the facts and assumptions indicated to us. No assurance is given that the revenue authorities/ court will concur with the views expressed herein. Our views are based on the existing provisions of the Tax Laws and its interpretation, which are subject to change from time to time. We do not assume responsibility to update the views consequent to such changes. We shall not be liable to the Company for 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 the Company and any other person in respect of this Statement, except as per applicable law.

We hereby give consent to include this Statement in the Draft Red Herring Prospectus, Red Herring Prospectus, the Prospectus and in any other material used in connection with the Proposed Offer and submission of this Statement to the Securities and Exchange Board of India, the stock exchanges where the Equity Shares of the Company are proposed to be listed and the Registrar of Company of Pune at intentional misconduct. We will not be liable to the Company and any other person in respect of this Statement, except as per applicable law.

We hereby give consent to include this Statement in the Draft Red Herring Prospectus, Red Herring Prospectus, the Prospectus and in any other material used in connection with the Proposed Offer and submission of this Statement to the Securities and Exchange Board of India, the stock exchanges where the Equity Shares of the Company are proposed to be listed and the Registrar of Company of Maharashtra at Mumbai in connection with the Proposed Offer, as the case may be, and it is not to be used, referred to or distributed for any other purpose without our prior written consent.

**Yours faithfully,**  
**For M/s PDMS AND CO,**  
**Chartered Accountants**  
**FRN: 019621C**

**Sachin Pathak – Partner**  
**Membership No: 099065**  
**UDIN: 25099065BMNUSJ7095.**  
**Date: 02-03-2025**  
**Place: Mumbai**

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## ANNEXURE I

### LIST OF DIRECT AND INDIRECT TAX LAWS ('TAX LAWS')

Sr. No.	Details of tax laws
1	Income-tax Act, 1961 and Income-tax Rules, 1962
2	Central Goods and Services Tax Act, 2017
3	Integrated Goods and Services Tax Act, 2017
4	State Goods and Services Tax Act, 2017
5	Custom Act 1962

*Sr. No. 1 referred to as Direct Tax Laws*

*Sr. No. 2 to 5 jointly referred to as Indirect Tax Laws*

## ANNEXURE II

### STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS AVAILABLE TO ARMOUR SECURITY (INDIA) LTD ("THE COMPANY") AND ITS SHAREHOLDERS UNDER THE APPLICABLE DIRECT AND INDIRECT TAXES ("TAX LAWS")

Outlined below are the Possible Special Tax Benefits available to the Company and its shareholders under the Tax Laws. These Possible Special Tax Benefits are dependent on the Company and its shareholders fulfilling the conditions prescribed under the Tax Laws. Hence, the ability of the Company and its shareholders to derive the Possible Special Tax Benefits is dependent upon fulfilling such conditions, which are based on business imperatives it faces in the future, it may or may not choose to fulfil.

#### UNDER THE TAX LAWS

##### A. *Special tax benefits available to the Company*

###### a) **Direct Tax Laws**

There is no special tax benefit available to the Company under Direct Tax Laws, except for those provided under normal provisions under Direct Tax Laws.

###### b) **Indirect Tax Laws**

There is no special tax benefit available to the Company under Indirect Tax Laws, except for those provided under normal provisions under Indirect Tax Laws.

##### B. *Special tax benefits available to Shareholders*

There are no special tax benefits available to the Shareholders under the Tax Laws.

#### NOTES:

1. The above is as per the current Tax Laws prevalent as on the date of issuance of this certificate.
2. The above Statement of possible special tax benefits sets out the provisions of Tax Laws in a summary manner only and is not a complete analysis or listing of all the existing and potential tax consequences of the purchase, ownership and disposal of equity shares of the Company.
3. This Statement does not discuss any tax consequences in any country outside India of an investment in the equity shares of the Company. The shareholders / investors in any country outside India are advised to consult their own professional advisor, regarding possible income tax consequences that apply to them under the laws of such jurisdiction
4. The possible special tax benefits are subject to conditions and eligibility criteria which need to be examined for tax implications.

5. The tax benefits discussed in the Statement are not exhaustive and are only intended to provide general information to the investors and hence, is 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 issue.
6. The stated benefits will be available only to the sole first named holder in case the equity shares are held by joint holders.

Yours faithfully,  
**On behalf of Armour Security (India) Limited**

**Sd/-**

**Name: Arnima Gupta**  
**DIN: 02212966**  
**Managing Director**

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## SECTION VI – ABOUT THE COMPANY AND INDUSTRY

### INDUSTRY OVERVIEW

*The information in this chapter includes extracts from publicly available information, data and statistics and has been derived from various government publications and industry sources. Neither we nor any other person connected with the Issue have verified this information. The data may have been re-classified by us for the purposes of presentation. Industry sources and publications generally state that the information contained therein has been obtained from sources generally believed to be reliable, but that 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.*

*Industry sources and publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. Industry sources and publications may also base their information on estimates, projections, forecasts and assumptions that may prove to be incorrect and, accordingly, investment decisions should not be based on such information. You should read the entire Draft Red Herring Prospectus, including the information contained in the chapters titled “Risk Factors” and “Financial Statements” and related notes beginning on page 27 and 194 of this Draft Red Herring Prospectus.*

### WORLD ECONOMIC OUTLOOK

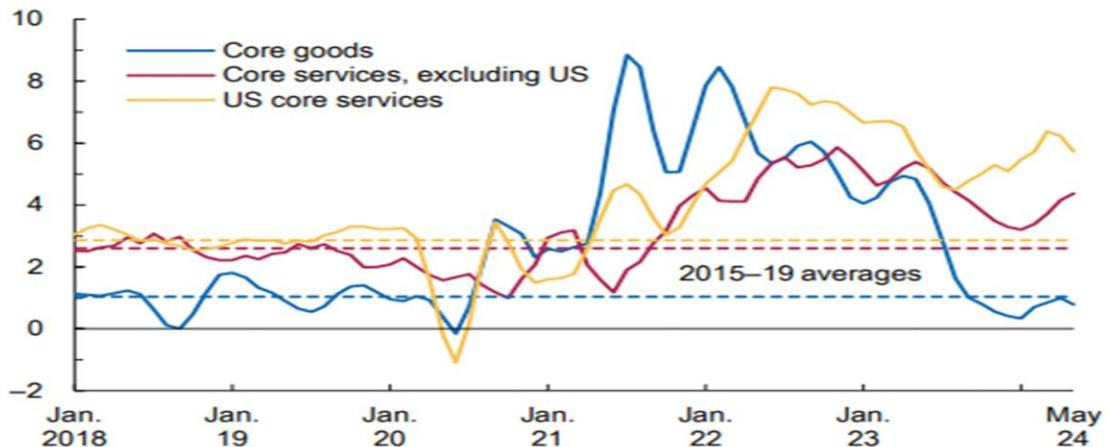
Global growth is projected to be in line with the April 2024 World Economic Outlook (WEO) forecast, at 3.2 percent in 2024 and 3.3 percent in 2025. However, varied momentum in activity at the turn of the year has somewhat narrowed the output divergence across economies as cyclical factors wane and activity becomes better aligned with its potential. Services price inflation is holding up progress on disinflation, which is complicating monetary policy normalization. Upside risks to inflation have thus increased, raising the prospect of higher-for-even-longer interest rates, in the context of escalating trade tensions and increased policy uncertainty. To manage these risks and preserve growth, the policy mix should be sequenced carefully to achieve price stability and replenish diminished buffers.

Global activity and world trade firmed up at the turn of the year, with trade spurred by strong exports from Asia, particularly in the technology sector. Relative to the April 2024 WEO, first quarter growth surprised on the upside in many countries, although downside surprises in Japan and the United States were notable. In the United States, after a sustained period of strong outperformance, a sharper-than-expected slowdown in growth reflected moderating consumption and a negative contribution from net trade. In Japan, the negative growth surprise stemmed from temporary supply disruptions linked to the shutdown of a major automobile plant in the first quarter. In contrast, shoots of economic recovery materialized in Europe, led by an improvement in services activity. In China, resurgent domestic consumption propelled the positive upside in the first quarter, aided by what looked to be a temporary surge in exports belatedly reconnecting with last year’s rise in global demand. These developments have narrowed the output divergences somewhat across economies, as cyclical factors wane and activity becomes better aligned with its potential

Meanwhile, the momentum on global disinflation is slowing, signalling bumps along the path. This reflects different sectoral dynamics: the persistence of higher-than-average inflation in services prices, tempered to some extent by stronger disinflation in the prices of goods (Figure 1). Nominal wage growth remains brisk, above price inflation in some countries, partly reflecting the outcome of wage negotiations earlier this year and short-term inflation expectations that remain above target. The uptick in sequential inflation in the United States during the first quarter has delayed policy normalization. This has put other advanced economies, such as the euro area and Canada, where underlying inflation is cooling more in line with expectations, ahead of the United States in the easing cycle. At the same time, a number of central banks in emerging market economies remain cautious in regard to cutting rates owing to external risks triggered by changes in interest rate differentials and associated depreciation of those economies’ currencies against the dollar.

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**Figure 1. Sequential Core Inflation**  
(Percent; three-month-over-three-month, annualized)



Sources: Haver Analytics; and IMF staff calculations.

Note: The two aggregates are the purchasing-power-parity-weighted averages.

Sample includes 11 advanced economies and 9 emerging market and developing economies that account for approximately 55 percent of 2021 world output at purchasing-power-parity weights.

Global financial conditions remain accommodative. Although longer-term yields have generally drifted upward, in tandem with the repricing of policy paths, buoyant corporate valuations have kept financial conditions accommodative, broadly at the level of the April WEO. The increase in yields is likely to put pressure on fiscal discipline, however, which in some countries is already strained by the inability to rein in spending or raise taxes.

### A Waxing and Waning Outlook

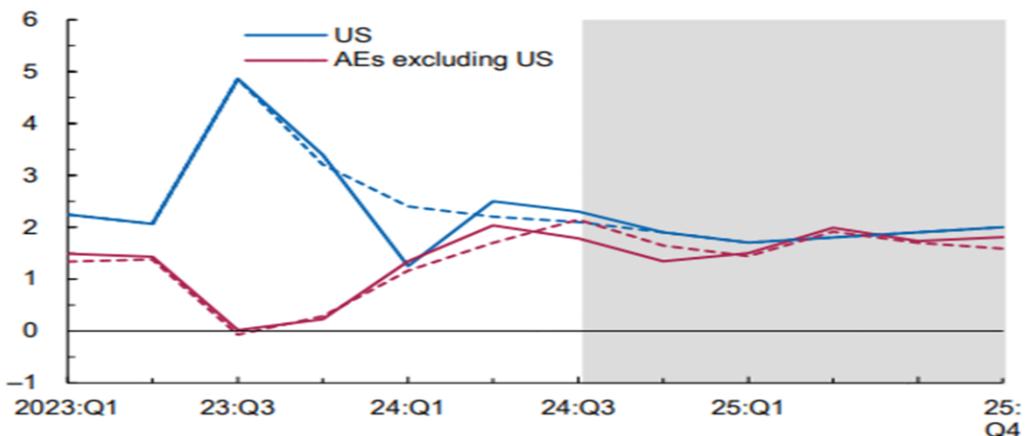
IMF staff projections are based on upward revisions to commodity prices, including a rise in nonfuel prices by 5 percent in 2024. Energy commodity prices are expected to fall by about 4.6 percent in 2024, less than projected in the April WEO, reflecting elevated oil prices from deep cuts by OPEC+ (the Organization of the Petroleum Exporting Countries, including Russia and other non-OPEC oil exporters) and reduced, but still present, price pressure from the Middle East conflict. Monetary policy rates of major central banks are still expected to decline in the second half of 2024, with divergence in the pace of normalization reflecting varied inflation circumstances.

Growth is expected to remain stable. At 3.2 percent in 2024 and 3.3 percent in 2025, the forecast for global economic growth is broadly unchanged from that in April. Under the hood, however, offsetting growth revisions have shifted the composition.

Among advanced economies, growth is expected to converge over the coming quarters (Figure 2). In the United States, projected growth is revised downward to 2.6 percent in 2024 (0.1 percentage point lower than projected in April), reflecting the slower-than-expected start to the year. Growth is expected to slow to 1.9 percent in 2025 as the labor market cools and consumption moderates, with fiscal policy starting to tighten gradually. By the end of 2025, growth is projected to taper to potential, closing the positive output gap.

In the euro area, activity appears to have bottomed out. In line with the April 2024 projection, a modest pickup of 0.9 percent is expected for 2024 (an upward revision of 0.1 percentage point), driven by stronger momentum in services and higher-than-expected net exports in the first half of the year; growth is projected to rise to 1.5 percent in 2025. This is underpinned by stronger consumption on the back of rising real wages, as well as higher investment from easing financing conditions amid gradual monetary policy loosening this year. Continued weaknesses in manufacturing suggest a more sluggish recovery in countries such as Germany.

**Figure 2. Growth Revisions since April**  
(Percent; solid = July 2024 WEO Update, dashed = April 2024 WEO)



Source: IMF staff calculations.

Note: Shaded areas denote projections. Data for 2024:Q2 are estimates. AEs = advanced economies; WEO = *World Economic Outlook*.

In Japan, the strong shunto wage settlement is expected to support a turnaround in private consumption starting in the second half. But the expectation for 2024 growth is revised downward by 0.2 percentage point, with the downward adjustment largely reflecting temporary supply disruptions and weak private investment in the first quarter.

The forecast for growth in emerging market and developing economies is revised upward; the projected increase is powered by stronger activity in Asia, particularly China and India. For China, the growth forecast is revised upward to 5 percent in 2024, primarily on account of a rebound in private consumption and strong exports in the first quarter. In 2025, GDP is projected to slow to 4.5 percent, and to continue to decelerate over the medium term to 3.3 percent by 2029, because of headwinds from aging and slowing productivity growth. The forecast for growth in India has also been revised upward, to 7.0 percent, this year, with the change reflecting carryover from upward revisions to growth in 2023 and improved prospects for private consumption, particularly in rural areas.

With regard to Latin America and the Caribbean, growth has been revised downward for 2024 in Brazil, reflecting the near-term impact of flooding, and in Mexico, due to moderation in demand. However, growth has been revised upwards in 2025 for Brazil to reflect reconstruction following the floods and supportive structural factors (for example, acceleration in hydrocarbon production). For the Middle East and Central Asia, oil production and regional conflicts continue to weigh on prospects. The growth forecast for 2024 in Saudi Arabia has been revised downward by 0.9 percentage point; the adjustment reflects mainly the extension of oil production cuts. Projected growth in Sudan is revised markedly downward, as persisting conflict takes a larger toll on the economy. The forecast for growth in sub-Saharan Africa is revised downward, mainly as a result of a 0.2 percentage point downward revision to the growth outlook in Nigeria amid weaker than expected activity in the first quarter of this year.

Trade makes a recovery. World trade growth is expected to recover to about 3½ percent annually in 2024–25 (from quasi stagnation in 2023) and align with global GDP growth again. The uptick in the first quarter of this year is expected to moderate as manufacturing remains subdued. Although crossborder trade restrictions have surged, harming trade between geopolitically distant blocs, the global trade-to-GDP ratio is expected to remain stable in the projection.

Global inflation will continue to decline. In advanced economies, the revised forecast is for the pace of disinflation to slow in 2024 and 2025. That is because inflation in prices for services is now expected to be more persistent and commodity prices higher. However, the gradual cooling of labor markets, together with an expected decline in energy prices, should bring headline inflation back to target by the end of 2025. Inflation is expected to remain higher in emerging market and developing economies (and to drop more slowly) than in advanced economies. However, partly thanks to falling energy prices, inflation is already close to prepandemic levels for the median emerging market and developing economy.

## **Not Yet in the Clear**

Overall, risks to the outlook remain balanced, as in the April 2024 WEO, but some near-term risks have gained prominence. These include upside risks to inflation that stem from a lack of progress on services disinflation and price pressures emanating from renewed trade or geopolitical tensions. Risks of persistent inflation in the services sector are tied to both wage and price setting, given that labor accounts for a high share of the costs in that sector. Higher nominal wage growth, which in some cases reflects the catch-up of real wages, if accompanied by weak productivity, could make it difficult for firms to moderate price increases, especially when profit margins are already squeezed. This could lead to further stickiness in wage and price inflation. The escalation of trade tensions could further raise near-term risks to inflation by increasing the cost of imported goods along the supply chain. Bumpiness along the remaining disinflation path could destabilize the return to price stability if shortterm expectations spike upward as a result of disappointing inflation data.

The risk of elevated inflation has raised the prospects of higher-for-even-longer interest rates, which in turn increases external, fiscal, and financial risks. Prolonged dollar appreciation arising from rate disparities could disrupt capital flows and impede planned monetary policy easing, which could adversely impact growth. Persistently high interest rates could raise borrowing costs further and affect financial stability if fiscal improvements do not offset higher real rates amid lower potential growth.

The potential for significant swings in economic policy as a result of elections this year, with negative spillovers to the rest of the world, has increased the uncertainty around the baseline. These potential shifts entail fiscal profligacy risks that will worsen debt dynamics, adversely affecting long-term yields and ratcheting up protectionism. Trade tariffs, alongside a scaling up of industrial policies worldwide, can generate damaging cross-border spillovers, as well as trigger retaliation, resulting in a costly race to the bottom. By contrast, policies that promote multilateralism and a faster implementation of macrostructural reforms could boost supply gains, productivity, and growth, with positive spillovers worldwide.

## **Future-Proofing the Economy**

As output gaps start to close and inflation recedes, policymakers face two tasks: persevering with restoring price stability and addressing the legacies of recent crises, including replenishing lost buffers and durably uplifting growth. In the near term, this will require careful calibration and sequencing of the policy mix. In countries where upside risks to inflation—including those arising through external channels—have materialized, central banks should refrain from easing too early and remain open to further tightening should it become necessary. Where inflation data encouragingly signal a durable return to price stability, monetary policy easing should proceed gradually, which would simultaneously provide room for the required fiscal consolidation to take place. Fiscal slippages over the past year in some countries could require a stance significantly tighter than envisaged. As the space for fiscal maneuver narrows, commitments to achieving fiscal consolidation targets should be earnestly adhered to, aided by sound fiscal frameworks and resource mobilization.

In emerging market and developing economies, recent policy divergences highlight the need to manage the risks of currency and capital flow volatility. Given that economic fundamentals remain the main factor in dollar appreciation, the appropriate response is to allow the exchange rate to adjust, while using monetary policy to keep inflation close to target. Foreign reserves should be used prudently and preserved to deal with potentially worse outflows in the future, in line with the IMF's Integrated Policy Framework. To the extent possible, macroprudential policies should mitigate vulnerabilities from large exposures to foreign-currency-denominated debt.

Near-term challenges aside, policymakers must act now to revitalize declining medium-term growth prospects. Striking differences in productivity trends across countries since the pandemic suggest that not all factors are cyclical and that decisive policy action is needed to enhance business dynamism and reduce resource misallocation to arrest weaknesses. Further boosting labor supply, especially by better integrating women and immigrants—key segments contributing to economic resilience in advanced economies—will mitigate demographic pressures, adding to potential growth gains. While emigration of the young and educated population can take a toll on source countries, the costs can be mitigated. Policies that help leverage diaspora networks, maximize the benefits from remittances, and expand domestic labor market opportunities are possible avenues.

Finally, the misuse of inward and domestically oriented policies compromises the ability to tackle global challenges—such as climate change—in regard to which multilateral cooperation and trade are vital

These policies are also often inadequate to address domestic issues, as they increase fiscal pressures and risk further distortions such as resource misallocation. All countries should thus scale back on use of trade-distorting measures and strive instead to strengthen the multilateral trading system.

**Table 1. Overview of the World Economic Outlook Projections**  
(Percent change, unless noted otherwise)

	Year over Year						Q4 over Q4 2/		
			Projections		Difference from April 2024 WEO Projections 1/		Projections		
	2022	2023	2024	2025	2024	2025	2023	2024	2025
World Output	3.5	3.3	3.2	3.3	0.0	0.1	3.3	3.2	3.2
Advanced Economies	2.6	1.7	1.7	1.8	0.0	0.0	1.7	1.8	1.8
United States	1.9	2.5	2.6	1.9	-0.1	0.0	3.1	2.0	1.8
Euro Area	3.4	0.5	0.9	1.5	0.1	0.0	0.2	1.5	1.5
Germany	1.8	-0.2	0.2	1.3	0.0	0.0	-0.2	0.8	1.7
France	2.6	1.1	0.9	1.3	0.2	-0.1	1.2	0.8	1.5
Italy	4.0	0.9	0.7	0.9	0.0	0.2	0.7	0.5	1.3
Spain	5.8	2.5	2.4	2.1	0.5	0.0	2.1	2.3	2.1
Japan	1.0	1.9	0.7	1.0	-0.2	0.0	1.2	1.6	0.3
United Kingdom	4.3	0.1	0.7	1.5	0.2	0.0	-0.2	1.5	1.6
Canada	3.8	1.2	1.3	2.4	0.1	0.1	1.0	2.2	2.2
Other Advanced Economies 3/	2.7	1.8	2.0	2.2	0.0	-0.2	1.7	1.9	2.8
Emerging Market and Developing Economies	4.1	4.4	4.3	4.3	0.1	0.1	4.7	4.3	4.4
Emerging and Developing Asia	4.4	5.7	5.4	5.1	0.2	0.2	5.9	5.3	5.0
China	3.0	5.2	5.0	4.5	0.4	0.4	5.4	4.6	4.9
India 4/	7.0	8.2	7.0	6.5	0.2	0.0	7.8	6.5	6.5
Emerging and Developing Europe	1.2	3.2	3.2	2.6	0.1	-0.2	4.1	2.3	3.7
Russia	-1.2	3.6	3.2	1.5	0.0	-0.3	4.8	1.8	1.7
Latin America and the Caribbean	4.2	2.3	1.9	2.7	-0.1	0.2	1.5	2.5	2.5
Brazil	3.0	2.9	2.1	2.4	-0.1	0.3	2.2	2.9	2.0
Mexico	3.7	3.2	2.2	1.6	-0.2	0.2	2.3	3.0	1.1
Middle East and Central Asia	5.4	2.0	2.4	4.0	-0.4	-0.2	...	...	...
Saudi Arabia	7.5	-0.8	1.7	4.7	-0.9	-1.3	-4.3	2.6	4.3
Sub-Saharan Africa	4.0	3.4	3.7	4.1	-0.1	0.1	...	...	...
Nigeria	3.3	2.9	3.1	3.0	-0.2	0.0	2.8	3.3	2.7
South Africa	1.9	0.7	0.9	1.2	0.0	0.0	1.3	1.3	0.9
Memorandum									
World Growth Based on Market Exchange Rates	3.0	2.7	2.7	2.8	0.0	0.1	2.8	2.7	2.8
European Union	3.7	0.6	1.2	1.8	0.1	0.0	0.5	1.7	1.8
ASEAN-5 5/	5.5	4.1	4.5	4.6	0.0	0.0	4.2	5.5	2.9
Middle East and North Africa	5.4	1.8	2.2	4.0	-0.5	-0.2	...	...	...
Emerging Market and Middle-Income Economies	4.0	4.4	4.2	4.2	0.1	0.1	4.7	4.3	4.4
Low-Income Developing Countries	4.2	3.9	4.4	5.3	-0.3	0.1	...	...	...
World Trade Volume (goods and services) 6/	5.6	0.8	3.1	3.4	0.1	0.1	...	...	...
Advanced Economies	6.2	0.1	2.5	2.8	0.3	-0.1	...	...	...
Emerging Market and Developing Economies	4.5	2.0	4.2	4.5	-0.1	0.5	...	...	...
Commodity Prices									
Oil 7/	39.2	-16.4	0.8	-6.0	3.3	0.3	-4.4	-2.4	-5.7
Nonfuel (average based on world commodity import weights)	7.9	-5.7	5.0	1.6	4.9	2.0	-0.2	7.7	0.5
World Consumer Prices 8/	8.7	6.7	5.9	4.4	0.0	-0.1	5.8	5.5	3.6
Advanced Economies 9/	7.3	4.6	2.7	2.1	0.1	0.1	3.1	2.5	1.9
Emerging Market and Developing Economies 8/	9.8	8.3	8.2	6.0	-0.1	-0.2	8.0	8.0	4.9

Note: Real effective exchange rates are assumed to remain constant at the levels prevailing during April 22–May 20, 2024. Economies are listed on the basis of economic size. The aggregated quarterly data are seasonally adjusted. WEO = World Economic Outlook.

1/ Difference based on rounded figures for the current and April 2024 WEO forecasts. Countries for which forecasts have been updated relative to April 2024 WEO forecasts account for approximately 90 percent of world GDP measured at purchasing-power-parity weights.

2/ For World Output (Emerging Market and Developing Economies), the quarterly estimates and projections account for approximately 90 percent (80 percent) of annual world (emerging market and developing economies) output at purchasing-power-parity weights.

3/ Excludes the Group of Seven (Canada, France, Germany, Italy, Japan, United Kingdom, United States) and euro area countries.

4/ For India, data and projections are presented on a fiscal year (FY) basis, with FY 2022/23 (starting in April 2022) shown in the 2022 column. India's growth projections are 7.3 percent in 2024 and 6.5 percent in 2025 based on calendar year.

5/ Indonesia, Malaysia, Philippines, Singapore, Thailand.

6/ Simple average of growth rates for export and import volumes (goods and services).

7/ Simple average of prices of UK Brent, Dubai Fateh, and West Texas Intermediate crude oil. The average assumed price of oil in US dollars a barrel, based on futures markets (as of May 20, 2024), is \$81.26 in 2024 and \$76.38 in 2025.

8/ Excludes Venezuela.

9/ The assumed inflation rate for the euro area is 2.4% in 2024 and 2.1% in 2025, that for Japan is 2.4% in 2024 and 2.0% in 2025, and that for the United States is 3.1% in 2024 and 2.0% in 2025.

## Box 1: Global Financial Stability Update

Persistently elevated uncertainty around the inflation outlook has led central banks in major advanced economies to become somewhat more cautious about the pace of policy easing, compared with their positions at the end of the first quarter. Consequently, markets' expectations of the number of policy rate cuts to be delivered in 2024 have been revised downward (Figure 1.1).<sup>1</sup> Longer-term yields have generally moved in tandem with repricing of policy paths. In the US, however, medium- to long-term yields have remained unchanged, on net, since April. Over this period, these yields have seen transitory bouts of upward pressure exerted via moves in real rates, a consequence of, in part, fluctuations in demand for Treasuries, given structural shifts in the Treasuries market's investor base (see the April 2024 *Global Financial Stability Report*). That said, uncertainty around the path of long-term US real rates—measured by the level of the real risk premium<sup>2</sup>—

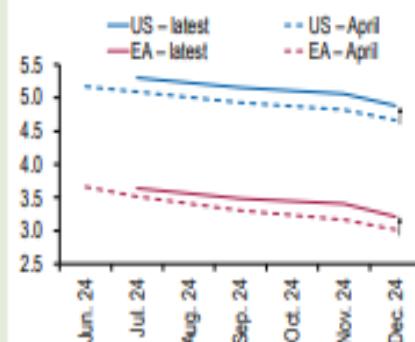
remains elevated compared with the historical average. Developments in interest rates have also led to gyrations of the exchange rate for the US dollar against major advanced economy currencies since April. The Japanese yen has seen sustained depreciation pressures against the dollar over this period, characterized by excessive moves in the currency and subsequent market interventions by the authorities.

**Emerging market economies have been resilient overall, although the performance of emerging market currencies has varied some.** Broadly speaking, emerging market currencies have been subject to depreciation pressures.<sup>3</sup> Furthermore, emerging markets have experienced net capital outflows<sup>4</sup> since April, while showing some sensitivity to changes in expectations for the US policy path. Even as international sovereign bond issuance has slowed, a few frontier markets have been prefinancing redemptions due in the next quarter despite elevated financing costs to mitigate the much-anticipated refinancing risk.

**Risk assets have appreciated from elevated levels of the first quarter, driven in part by resilient corporates.** Solid corporate profits have driven valuations in US and euro area equities higher, as companies in most sectors have posted upside earnings surprises. Equity valuations in major emerging markets have been mixed, while corporate spreads continue to remain tight across most regions.

**Overall, buoyant corporate valuations have kept financial conditions accommodative** (Figure 1.2). However, a slower pace of policy easing in the US and other advanced economies, amid continued uncertainty around the global economic outlook, could exacerbate financial market volatility and challenge these valuations. In addition, emerging market currencies may come under further pressure with narrowing of interest rate differentials against the US.

**Figure 1.1. Market-Implied Policy Rates (Percent)**



Sources: Bloomberg L.P.; and IMF staff calculations.

Note: "April" refers to April 1, 2024. The European Central Bank announced a policy rate cut on June 5, 2024. EA = euro area.

**Figure 1.2. Financial Conditions Index (Number of standard deviations from the mean)**



Sources: Bloomberg Finance L.P.; Haver Analytics; national data sources; and IMF staff calculations.

Note: GFSR = Global Financial Stability Report.

This box was prepared by the Monetary and Capital Markets Department's Global Markets Analysis division. It provides an update on market developments since the April 2024 *Global Financial Stability Report*.

<sup>1</sup> A cut is assumed to be of the magnitude of 25 basis points.

<sup>2</sup> The real risk premium component of real rates reflects the compensation investors require for bearing uncertainty around the future path of interest rates and economic outlook (see the October 2023 *Global Financial Stability Report* for more details; see also Tobias Adrian, Vitor Gaspar, and Pierre-Olivier Gourinchas, "The Fiscal and Financial Risks of a High-Debt, Slow-Growth World," *IMF Blog*, March 28, 2024).

<sup>3</sup> Currencies of some emerging markets with relatively more robust economic outlooks, or of those exporting commodities like copper that are used in hardware enabling artificial intelligence technology, have been able to offset depreciation pressures.

<sup>4</sup> A narrow definition of capital flows is used here, restricted to portfolio flows only, owing to lags in official data availability.

## Selected Economies Real GDP Growth

(Percent change)

	2022	2023	Projections		Difference from April 2024 WEO Projections 1/	
			2024	2025	2024	2025
Argentina	5.0	-1.6	-3.5	5.0	-0.7	0.0
Australia	3.9	2.0	1.4	2.0	-0.1	0.0
Brazil	3.0	2.9	2.1	2.4	-0.1	0.3
Canada	3.8	1.2	1.3	2.4	0.1	0.1
China	3.0	5.2	5.0	4.5	0.4	0.4
Egypt 2/	6.7	3.8	2.7	4.1	-0.3	-0.3
France	2.6	1.1	0.9	1.3	0.2	-0.1
Germany	1.8	-0.2	0.2	1.3	0.0	0.0
India 2/	7.0	8.2	7.0	6.5	0.2	0.0
Indonesia	5.3	5.0	5.0	5.1	0.0	0.0
Iran 2/	3.8	4.6	3.3	3.1	0.0	0.0
Italy	4.0	0.9	0.7	0.9	0.0	0.2
Japan	1.0	1.9	0.7	1.0	-0.2	0.0
Kazakhstan	3.3	5.1	3.5	4.6	0.4	-1.0
Korea	2.6	1.4	2.5	2.2	0.2	-0.1
Malaysia	8.9	3.6	4.4	4.4	0.0	0.0
Mexico	3.7	3.2	2.2	1.6	-0.2	0.2
Netherlands	4.3	0.1	0.7	1.5	0.1	0.2
Nigeria	3.3	2.9	3.1	3.0	-0.2	0.0
Pakistan 2/	6.2	-0.2	2.0	3.5	0.0	0.0
Philippines	7.6	5.5	6.0	6.2	-0.2	0.0
Poland	5.6	0.2	3.1	3.5	0.0	0.0
Russia	-1.2	3.6	3.2	1.5	0.0	-0.3
Saudi Arabia	7.5	-0.8	1.7	4.7	-0.9	-1.3
South Africa	1.9	0.7	0.9	1.2	0.0	0.0
Spain	5.8	2.5	2.4	2.1	0.5	0.0
Thailand	2.5	1.9	2.9	3.1	0.2	0.2
Türkiye	5.5	4.5	3.6	2.7	0.5	-0.5
United Kingdom	4.3	0.1	0.7	1.5	0.2	0.0
United States	1.9	2.5	2.6	1.9	-0.1	0.0

Source: IMF staff calculations.

Note: The selected economies account for approximately 83 percent of world output.

1/ Difference based on rounded figures for the current and April 2024 WEO forecasts.

2/ Data and forecasts are presented on a fiscal year basis.

(Source: <https://www.imf.org/en/Publications/WEO/Issues/2024/07/16/world-economic-outlook-update-july-2024>)

## INDIAN ECONOMIC OUTLOOK

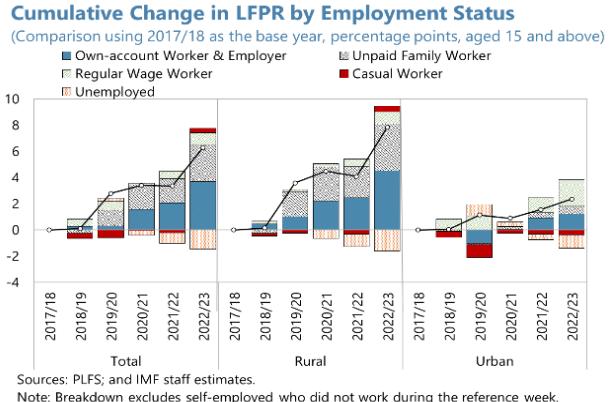
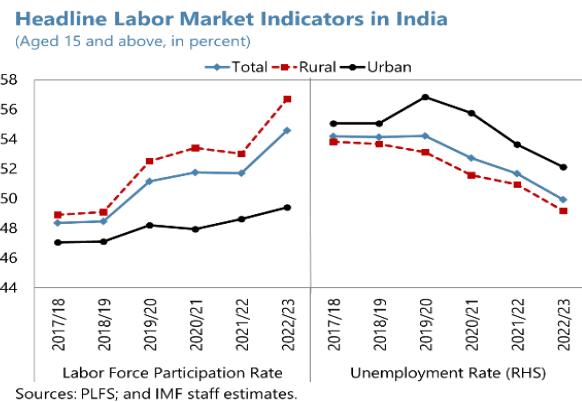
### India has been among the fastest growing economies in the world

India's economy has rebounded strongly from the pandemic to become an important driver of global growth. After surging during FY2022/23, headline inflation has on average, moderated although it remains volatile. Employment has surpassed the pre-pandemic level and the informal sector continues to dominate while formalization has progressed. The financial sector has been resilient, largely unaffected by global financial stress in early 2023. While the budget deficit has eased, public debt remains elevated and fiscal buffers need to be rebuilt. Globally, India's 2023 G20 presidency has demonstrated the country's important role in advancing multilateral policy priorities.

## **Employment is rising, with significant contribution by informal workers and recovery in real wages**

According to the Periodic Labour Force Survey (PLFS), the labour force participation rate (LFPR) increased to 54.6 percent in AY2022/23, primarily driven by own-account, casual, and unpaid family workers, while the unemployment rate declined to 5.1 percent. By sector, employment in agriculture and construction has increased the most since AY2017/18, with services picking up more recently. Real wages also recovered from the pandemic-driven decline, which was larger for self-employed workers. Nominal wages for regular workers have broadly kept up with inflation since AY2017/18, whereas wages for casual workers have enjoyed gains in real terms.

## **Growth is projected to remain strong on the back of robust investment**



As pent-up demand from the pandemic wanes and monetary policy pass-through to the real economy proceeds, consumption growth is expected to soften. This, together with lower external demand will lead to softer growth. Nevertheless, a robust public capex agenda, which will support India's wide-ranging infrastructure needs, is expected to boost growth while crowding-in private investment. As a result, growth is expected at 6.3 percent in both FY2023/24 and FY2024/25. The output gap is estimated to remain broadly closed.

## **Inflation is expected to decline gradually over the next two years**

The recent increase in inflation driven by vegetable prices is expected to be temporary. Overall, inflation is projected to decline to 5.4 percent in FY2023/24 (from 6.7 percent in FY2022/23) before gradually converging to the RBI's 4-percent target over the medium term. Core inflation is projected to ease to 4.7 percent in FY2023/24 from 6.1 percent in the previous year and to also converge gradually to 4 percent over the medium term. These dynamics reflect the impact of past monetary policy tightening as well as the easing of global commodity prices.

## **Risks to the outlook are balanced**

**External risks:** Global and idiosyncratic risks could cause a synchronized growth slowdown, with adverse spillovers through trade and financial channels and market fragmentation. Further global supply disruptions—e.g., due to conflicts or natural disasters—could cause recurrent commodity price volatility, increasing fiscal pressures for India and prompting economic instability. Broader and deeper conflict(s) and weakened international cooperation may lead to a more rapid reconfiguration of the global economy with knock-on effects on India.

**Domestic risks:** Pressure to address cost of living increases may lead to fiscal slippages or under-execution of government capex to meet the budgeted fiscal deficit, which could slow growth. Weather shocks could weigh on agricultural output and raise food prices, reigniting inflationary pressures.

**Upside risks:** Stronger-than-expected consumer demand and private investment would raise growth. Further liberalization of foreign investment could increase India's role in global value chains, boosting exports. Implementation of labor market reforms could raise employment and growth. Broad-based structural reforms would lift potential growth over the medium term. Lower-than-expected commodity prices can lower inflation, which would boost household purchasing power and lower business input costs, thereby supporting consumption and investment.

## **The FY2023/24 central government budget appropriately prioritizes capital spending while tightening the fiscal stance**

The fiscal deficit is expected to improve by 0.5 percentage point of GDP, notwithstanding strong growth in capital expenditure. The deficit reduction is expected to be achieved through spending restraint in current expenditure and a reduction in subsidies, reflecting both moderating commodity prices and cessation of temporary measures to ease cost of living pressures. The FY2023/24 Budget also adjusted the personal income tax (PIT) regime to make the preferred broad-based PIT schedule (introduced in parallel with the existing schedule in FY2020/21) more attractive, including through an increase in the tax-free threshold while setting this schedule as the default. Transfer taxes on personal remittances and payments for educational, medical and travel services were introduced in 2020; effective October 2023, the tax rates on personal payments and travel services were raised to discourage underreporting of income by high net-worth individuals on their tax return. While the income tax law provides for the reimbursement of these taxes, they still give rise to exchange restrictions as they represent an additional burden/cost on making current international payments and transfers. At the state level, the deficit is expected to remain broadly unchanged at 2.8 percent of GDP, as capital expenditure is not expected to reach budgeted levels. India is assessed as having some fiscal space and therefore has some room for expansionary fiscal measures, if needed.

**India's economic development largely bypassed a take-off in low-skill, job rich sectors as it shifted from a mainly agrarian to a services-led economy.**

Existing job opportunities would need to be significantly expanded to absorb India's young and growing workforce and address India's still pressing human development needs. While there are ongoing efforts to improve education and skilling and to create skills jobs, large gaps remain. Indeed, many Indian workers who cannot access high-quality service sector jobs—particularly those with limited education or skills—rely on own-account or unpaid work, primarily in agriculture, construction, and trade. These sectors, which account for over half of the workforce, demonstrate low productivity and value added, and limited catchup to the global productivity frontier. Staff estimate that India will need to create between 145 and 330 million jobs by 2050 to meet its growing population's demand for work

**Women in particular experience limited access to the labor force and to jobs.**

Despite improving, gender gaps in the LFPR in India remain high, with female LFPR at 28.6 percent in 2022. The LFPR of women with advanced (tertiary) education is also well below the global average, at 33 percent. Furthermore, 59 percent of employed females are classified as either participating in unpaid activities or self-employed. Supply and demand factors could explain Indian females' low LFPR and high rate of informal work. Supply-side factors include time constraints due to domestic work, lack of relevant skills due to inadequate quality of education, safety concerns, and social norms. From the demand side, limited opportunities (particularly in rural areas), a rise in agriculture mechanization, and gender-biased occupation segregation are among the reasons limiting demand for female workers.

**An ambitious reform agenda would help create high-quality formal jobs and should be timed carefully.**

Major streamlining of labour regulations was performed by the central government in 2020, but implementation is still lagging. Furthermore, in many sectors productivity is low and skill sets do not match firms' needs, and thus active labour market policies (ALMP) can increase workers' suitability for hiring and productivity. The authorities' ongoing revamping of the skilling framework and the employee-employer matching tools embedded in the National Career Services Portal hold promise in this regard. The impact of labour market reforms and ALMP, however, depends on the overall business cycle conditions and on complementary reforms to mitigate any adverse effects. For instance, ALMP have large effects during periods of slack, so long as they are explicitly targeting well identified labour market failures. During times of strong growth, as India is currently experiencing, reducing employment protection could have positive effects if it is preceded by the establishment of strong social safety nets and product market reforms, and combined with programs that help workers move across jobs.

**Policy reforms should also encourage females to shift into paid and productive employment.**

Reforms in recent years that aim to increase maternity and childcare benefits, ensure gender wage parity, and promotion of work women hostels should help but more effort is needed in several areas. These include, for example, investment in services and infrastructure (e.g., expanding access to childcare, electricity, running water), improving skilling through appropriate education and training, and promoting the development of non-agriculture sectors in rural areas.

**There is scope for India to catch up with the global labour productivity frontier and become more integrated in global value chains.**

India remains behind the global labour productivity frontier in most industries, and the catch-up has been uneven. Agriculture labour productivity was at 2.3 percent of the global technological frontier in 1995 and had risen to only 2.9 percent by 2019. Other sectors, in particular services (business, health, information) have been more dynamic, but remain at less than 20 percent of the global frontier. There is thus room for India to grow by both accelerating the catch-up to the technology frontier across industries, via investment in productivity-enhancing technology and skills training, and by facilitating the flow of workers out of low-value-added jobs (e.g., agriculture and construction) to higher value-added jobs in manufacturing and services, which land and product market reforms in agriculture could help prompt. Such reforms would also help attract FDI and boost export growth, integrating India more deeply into global value chains. Agricultural reforms would also help mitigate food price volatility, increase food security, and support climate change adaptation.

**High quality provision of health and education would help leverage India's demographics, reduce poverty, and boost long-term growth.**

Education is critical for supporting labour productivity, innovation, and better quality of employment. India needs to build on its success in boosting education enrolment and achieving gender parity in primary through tertiary school enrolment by improving learning outcomes for all students, which were below their grade level even before the COVID-19 pandemic. Ongoing learning recovery programs should assist in this effort. More generally, policies should ensure that students are receiving quality education that positions them to enter the labour force and find gainful employment, including stemming school dropouts, tracking and measuring learning, and preparing teachers to teach according to students' capabilities. High quality spending on health, another important driver of long-term growth, should also be prioritized given India's still substantial human development needs.

*(Source: IMF - India: 2023 Article IV Consultation-Press Release; Staff Report; and Statement by the Executive Director for India)*

### **PRIVATE SECURITY MARKET GLOBAL OUTLOOK**

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.

Attributes	Details
Private Security Market Size, 2023	US\$ 2,00,073.3 million
Private Security Market Size, 2024	US\$ 2,47,333.2 million
Private Security Market Size, 2034	US\$ 3,51,893.2 million
Value CAGR (2024 to 2034)	3.60%

#### **Key Market Highlights**

- **Development of Autonomous Security Vehicles and Robotics Gains Traction in the Market**
- With technological innovations rising unprecedentedly, developing autonomous security vehicles and robotics is a strategic breakthrough in the private security services industry. This requires cutting-edge technologies for surveillance, patrolling, and response operations.

By employing autonomous security vehicles and robotics, private security businesses can optimize resource allocation and provide clients with advanced privacy security solutions that align with the evolving automation trends. This approach positions security organizations as trailblazers in embracing cutting-edge technology to improve operational performance.

Recognizing this potential, in December 2023, Kodiak Robotics, Inc., an innovative self-driving technology developer for the transportation and defence industries, launched its first autonomous test vehicle created particularly for the United States Department of Defence (DoD).

This vehicle is a Ford F-150 equipped with Kodiak's autonomous technology, the Kodiak Driver, which includes both the autonomy hardware and software needed to run a military ground vehicle.

- **Cloud-based Security Platform Adoption Rises in the Market**

Private security companies are increasingly adopting cloud-based security platforms, recognizing their scalability, flexibility, and accessibility. Cloud-based private security platforms are cost-effective and enhance overall operational efficiency.

In an increasingly digital and connected world, staying updated with technological changes is critical. The strategic use of cloud-based personal security platforms ensures that security solutions stay flexible, adaptable, and well-suited to the changing demands of organizations.

- **Demand for Behavioural Analytics for Threat Detection Surges in the Market**

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.

### **Private Security Market Trends Analysis**

- Demand for cybersecurity services is increasing as digitalization and cyber risks develop. Private security businesses are expanding their services with digital security solutions, including network monitoring, threat intelligence, and incident management.
- AI and automation technologies are transforming the security industry and enabling the creation of complex and advanced surveillance systems, predictive analytics, and autonomous security robots. These technologies improve efficiency, accuracy, and reaction times, which drives market growth.
- With the introduction of rigorous data protection legislation such as General Data Protection Regulation and California Consumer Privacy Act, organizations are investing in security systems in private security to maintain compliance and secure sensitive information. Private security services specializing in data privacy and compliance are witnessing substantial growth.
- Remote monitoring options, such as CCTV surveillance and remote guarding, are gaining popularity among companies and homeowners. Managed security services, which provide constant surveillance and proactive threat detection, are also witnessing significant development as businesses want to outsource their security requirements.
- The finance, healthcare, and transportation industries confront increased security concerns, creating demand for specialist security services. Furthermore, emerging nations with increasing urbanization and infrastructural development are creating greater opportunities for private security organizations to grow their operations.

### **Category-wise Insights**

- Guard Services Gains Top Market Share

Segment	Guard Service (Service)
Value Share (2024)	33.60%

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

Segment	Commercial Sector (End User)
Value Share (2024)	49.20%

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.

### **Country-wise Insights**

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

- **Rise of Remote Work Boosts Market Growth in the United States**

The demand for private security in the United States is expected to rise at a 1.90% CAGR through 2034.

The rising prevalence of remote work is causing new safety issues. Private security organizations are grabbing this opportunity to offer customized solutions for safeguarding remote work settings.

This involves setting up secure communication channels, providing virtual private network (VPN) solutions, and performing remote cybersecurity training. As organizations handle the complications of a dispersed workforce, private security services focusing on remote work security are growing more popular.

Private security businesses are at the forefront of using innovative drone surveillance technology to improve their capabilities. Drones outfitted with advanced cameras and sensors offer an aerial view for full security surveillance. By incorporating drone technology into their services, security businesses provide clients with improved situational awareness, fast reaction capabilities, and cost-effective surveillance solutions, meeting increasing security demands across several sectors.

- **Regulatory Changes and Compliance Demands Drive Demand in Germany**

Private security market growth in Germany is estimated at a 0.7% CAGR through 2034.

Recent legal developments, such as the introduction of the General Data Protection Regulation (GDPR) and stricter security requirements, are driving demand for private security services in Germany. Businesses face increasing pressure to comply with severe data protection laws and security requirements, which is driving the demand for specialized security solutions.

Private security organizations are profiting from these regulatory obligations by providing customized solutions that help businesses achieve compliance, reduce legal risks, and protect sensitive information.

Considering Germany's strong emphasis on renewable energy, private security organizations are expanding their services to secure critical assets in the renewable energy sector. Solar farms, wind turbines, and other green energy assets are vulnerable to theft, vandalism, and cyber attacks.

Security businesses specialized in protecting renewable energy infrastructure provide personalized solutions that contribute to the country's sustainable development goals while protecting important energy assets.

- **Integration of Robotics and AI in Security Operations Surges**

The demand for private security in Japan is estimated to surge at a 4.30% CAGR through 2034.

In Japan's private security industry, the incorporation of artificial intelligence (AI) and robotics is an emerging trend. Security companies are using robotics for monitoring, AI-powered analytics for danger identification, and automation for regular security duties. This technology integration helps create more sophisticated and effective security operations while harmonizing with Japan's innovative environment.

The demand for security services specifically catered to manufacturing facilities is increasing due to Japan's manufacturing resilience, especially in the high-tech industries. Private security companies offer specialized security solutions to safeguard supply chains, guard manufacturing operations, and stop illicit trade.

This distinctive element helps to safeguard priceless assets and trade secrets by meeting the particular security requirements of Japan's sophisticated manufacturing industry.

- **Rising Drone Adoption for Surveillance and Patrol Boosts Market Growth in China**

Private security market growth in China is estimated at a 3.30% CAGR through 2034.

China's successes in the field of drone technology led to advances in the deployment of drones for surveillance, patrolling, and reconnaissance in private security services. Security corporations use drones with cameras and sensors to monitor wide regions, conduct aerial surveillance, and swiftly respond to security problems.

This rare aspect highlights China's security industry's embrace of new technology, which improves private security businesses' ability to meet evolving security concerns.

China's massive infrastructure construction projects, such as high-speed rail networks, power plants, and smart grid systems, need extensive security measures to prevent potential breaches and disruptions.

Private security companies specialize in providing security services for vital infrastructure projects, such as risk assessments, perimeter defense, and emergency response plans. Security businesses safeguard important infrastructure projects and help China's essential national programs succeed and operate smoothly.

- **Demand for Residential Security Solutions Bolsters Market Expansion in India**

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 plays a role in fostering safe living conditions.

The specific demand for private security services designed to handle gender-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.

- **Competitive Landscape**

The private security market is highly competitive. Key players in the market include Securitas AB, G4S plc, and Allied Universal. These businesses benefit from their global presence and diversified service offerings. Regional players like Prosegur and GardaWorld use specialized services to tap into niche markets.

Technological innovation, regulatory compliance, and customer-centric strategies are critical competitive elements, with businesses relying on sophisticated technology, industry certifications, and specialized solutions to differentiate and prosper in a competitive market.

### **Recent Developments**

- In February 2023, Atos, a global pioneer in managed security services, launched its new '5Guard' security offering for organizations looking to deploy private 5G networks, as well as telecom operators looking to enable integrated, automated, and orchestrated security to protect and defend their assets and customers.
- In May 2023, Barracuda Networks, Inc., a leading supplier of cloud-first security solutions, released Barracuda SecureEdge, a SASE solution that helps protect hybrid and remote work environments. Barracuda SecureEdge combines the Secure SD-WAN, Firewall-as-a-Service, Zero Trust Network Access, and Secure Web Gateway features.

### **Private Security Market Segmentation**

<b>By Service</b>	<b>By End User</b>	<b>By Region</b>
Manned Guarding	Residential	North America
Security Systems	Industrial	Latin America
Cash Solutions	Commercial	Western Europe
Guard Services	Government Institutions	Eastern Europe
Others	-	Asia Pacific (APAC)
-	-	Middle East & Africa (MEA)
-	-	Japan

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

### **PRIVATE SECURITY SERVICES MARKET IN INDIA**

The Indian private security market is expanding at rapid pace, expected to have an annual growth rate of 9.93%. While some major players need to comply with the Private Securities Agencies Regulation Act 2005 or the Payment of Wages Act, 1936, 65% of the market is comprised of smaller, unorganized agencies.

#### Evolution of the national security in India

National security in India is no longer understood in its narrow military terms. It has now more stakeholders than ever before. Many new entrants from the private and corporate sectors, Non-governmental Agencies including government and private think tanks and universities, both private and public, and academia are participating in its ambit. The government too realizes that this accretion will add to India's national comprehensive strength. Technology factor is becoming the driver for rapid economic development. Technology therefore is going to be the key for the government to dominate the security and intelligence space in the country. Both technology and governmental requirements are now interlinked and interconnected. They can no longer operate in the "silo" mode. In this scheme of things, the corporate industry in India has a strategic role to play.

#### Private security sector significance and its credentials in India

The private security sector in India serves as a link between the government and the industry's needs. It is India's largest corporate taxpayer and employs over 7 million personnel, with this number growing each year. The sector is valued at approximately INR 400 billion and is expected to grow at a compound annual growth rate (CAGR) of 20%. While it has a predominant presence in Tier-I and Tier-II cities, it operates in approximately 550 districts across the country. Furthermore, initiatives like Smart Cities, "Make in India," and "Digital India," along with the retail boom and increasing urbanization, will necessitate significant changes in the way the industry currently operates.

### Key growth drivers for the private security sector

The private security sector has emerged into a major industry by virtue of the employment of a large body of manpower, both skilled and unskilled, to meet the burgeoning demands of the corporate sector across the SMSE spectrum. Key drivers for the exponential growth of this sector are attributed to the increase in urbanization, increasing perception of insecurity amongst the civil society, emergence of contained commercial complexes and residential townships, shortage of police personnel. Also, the fact that running a security agency is currently a profitable business model due to limited government oversight on quality and the willingness of clients to compromise on standards. The existence of large numbers of agencies are making monitoring of quality, reliability and accountability an administrative challenge.

The *expectation* from this sector will increase exponentially when under the *Make in India, Digital India, Smart Cities* program and other initiatives, the distinction between public and private sector will get blurred, as strategic sectors will be thrown open to participation by corporate players both Indian and foreign.

### Challenges faced by the private security sector

The strategic importance of the private security industry in India is evident, attracting significant interest from both international and domestic investors. One major challenge is the growing demand for quality and transparency from customers and the government. This heightened demand is difficult for small firms to meet, which threatens their survival in a competitive market. As a result, there is an imminent trend towards consolidation or buyouts of smaller firms by larger entities looking to capture a greater market share. Additionally, Private Security Agencies (PSAs) are increasingly becoming targets for investors due to their ability to combine high growth rates with high returns on capital employed (RoCE). This situation presents both an opportunity for well-positioned firms and a challenge for those unable to meet these performance expectations.

### Other developments expected in the private security sector and its regulation

One worth mentioning is the integration between corporate insurance and high-end professional security services. A major growth spurt is expected in Tier-III cities. The resources of the central and state governments to protect national assets and interests are stretched to the limit, making it nearly impossible to extend their limited resources to other areas. Despite this, the central and state governments have devoted less attention to creating credible alternative systems to take on the responsibilities of “watch and ward” and “research and development” from state institutions.

The focus of security solutions in India has remained state-centric, emphasizing law enforcement and the prevention of terrorist-type attacks. It is still at a preliminary stage of conceptualization regarding everyday security concerns of the common man and the safety and security of critical corporate infrastructure. The ability of the corporate sector to protect itself against hazards of industrial espionage, subversion and sabotage remains a matter for discussion and action.

The Ministry of Home Affairs is the nodal ministry supervising the provisions of the Private Security Agencies Regulation Act and it is currently looking at this from a purely regulatory point of view. The role of the state governments and union territories is also mentioned in the PSAR Act. There is a need for constant review of the act’s provisions to ensure that it remains competent and capable of meeting contemporary challenges.

### Aspect that is still underdeveloped and need more attention in the private security sector

While delivering a key note address entitled “**Cybercrime, Pandemics, Industrial Disasters and Fire Safety**” at the 33<sup>rd</sup> Annual Conclave of the Institute of International Safety and Security Management (IISM) in 2023, Pratap Heblikar, a retired Special Secretary to the Government of India with over 38 years of service, emphasized on the need to (a) Create awareness of national security in the Indian context (b) Capacity building and (c) Skills development. The Rashtriya Raksha University (RRU), an institute of national importance under the Union Home Ministry, has an exclusive centre for the private security industry which holds regular workshops, seminars/webinars and conferences and is brains-trust for the government on the subject. The Central Association for Private Security Industry (CAPSI) based in New Delhi looks at all aspects of the industry and interacts regularly with the stakeholders. There are many other such institutions in this segment. The Centre for National Security Studies (CNSS), Bangalore, is looking at private security industry as part of its Non-Traditional Security curriculum.

### Areas that require higher degree of specialisation within the private sector and its corresponding benefits

There are areas such as vast educational complexes, huge hospitals, Malls, IT/ICT campuses with large foreign participation and even research companies. These are high-risk sectors requiring better quality asset protection standards. The role of technology as a force multiplier is advocated in such cases.

Today the scope of a PSG (Private Security Guard) has expanded considerably to include Prevention of industrial espionage, High-value asset protection, Facility management, Management of Electronic Security Systems and Emergency Response to name a few. However, the response from PSAs in general does not adequately come up to the mark in terms of a consistent quality of personnel, service delivery and accountability.

Apart from their critical functions, PSGs now provide skilled technical services including the operation of X-ray machines, metal detectors, canine units, emergency response teams, bodyguard services, bomb and explosive detection, and CCTV surveillance.

The change in perception has to start from somewhere and legislation is by far one of the best places to initiate a change that has potential national security repercussions.

By investing in human capital, cannot only address vulnerabilities but also create a wave of employment opportunities within industry. This involves preparing the private security sector to take on greater responsibilities in employment, recruitment, training, and skills evaluation. A strategic plan is essential to ensure that the industry is well-prepared to meet these challenges and serve as an effective line of defense in the corporate sector.

The private security industry in India has several accolades to its credit especially during natural disasters and calamities. The industry rose to the occasion as a single-individual during the coronavirus (Covid-19) pandemic especially when it was not trained to tackle the problem. It also met the challenge of tackling the menace of floods, fighting major fire incidents and evacuating people from earthquakes and other emergencies. In many other cases, it proved its mettle as a reliable service provider beyond the call of duty.

The pandemic also exposed key areas for improvement. It had many key takeaways: creating a robust cybersecurity system, combating grey zone warfare or disinformation campaigns both internally and emanating from across the frontiers, focusing more on political risk management and business risk management, inducting technology and judicious employment funds for R & D, leveraging information to deal with non-traditional security such as maritime security, terrorism, and cybersecurity, and aligning with like-minded institutions in friendly countries for the exchange of information, best practices, and training of human resources.

#### **Road Ahead/Measures that can be taken to ensure that the private security sector continuous to grow**

The private security sector in India is already a major contributor towards providing gainful employment to a vast majority of people who by virtue of economy, education and other factors, would typically be challenged to find a decent alternative to unemployment.

The overall intention is not to deprive these resource pools by regulating and creating standards that they cannot (yet) meet, but to:

Firstly, create guidelines for eligibility, at employee and employer levels. This should go hand in hand with reforms and revisions in legislation at both Central and State levels.

Secondly, create the means by which this potential workforce may apply for affordable training and certification, making them eligible as per guidelines framed by the Center and the State Governments.

Thirdly, through differentiation between conventional/general security and specialized security services, ensure that the industry taps into the vast potential of both former civil and military personnel/ Law Enforcement/Intelligence personnel, who can easily step up to the demands of specialized services in the civil/corporate vertical.

Finally, create a pan India format, no different from any other skilled professional course (Engineering, Medicine, Management etc.) for the various levels and types of private security training that is required by the Indian market.

*(Source: <https://blog.icoca.ch/private-security-industry-in-india-an-overview-with-former-special-secretary/>)*

#### **RECRUITMENT AND STAFFING INDUSTRY – GLOBAL OUTLOOK**

##### Introduction of the Recruitment & Staffing Market

Recruitment and staffing services refers to industries that deal with the process of identifying, selecting and placing employees for jobs within the organizations. Some of the activities may include role profiling, candidate pooling,

interviewing, and placing individuals in organizations with the right opportunities. It comprises temporary staffing, contract placements, permanent staff recruitment as well as recruitment of executives in niche areas. Recruitment and staffing market is an important facet to the economy since they link employers to employees to ensure their needs for human capital are met seamlessly. The rising youth population, combined with a high demand for cost-effective candidate recruiting, is driving market expansion. The market is growing as more modern recruiting and staffing solutions, such as applicant tracking systems and others, are adopted for cost-effective and better hiring. The increased competitiveness in all industries, which leads to improved candidate recruiting, is propelling market expansion even further.

### **Market Dynamics of Recruitment & Staffing Market - Key Drivers for Recruitment and staffing market**

- Huge job opportunities in the BFSI and IT sectors drive staffing and recruitment market growth - IT hiring and recruitment sector is rapidly expanding. According to research from the online hiring site Monster, the banking, financial services, and insurance (BFSI) industry in India will see a 27% increase in job posts year over year in February 2023. According to Monster data, finance-related employment will account for around 8% of all jobs posted on the site by 2023. Furthermore, India is seeing a significant increase in job prospects as a result of digitization, payment innovations, and expanded financial inclusion, as well as the forthcoming 5G deployment. According to the Monster Employment Index, hiring in the BFSI industry increased by 25% in August 2022, after experiencing a 21% increase in July 2022.
- Rising young populations - The presence of young workers in the job market and the desire of recruitment agencies for budget-friendly approaches are significantly impacting the expansion of the Recruitment & Staffing Market. Recruitment helps connect skilled and capable young individuals with organizations that are seeking employees, ensuring companies find the right candidates for their needs. Similarly, the focus on expenses has led companies to choose recruitment solutions that are both efficient and cost-effective. These elements contribute to the expansion of the Recruitment & Staffing Market by meeting the demand for cost-effective and effective recruitment services, enabling businesses to acquire the appropriate talent.

### **Restraint Factor for the Recruitment & Staffing Market**

- Rising Costs and Margin Pressure - The Recruitment & Staffing Market is restrained by increasing cost and margin pressure. As the operational cost increases in the industry (for e.g. technology investment, talent acquisition cost etc.), it leads to margin pressure for the recruitment agencies, as every business tries to maintain the profit margin, which directly impact the competitive pricing for the services offered. The rising operational cost may also affect the smaller agencies to invest in cutting edge technologies, training programs etc., which directly impact their competitiveness in the market. Hence the increasing cost in the industry will definitely be a challenge and how efficiently businesses manage this cost pressure will define their sustained growth and profitability.
- Impact of Covid-19 on the Recruitment & Staffing Market - The Covid-19 pandemic changed the Recruitment & Staffing market dynamically with its impact across the entire global market. As a result of the COVID-19 pandemic that led to some shutdowns, economic instability and business disruption, many organizations were compelled to freeze or even downsize their employee intake, hence reducing the demand for recruitment services. Nevertheless, as the economies slowly turns into improvement there is observed the shift in the focus on remote work and virtual hiring what accelerates the employment of digital recruitment solutions and platforms. Temporary and contract staffing opportunities have become even more valuable in the current global context as the pandemic has highlighted the importance of flexibility. Overall, the Recruitment & Staffing industry focuses on the new environment given by the Covid-19, on the availability of developing urgent, innovative solutions for companies in a post-Covid world.

### **Regional Analysis of the Recruitment & Staffing Market**

- Which Region Dominates the Recruitment & Staffing Market in 2024?

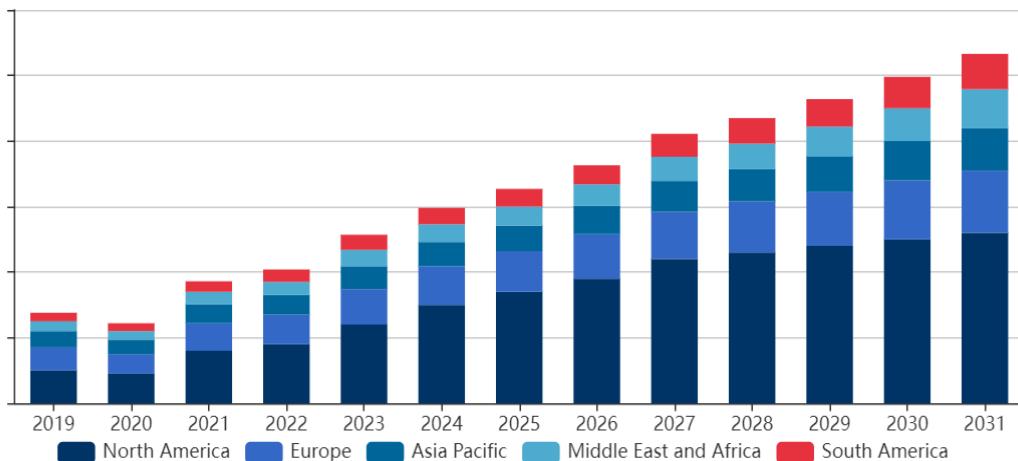
According to Cognitive Market Research, North America dominated the market in 2024. It accounted for around 40% of the global revenue. North America's vibrant industries, such as technology, healthcare, finance, and manufacturing, fuel demand for talented workers. The technology sector, which includes Silicon Valley in the United States and technology clusters in Canada, is constantly in need of top-tier talent to drive innovation and growth.

- Which Region is Expanding at the Fastest CAGR?

The Asia Pacific region is the fastest-growing region in the Recruitment & Staffing market. The recruitment sector in the region has experienced substantial growth due to dynamic economies, continuous technological advancement, and

increasing demand for skilled workers in all industries. Asia Pacific is a significant driver in the global Recruitment & Staffing market, leading the way in innovation, digital transformation, and talent acquisition.

Recruitment & Staffing Market Share (%) by Region (2019-2031)



- North America Recruitment & Staffing

According to Cognitive Market Research, the global Recruitment & Staffing market size was estimated at USD 519848.5 Million, out of which North America held the major market of more than 40% of the global revenue with a market size of USD 207939.40 million in 2024 and will grow at a compound annual growth rate (CAGR) of 8.1% from 2024 to 2031.

- Europe Recruitment & Staffing

According to Cognitive Market Research, the global Recruitment & Staffing market size was estimated at USD 519848.5 Million out of which Europe held the market of more than 30% of the global revenue with a market size of USD 155954.55 million in 2024 and will grow at a compound annual growth rate (CAGR) of 8.4% from 2024 to 2031.

- Asia Pacific Recruitment & Staffing

According to Cognitive Market Research, the global Recruitment & Staffing market size was estimated at USD 519848.5 Million, out of which Asia Pacific held the market of around 23% of the global revenue with a market size of USD 119565.16 million in 2024 and will grow at a compound annual growth rate (CAGR) of 11.9% from 2024 to 2031.

- South America Recruitment & Staffing

According to Cognitive Market Research, the global Recruitment & Staffing market size was estimated at USD 519848.5 Million out of which Latin America market of more than 5% of the global revenue with a market size of USD 25992.43 million in 2024 and will grow at a compound annual growth rate (CAGR) of 9.3% from 2024 to 2031.

- Middle East and Africa Recruitment & Staffing

According to Cognitive Market Research, the global Recruitment & Staffing market size was estimated at USD 519848.5 Million, out of which the Middle East and Africa held the major market of around 2% of the global revenue with a market size of USD 10396.97 million in 2024 and will grow at a compound annual growth rate (CAGR) of 9.6% from 2024 to 2031.

- Recruitment & Staffing Market Analysis

Global Recruitment & Staffing Market Report 2024 Edition talks about crucial market insights with the help of segments and sub-segments analysis. In this section, we reveal an in-depth analysis of the key factors influencing Recruitment & Staffing Industry growth. Recruitment & Staffing market has been segmented with the help of its Type, Application Service, and others. Recruitment & Staffing market analysis helps to understand key industry segments, and their global, regional, and country-level insights. Furthermore, this analysis also provides information pertaining

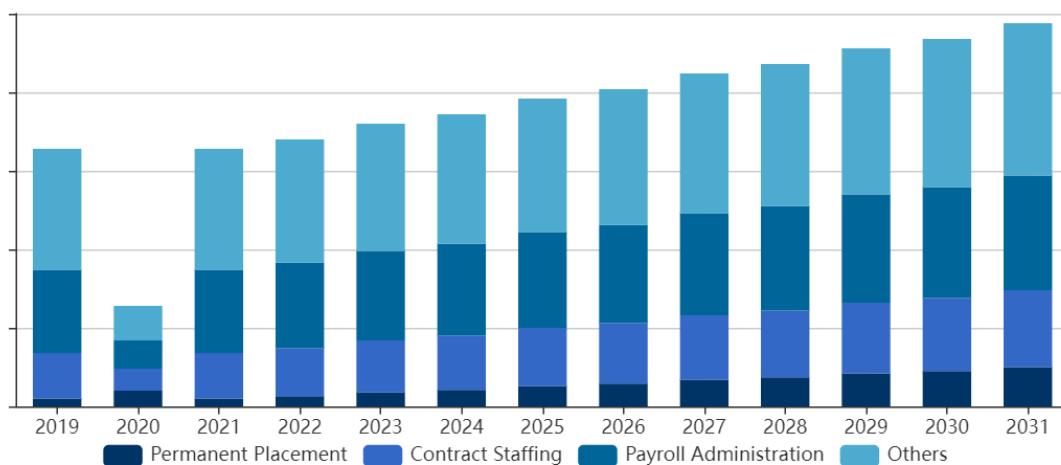
to segments that are going to be most lucrative in the near future and their expected growth rate and future market opportunities. The report also provides detailed insights into factors responsible for the positive or negative growth of each industry segment.

- **Recruitment & Staffing Market Type Segment Analysis**

According to Cognitive Market Research, The largest segment is Permanent Placement. Permanent Placement or placing candidates in full-time positions with companies forms a major part of the recruitment industry. Permanent Placement plays an important role in helping qualified candidates find permanent job positions, fulfilling organizations long term staffing needs.

Contract Staffing is the fastest-growing category in the Recruitment & Staffing market. Contract Staffing or placing candidates in a temporary or project basis position with organizations is the segment which is growing by leaps and bounds as companies are looking for flexible solutions for their workforce requirements.

**Recruitment & Staffing Market Share (%) by Type in 2019-2031**



### **Recruitment & Staffing Market Application Segment Analysis**

According to Cognitive Market Research, Financial and Legal Sector is the most prominent of them. This segment includes professionals such as financial analysts, lawyers, accountants and auditors— among others. Thus, Financial and Legal Sector is crucial for effective functioning of businesses and institutions in the market that necessitates specialized hiring services to source for staff needed within these roles. Because of the intricate nature and specific qualification requirements for this job sector, it is an integral part of recruitment industry in which talented placements are always wanted to be made. The Recruitment & Staffing market's fastest growing segment is Medical and Science Sector. It consists of healthcare professionals, researchers, scientists, among others who have specialist roles in the medical/science fields. The changes in technology in medical researches along with health care primarily have resulted to the increase in demand for human capital in this sector.

### **Recruitment & Staffing Service Segment Analysis**

- **Service Segment Analysis**

According to Cognitive Market Research, the leading segment is Support & Maintenance. The provision of ongoing support and maintenance for clients ensures the smooth operation and maintenance of systems, applications, or products. This segment is vital for businesses to uphold the operation and reliability of technology solutions and therefore is vital for the recruitment industry. Businesses demand a continuous influx of skilled manpower into support and maintenance functions.

Integration & Deployment is the fastest-growing sector in the Recruitment & Staffing industry. New additions refer to the new systems, software, or technology being incorporated into organizations. When businesses are getting ready to experience digital transformations or adopting new technologies, they often need experts in integration and deployment to meet new requirements that come with new implementations or integrations. Businesses need skilled individuals to ensure a smooth implementation and rollout.

- a) Integration & Deployment
- b) Support & Maintenance
- c) Training & Consulting

- Software Segment Analysis

According to Cognitive Market Research, the dominating segment is Recruiting. Recruiting refers to the process of sourcing, attracting, and selecting candidates for job roles in organizations. This segment is the most essential part of the recruitment business as corporations always have vacancies that need to be filled with competent and appropriate candidates. The large demand for recruitment services to select the right talent for different positions makes Recruiting the dominant segment in the market

The high growing segment in the Recruitment & Staffing market is Talent Management. Talent Management refers to employee development, performance management, and succession planning within corporations. As businesses value the necessity of retaining and developing their major talents, the demand for talent management services has grown substantially.

(Source: <https://www.cognitivemarketresearch.com/recruitment-%26-staffing-market-report>)

## MANPOWER CUM STAFFING INDUSTRY – INDIA OUTLOOK

India has seen good growth in employment in recent years, as highlighted by labour market indicators that show strong signs of post-pandemic recovery and increased formalisation of the economy. This growth can be attributed to notable achievements in entrepreneurship, formalisation, skill development, and the transformation of the regulatory framework. Labour laws intended to protect the rights of women workers have, more often than not, discouraged hiring by creating systemic barriers to their entry into the workforce. India's new Labour Codes address this by enabling night shifts for women with safety measures, extending 26 weeks of maternity leave to gig and informal workers and mandating creche facilities in workplaces with 50 or more employees. The Codes ensure equal pay and prohibit gender discrimination in recruitment while allowing women to work in all sectors, including hazardous roles, with safeguards. These reforms will promote gender inclusivity, workplace safety, and social security for women.

By simplifying compliance, fostering labour flexibility, and promoting worker welfare, labour reforms have created an enabling environment that balances ease of doing business with the protection of worker rights. Together, these measures foster a 'virtuous cycle of job creation,' supporting sustainable employment growth and economic inclusivity. Deregulation, in general, whether or not related to labour, will boost employment because it helps lower the cost of doing business and allows for the resource to be used for expanding capacity through more labour and more and better equipment. Thus, the increase in employment opportunities under various sectors in India is propelling the India staffing and recruitment market share in the country.

(Source: <https://www.indiabudget.gov.in/economicsurvey/doc/echapter.pdf> )

## Navigating the Future of Staffing: Tech Trends and Innovations

Technological advances have been so pervasive, no industry is untouched—and that includes staffing. Changes in the way staffing professionals attract, assess, and place talent have created a large-scale evolution across staffing agencies. In the dynamic realm of staffing and recruiting, adaptation is the key to survival. And beyond simple survival, technology can deliver powerful benefits in the form of streamlined processes, enhanced efficiency, and improved sorting.

### Top Four Technological Trends in Staffing

#### 1. Artificial Intelligence

Artificial intelligence (AI) and automation have emerged as game-changers in the staffing industry, offering unprecedented opportunities for efficiency and insight. AI-powered algorithms can analyze vast amounts of data to identify patterns and predict future hiring needs, enabling recruiters to make more informed decisions and allocate resources more effectively.

Additionally, automation tools streamline repetitive tasks such as resume screening, candidate sourcing, and scheduling interviews, freeing up recruiters to focus on more strategic initiatives.

One notable application of AI in staffing is conversation intelligence software. By leveraging natural language processing (NLP) and machine learning algorithms, conversation intelligence platforms can analyze communication between recruiters and candidates in real-time, extracting valuable insights to improve engagement and drive better outcomes.

Not to mention, sales enablement tools automatically transcribe audio, create summaries, and identify moments of high emotion on the part of the candidate. This type of insight allows staffing agents to pick up conversations seamlessly and improve their performance thanks to easy insight into past interactions and analytics.

## 2. Customizable Applicant Tracking Systems (ATS)

One sticking point for staffing agents has been clunky, one-size-fits-all software which is difficult to adjust to evolving needs. To address this operational obstacle, new software has come on the market which are lighter and more customizable.

These software also provide new features that are better aligned with the demands on staffing agents. For example, manual resume screening can be time-consuming and prone to bias, a significant concern for clients looking to build diverse teams. Automation tools, powered by AI, can assist in the initial screening process by intelligently matching keywords and qualifications, enabling recruiters to focus their efforts on interviewing the most qualified candidates.

## 3. Social recruiting

The social recruiting trend in staffing refers to the practice of using social media platforms as a means to find and engage with potential candidates. Social media networks have become valuable tools for recruiters to search for and connect with talent, as well as promote job opportunities and engage with candidates throughout the hiring process. Recruiters can leverage social media platforms, such as LinkedIn, Facebook, Twitter, and Instagram, to source potential candidates, build employer brand presence, advertise job openings, and engage with passive candidates. These platforms provide access to a vast pool of candidates and allow recruiters to connect with individuals who may not be actively seeking employment.

To create messaging campaigns and nurture candidates at scale, staffing agencies can implement omnichannel communications software. This type of tool centralizes interactions with candidates so they can follow conversations occurring across channels, and provides agents with the ability to reach out to applicants informally and interactively.

## 4. Increased flexibility

Following the sea change caused by COVID-19, the norms of the traditional office are officially broken. And the openness to remote work has opened up the pool of potential candidates—plus, candidates now look for jobs outside of regular working hours.

These shifts have led to greater demand for flexibility from all parties involved: staffing agencies, candidates and employers.

As regards agencies, providing options like digital job applications, chat bots, and remote assessment options helps to meet these new expectations. This provides a better experience for the candidates because they can access more opportunities and apply for positions easily and efficiently, while employers have peace of mind knowing they've been able to select from a large candidate pool.

## The Benefits of Tech-Driven Staffing and Recruiting

Incorporating the latest technological trends not only helps to meet the ever-growing expectations of candidates and clients, it can also improve the daily operations of staffing agencies, improving not just performance but employee experience. Here are the main benefits you can expect.

**Improved Efficiency:** Technology streamlines the staffing process, reducing manual effort and allowing recruiters to focus on high-value tasks such as building relationships and conducting interviews.

**Enhanced Candidate Screening:** AI tools enable staffing professionals to screen candidates more efficiently, ensuring a higher quality candidate pool for clients.

**Increased Client Satisfaction:** The ability to provide personalized and efficient staffing solutions through tech-driven processes improves client satisfaction and strengthens business relationships.

#### Overcoming Challenges and Navigating Ethical Considerations

While technology has revolutionized the staffing industry in many ways, it also presents unique challenges and ethical considerations. The use of AI and automation in recruitment raises concerns about algorithmic bias, data privacy, and job displacement.

Recruiters must be mindful of the potential impact of technology on diversity and inclusion efforts, ensuring algorithms are trained on unbiased data and regularly audited for fairness.

Additionally, as the boundaries between professional and personal data blur, recruiters must navigate the ethical implications of accessing and utilizing candidates' digital footprints and social media profiles.

#### The Future of Staffing and Recruiting:

The tech trends discussed in this article are just the beginning. Advancements in areas like predictive analytics, machine learning, and natural language processing will continue to shape the future of staffing and recruiting.

By embracing emerging technologies, leveraging data-driven insights, and adopting ethical recruiting practices, recruiters can navigate the ever-changing landscape of staffing with confidence and drive better outcomes for both employers and candidates alike.

(Source: <https://www.zoho.com/blog/recruit/new-staffing-revolution.html>)

### **INTEGRATED FACILITY MANAGEMENT SERVICE – GLOBAL OUTLOOK**

#### Facility Management Services Market Overview

The facility management service market is estimated to reach a valuation of USD 670 billion by the year 2032, at a CAGR of 8.9% during the forecast period 2024 to 2032. Facility Management (FM) is a business function that integrates place, people, technology, and process to guarantee the physical environment's seamless functionality, comfort, safety, and efficiency. A group of upkeep services known as "facility management services" are used by businesses and housing developments to achieve their desired goals. The rapidly expanding tourist and hospitality industries, the need to adhere to environmental and regulatory standards, and the increased demand for value-added services all contribute to the growth of the facility management services market.



The goal of the facility management services is to automate the laborious and prone to error manual activities while focusing on compliance through core business expertise. These services are aware of the nature of the businesses and the rules that the company is subject to. International Traffic in Arms Regulations (ITAR), for instance, prohibits non-US residents from entering facilities that are necessary for national security. The facilities management services encourage compliance by guaranteeing appropriate oversight and protocols for data security. As a result, the facility management services market is anticipated to grow rapidly during the forecast period as a result of the need to adhere to environmental and regulatory standards.

### **Facility Management Services Market Trends Insights**

The new-age trend of utilizing cloud computing is aiding the facility management services market's growth.

Currently, cloud-based solutions offer a secure and protected method for hosting software related to facility management. Additionally, they aid businesses in cost reduction by enhancing security and collaboration among subsidiaries and teams dispersed across multiple regions. Moreover, cloud-based facilities management solutions offer superior security and scalability, expedited disaster recovery, and secure hosting for sensitive data. Furthermore, backups are securely stored on either a public or private cloud hosting platform, enabling organizations to promptly access critical server information. Secure login credentials enable data access from any location with a dependable internet connection. The implementation of cloud-based facilities management systems results in increased customer satisfaction and decreased repair and maintenance costs. Therefore, the facility management market is experiencing growth due to the adoption and integration of cloud-based solutions, which can be attributed to the aforementioned benefits.

### **Facility Management Services Segment Overview**

The facility management services market is primarily segmented based on service type and end-use industry.

Based on service type, the said market segment is further classified into Hard Service and Soft services, out of which the hard services segment is estimated to dominate the market. The hard services segment is anticipated to maintain a substantial market share as a result of the infrastructure industry's sustained expansion. Furthermore, this industry encompasses cleaning, plumbing and drainage, building fabric maintenance, and various other labour-intensive services. These utilities are integrated into the physical structure of the building. Additionally, the heavy services sector is being propelled by the burgeoning expansion of the building and construction industry, which can be attributed to the worldwide surge in urbanization. In addition, soft services, which are the subsegment of the service type that is expanding at the quickest rate, are anticipated to expand substantially over the forecast period. Furthermore, this increase can be attributed to heightened investments in sectors such as energy management, wastewater management, waste management, and renewable energy management.

Based on the end-use industry, the facility management services market is further sub-segmented into real estate, healthcare, education, and military & defense. Out of which, the real estate sub-segment dominates the market share. The real estate sector is anticipated to be the most active sector in the said market segment ly during the forecast period, owing to the continuous growth in the construction and development industries in numerous nations. Furthermore, it is anticipated that the real estate sector will experience significant growth in the market share, followed by the remaining sectors, which primarily consist of IT & telecommunications and BFSI enterprises. Moreover, the healthcare sector is expected to experience substantial growth over the said forecast period due to the rising implementation of facility management services as preventative measures in numerous nations. Apart from this, the government sector is also estimated to earn a substantial market share by the end of the forecast period, which is primarily attributed to the government's emphasis on infrastructure investment. The educational sector encompasses a wide variety of services, including but not limited to space management, integrated services management, and technical maintenance. The highest demand exists in the healthcare and education industries for these services, which enable end-users to concentrate on and improve their core businesses.

### **Facility Management Services Region Insights**

The facility management services market is primarily studied across four major regions, namely, North America, Europe, Asia-Pacific, and the Rest of the World. Out of which, the Asia-Pacific region dominates the market share

The Asia-Pacific region accounted for the largest market share of about 37.92% in 2021. The region is a major hub for industrial manufacturing and, in recent years, has become a focal point for significant investments and business expansions. The rapidly growing construction spending, infrastructure development, increasing emphasis on the safety and security of

the facility, and stringent government regulations regarding facility management are a few of the factors that are expected to drive the market growth.

Apart from this, the Asia-Pacific region is projected to hold the largest market share in facility management as a result of the presence of numerous organized and unorganized businesses in China and India. Moreover, well-established companies are placing emphasis on establishing collaborations with regional participants in order to deliver their services to end-users and expand their market presence. Furthermore, the APAC facility management services market is being widely impacted by the expanding implementation of innovative technologies, including advancements on the Internet of Things (IoT) and business tactics.

Furthermore, the North American facility management services market is anticipated to have consistent growth as a result of the integration of emerging technologies, including but not limited to the Internet of Things, artificial intelligence, and robot adoption. Furthermore, the implementation of security measures in critical states across the United States and Canada in response to the COVID-19 pandemic precipitated a market decline between 2020 and 2021. As an alternative, the market is anticipated to expand significantly over the course of the forecast period due to increased participation in government-sponsored programs.

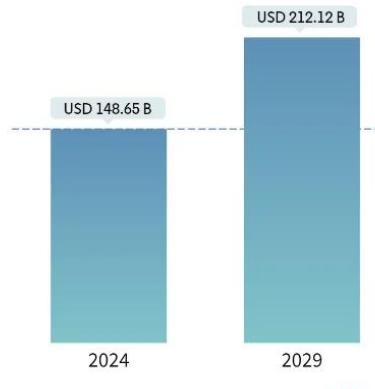
Apart from these two regions, the European region is anticipated to experience significant growth over the coming years, owing to the preventive measures being implemented by the administrations of numerous countries in the region. Service-oriented organizations can optimize their personnel, output, and revenue by implementing these proactive measures.

(Source: <https://www.marketresearchfuture.com/reports/facility-management-services-market-5952>)

## INTEGRATED FACILITY MANAGEMENT SERVICE: INDIA ANALYSIS

The India Facility Management Market size is estimated at USD 148.65 billion in 2024, and is expected to reach USD 212.12 billion by 2029, growing at a CAGR of 7.37% during the forecast period (2024-2029). FM encompasses all aspects of managing a building, an organization's infrastructure, and the overall coordination of the workplace. This system streamlines processes and standardizes services for an organization.

India Facility Management Market  
Market Size in USD Billion  
CAGR 7.37%



- Facility management in India is increasingly gaining popularity due to rapid urban development, the booming construction sector, increasing emphasis on green buildings, and a growing awareness of advantages arising from outsourcing non-core business activities.
- Regarding sophistication and development, India is one of the largest markets for outsourced facility management services. Small local companies focus on single contracts and single-service solutions, while the region's FM business operates with integrated contracts given by significant vendors from different continents. Given the changing dynamics in the region, there are more chances to combine facility management and corporate real estate in novel ways.
- The public sector clients are eager to reduce the number of suppliers and decrease costs. Therefore, bundled service contracts are expected to profit from the budget cuts, keeping with the ongoing efforts of many government agencies to streamline their operations. As the need for total facility management (TFM) grows, public sector firms in the region are progressively outsourcing all "non-core business activities" to a single service provider, allowing them to focus more on their core businesses.
- Moreover, the need for enterprises to evaluate possible cyber risks across their OT environments and take action to strengthen their security posture is more than ever as IT and OT systems continue to converge. Facility managers may offer crucial insider advice in developing and implementing a diligent cybersecurity plan to safeguard critical OT systems as the threat landscape continues to change at an alarming rate.
- The COVID-19 pandemic had a mixed economic impact on FM companies in India. Limiting people's movement resulted in declining project work and activity at several customer locations. The pandemic lockdowns harmed significant companies in the market, including BVG, CBRE Group, and others.

## **India Facility Management Market Trends**

Soft Services to Drive the Market Growth:

- The primary categories of soft services are cleaning, recycling, security, pest control, handyman services, grounds maintenance, and waste management. Based on the increasing complexity of projects in Delhi, Hyderabad, and other cities, FM firms have determined that high-level cleaning services represent a growth opportunity for their business.
- Internet of Things (IoT) adoption quickly emerges as a major driver in FM soft services. IoT enables improved decision-making and work process optimization across various industry sectors by providing a continuous, real-time data stream. The demand for outsourcing services is growing, and businesses are emphasizing individualized services with added value, such as risk management that is reliable and efficient and manages local labor laws and HSE.
- Additionally, the consistent rise in commercial real estate in emerging cities like Kolkata is anticipated to offer growth prospects for the incumbents battling challenges like congestion in mature markets. With the impact of regional variables like the development of new branch offices and the outsourcing of soft FM, the demand is predicted to experience a continual rise even though the country's current market penetration is still (relatively) limited.
- The COVID-19 outbreak has sparked changes in how facilities and services are run. The future of organizations will demand careful thought and tailored plans. Therefore the role of FM service providers may also change to one that is more strategic and long-term in character.

## **India Facility Management Industry Overview**

The Indian Facility Management Market is fragmented. The major companies include Sodexo Facilities Management Services India Private Limited, ISS Facility Management BVG India Limite, G4S India, and Mortice Group PLC (TenonFM).

In March 2023, Sodexo Facilities Management Services India Private Limited launched its expertise to AHPI-affiliate healthcare providers and diagnostic centers in Ranchi for the repair, maintenance, and upkeep of clinical equipment to enable quality patient care. The warehouse comprises a state-of-the-art repair laboratory housing vital spare parts and accessories for equipment crucial to patient care.

In June 2022, the FacilityCobot interdisciplinary innovation project was a partnership between the University of Southern Denmark (SDU), consulting firm K-Jacobsen, Signal Architects, and ISS, as well as the technology firms Ubiquisense and Enabled Robotics. The project's goal is to create a novel mobile robot that combines a smart building sensing system with a human-robot interface and frees cleaning employees from laborious or repetitive chores. The robot will be able to operate effectively with cleaning personnel with the integration of the aforementioned technologies, particularly in spaces with a lot of open space, like offices and canteens.

## **India Facility Management Market News**

- Apr 2023: Sodexo Facilities Management Services India Private Limited Sodexo signed an MOU with the Ministry of Skill Development of India and launched the Tourism & Hospitality Skill Council (THSC) and Deen Dayal Upadhyaya Grameen Kaushalya Yojana (DDU-GKY) under the aegis of NSDC and India Skill Development Initiative to offer first-time employment opportunities to the frontline workforce working in the food & catering and facilities management spaces.
- May 2022: Tech24 announced its acquisition of Facilities Management LLC and Peltz Services Inc., based in Indiana, to enhance the FM services in maintenance for food service and commercial HVAC equipment.

(Source: <https://www.mordorintelligence.com/industry-reports/india-facility-management-market>)

## **ECONOMIC IMPACT AND COMPETITIVE ANALYSIS**

Competition in Indian FM services market is intense with presence of both domestic and international service providers. The market is expected to witness more competition from new entrants through mergers and acquisitions. Since the market is riddled with low-cost unorganized service providers, pricing and margins come under pressure. These unorganized players provide services at low rates, essentially scuttling the competition from large organized players. However, many international property management companies have made a foray into this market and have been achieving phenomenal

growth rates over the last five years. Through the inorganic route, few international property management companies have witnessed meteoric rise in the market by acquiring some domestic companies.

Through this acquisition spree, these international companies are gaining strength and scale to cover major metros as well as other cities/towns. The FM sector's business model is also changing, wherein larger facility/property management companies are outsourcing all elementary activities like landscaping, security, janitorial, plumbing, and electro-mechanical services to smaller or local FM companies. However, they retain supervisory services, lease and rental management, construction management and real estate brokerage services.

## **ROAD AHEAD**

As investments increase in IT/ITES/BPO, finance/banking, telecom, retail/malls, and industrial sectors, the FM market will continue to witness strong growth in the next two to three years. The outlook of FM services in India is shaping up to be highly optimistic, mainly due to growing maturity of end users and the need for improved safety, comfort, and professional maintenance of assets.

The commercial sector, being primarily driven by information technology (IT), business process outsourcing (BPOs), and banking-finance, would continue to drive demand for outsourced services in future as well; especially since these segments were the prime movers when the FM market began to emerge in India.

FM is expected to witness increased penetration especially in the industrial and manufacturing sectors, which were thus far inclined toward in-house management of facilities. Such outsourcing allows manufacturing companies to focus on its core competency instead of worrying about maintenance aspects of the facility.

Similarly, there is abundance of untapped potential in the government sector including public property like museums, libraries, government offices, etc. The infrastructure segment, inclusive of railway stations, airports, and metro stations, is also expected to amplify opportunities for the FM market.

Demand in retail, office space, hotel rooms, and residential housing are strong growth enablers for the FM market. It is expected that even a GDP growth of 6-7% in the next five years will push the real estate sector on a growth trajectory with strong prospects for the FM sector.

*(Source: <https://cleanindiajournal.com/facilities-management-in-india/>)*

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## OUR BUSINESS

*Some of the information in the following section, especially information with respect to our plans and strategies, contain certain forward-looking statements that involve risks and uncertainties. You should read chapter titled “Forward Looking Statements” on beginning on page 19 of this Draft Red Herring Prospectus for a discussion of the risks and uncertainties related to those statements. Our actual results may differ materially from those expressed in or implied by these forward-looking statements. Our Company’s strengths and its ability to successfully implement its business strategies may be affected by various factors that have an influence on its operations, or on the industry segment in which our Company operates, which may have been disclosed in Section titled “Risk Factors” beginning on page 27. This chapter should be read in conjunction with such risk factors. Unless otherwise stated, or the context otherwise requires, the financial information used in this section is derived from our Restated Financial Information included under the Section titled “Financial Information” beginning on page 194 of this Draft Red Herring Prospectus. Our Financial Year ends on March 31 of each year, and references to a particular Financial Year are to the 12-month period ended March 31 of that year. Unless the context otherwise requires, in this chapter, reference to “we”, “us”, “our”, “Company” or “Our Company” refers to ARMOUR SECURITY (INDIA). LTD.*

## OUR HISTORY AND CERTAIN CORPORATE MATTERS

Our Company was incorporated as “ARMOUR SECURITY (INDIA) PVT. LTD.” on August 27, 1999, vide certification of incorporation bearing No. 101313 under the provision of Companies Act, 1956 issued by the Registrar of Companies, NCT of Delhi and Haryana. Further, our Company was converted into a public limited company, pursuant to a special resolution passed in the Extraordinary General Meeting of our Shareholders held on February 09, 2024, and the name of our Company was changed to ‘ARMOUR SECURITY (INDIA). LTD.’, and a fresh certificate of incorporation dated May 03, 2024 was issued to our Company by the RoC, CPC. Our Corporate Identification Number is U74920DL1999PLC101313.

Our Company was started under the leadership of **Mr. Vinod Gupta** with the goal to provide cost effective and complete security solutions to Corporate and Government Organisations. Subsequently during FY 2007-2008 **Mrs. Arnima Gupta** joined our Company its Promoter. We have our registered office situated at B-87, 2nd Floor, Defence Colony, New Delhi-110024 and have our branch offices located in Haryana, Himachal Pradesh, Uttar Pradesh, Punjab and Maharashtra.

Originating from a single office in Defence Colony, Delhi, over the last two decades we have expanded our operations across PAN India, consistently delivering our quality services. We established branch offices in various states of India which helped us to navigate the ever-changing dynamics of the security market. By meticulously selecting our clients, we've accumulated substantial experience, developed methodologies, and honed our capabilities, ensuring the provision of Manpower Security, Integrated Facility Solutions.

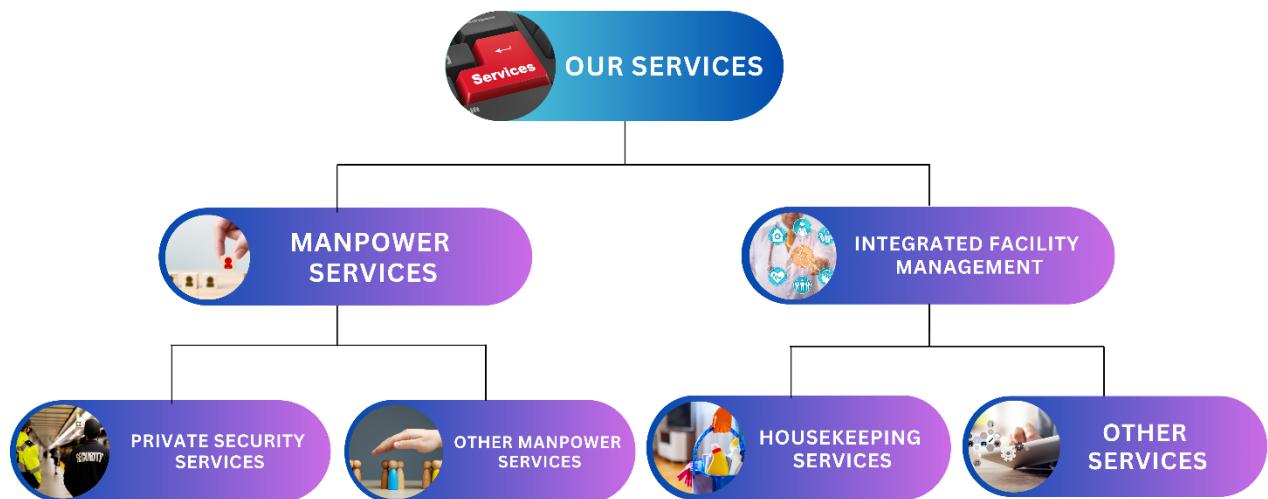
Mr. Vinod Gupta, our Promoter, brings with him over two decades of experience in the security planning and management industry. With a deep understanding of our business domain, he plays a pivotal role in guiding our company towards success. His extensive experience and strategic insights are instrumental in shaping our company's vision and ensuring continued growth and prosperity.

Mrs. Arnima Gupta, our Promoter and Managing Director, brings with her over 15 years of experience in the security planning and management industry. She is responsible for the overall management of the Company which includes but not limited to setting new strategies for our company, business development, financial decision, identification and mitigation of risk etc.

We deliver comprehensive private security solutions to our clientele, encompassing security planning and management services. We provide both individual security personnel and full security teams, tailored to diverse sectors such as corporate, industrial, banking, healthcare, governmental institutions, educational establishments, and universities. Our services are tailored to address the distinct security needs of each client. To effectively meet the varied requirements and increasing demands of our clients nationwide, we leverage modern equipment and a trained workforce. Additionally, we offer integrated facility management, housekeeping, and manpower services, comprising skilled, semi-skilled, and unskilled personnel.

Our USP includes finding the right man for the job by paying close attention towards manpower and necessary skill requirement to optimally cater towards the client specific needs.

## OUR SERVICES



## MANPOWER SERVICES

### PRIVATE SECURITY SERVICES:

At Armour Security, we offer a diverse range of Private Security Services, including providing highly trained Security Guards. As per the discussion and requirements of the clients, we provide individual security personnel or complete security teams, our offerings encompass Corporate Security Guards, Industrial Security Officers, and specialized security services for Hospitals, Government Bodies, Institutions and Universities. Our focus lies towards delivering quality security solutions through strict adherence to quality standards, and training to our personnel. Our security personnel are fully dedicated and trained to fulfil their requisite duty. We shoulder the responsibility of addressing security concerns, providing effective and reliable security services, thereby allowing our customers the freedom to focus on their core activities.



### OTHER MANPOWER SERVICES:

In addition, we also offer comprehensive manpower services to meet various workforce requirements of our client companies. We provide skilled/ semi-skilled or unskilled blue-collar manpower as required for a variety of tasks, ranging from administrative roles to operational support as per client requirement. We supply data entry operators, pantry boys, gardener, driver, cook, attendant, plumber, electrician, clerk, etc. Our manpower services are designed to assist businesses in efficiently managing their human resource needs, whether it's short-term support or long-term staffing solutions. We take pride in delivering dedicated personnel to complement our clients' workforce, ensuring the seamless operation of their businesses. Further we also provide Recruitment Services whereby we connect the Job seekers with prospective employers.

## INTEGRATED FACILITY MANAGEMENT SERVICES

Armour Security serves as a comprehensive single-source provider of a wide spectrum of Facility Management Services, which helps our clients to reduce operating costs, and simplify their overall management. Our offerings encompass daily cleaning services, waste disposal, building systems maintenance and security. We provide customizable solutions tailored to meet specific client needs which helps to provide complete peace of mind. Our Integrated Facility Management Services cover a wide range of tasks, including internal and external cleaning, pest control, waste disposal, grounds and greenery upkeep, maintenance of mechanical, electrical, plumbing (MEP) systems, planned preventive maintenance, fit-out management, energy management, and more for clientele spanning across various sectors, including Education, Corporate Offices, Government and Healthcare.

## HOUSEKEEPING SERVICES:

Housekeeping is a core vertical, and we approach it with a focus on the manpower sourcing and training the right talent, effectively managing and motivating our staff, and delivering superior customer experiences. We provide quality-oriented housekeeping services to clients across different states. To meet the diverse requirements and growing demands of our clients Pan India, we employ modern equipment, and trained workforce to efficiently complete the tasks. Our professional approach to housekeeping emphasizes the importance of a clean environment, enabling our clients to concentrate on their core responsibilities. Our services are flexible, whether the client requires on-site support during office hours or after-hours services as per their requirements. We provide a range of office cleaning services, including dusting, surface cleaning, carpet cleaning, and appliance and bathroom cleaning and maintenance. We extend our expertise in mechanical cleaning services including scrubbing and vacuum cleaning, utilizing advanced equipment and technology to deliver efficient and thorough cleaning solutions. Our services further encompass a wide range of applications, including the use of machinery and automated systems to clean large areas, industrial facilities, and complex machinery. We are equipped to handle tasks that may be time-consuming or challenging when approached manually.

Our dedicated staff ensures that our client's workplace is in good condition, with a strong focus on service efficiency and client satisfaction. Our experienced staff focus on consistently exceeding client's expectations. All the labour, supervision, materials and equipment required for these tasks are efficiently provided by us with client approval.

## OTHER SERVICES:

Our company offers a range of various other services across different areas not limited as below:

**Event Management Services:** We provide Event Management Services for various types of events, including weddings, birthday parties, conferences, and product launches. Our team manages the planning and execution of these events to meet the needs of our clients.

**Firefighting Services:** We offer Firefighting Services that include training in firefighting drills, the use of equipment, and safety procedures. Our team is equipped to handle fire emergencies effectively.

**Security Training:** We offer training for security officers on critical security issues and policies. This includes ongoing updates and instruction to ensure that officers are informed and prepared.

**Supervision Services:** We provide Supervision Services tailored to client needs and industry standards. This involves interacting with clients, planning activities, executing tasks, and reviewing outcomes to ensure that services meet the specified requirements.

## MACHINERY

Our Company operates in the services segment. Hence, there is no requirement for our Company to maintain or install any heavy machineries. However, for the provision of the integrated facility management services, our Company has certain facility management equipment.

## KEY BUSINESS PROCESS

- **Service Development:** Developing and refining our services is at the core of our business. This process includes market research, training, testing, and continuous improvement to meet customer needs therefore we refine our manpower with regular trainings which are tailor-made for different segments as per individual requirement.
- **Supply Chain Management:** Efficiently managing the procurement of manpower and distribution is crucial for controlling costs and ensuring service availability to which we ensure regular hiring and recruitment to control the shortfall at any given site on any given day to control and regulate the strength sanctioned.
- **Customer Relationship Management:** Building relationships with customers and maintaining effective service delivery is of utmost importance. This includes lead generation, service delivery, and customer support. We constantly maintain a PR with the key persons to address to their issues promptly and sharing ideas to enhance the quality and operations.
- **Financial Management:** Monitoring and managing financial resources is vital for the sustainability. This process involves budgeting, accounting, and ensuring cash flow stability controlled by the key managerial person in the company.

- **Human Resources:** Hiring, training, and retaining a skilled workforce are integral to a company's success. Our HR processes also encompass performance evaluations, payroll, and benefits management with experienced recruitment and controlled hiring to avoid liabilities.
- **Operations and Quality Control:** Streamlining internal operations and ensuring service quality helps reduce waste and maintain customer satisfaction. The operation managers regularly supervise and observe the sites and quality to deliver any specific training, grooming or moral motivation to the employees by escalating the observation to the training head.

## CUSTOMER EXPERIENCE FLOWCHART

- **Applying for Tender Bidding:** The process begins with us applying for tenders through the registrar portal on GeM (Government e-Marketplace) for government tenders. Additionally, we apply through various other portals and websites for both private and government tenders. We internally assess our capacity and eligibility, and based on these assessments, we apply for tenders and submit bids and/or submit our quotes for private contracts. We have a dedicated team that exclusively handles and assists with this process.
- **Client Inquiry or Outreach:** Apart from above process we also undertake the assessment of due diligence, capacity and eligibility, w.r.t. to the potential client who have inquired about our services and have expressed interest in our security and manpower services. We also proactively reach out to prospective clients to introduce our offerings and initiate the conversation.
- **Comprehensive Client Consultation:** During the client consultation, we thoroughly assess the client's security needs and requirements. If their needs are not clearly defined, we offer a preliminary proposal to provide an initial understanding of our capabilities and our assessment of what may be their suitable need. If further information is required, we proceed to an in-depth consultation. In the comprehensive client consultation, we actively listen to the client's concerns, expectations, and preferences. We ask relevant questions to gather essential information and ensure a complete understanding of their specific security and manpower demands.
- **Proposal Development and Acceptance:** Based on the insights gathered from the consultation, we develop a comprehensive proposal. This proposal includes pricing details, a breakdown of service offerings, and how our services align with the client's unique needs. Upon the client's acceptance of the proposal, we move on to the subsequent phases of our business process.
- **Deployment Planning and Manpower Assignment:** We create a personalized security and manpower deployment plan tailored to the client's specific requirements and expectations. This plan outlines the strategies, protocols, and resources we intend to employ to fulfill their needs. Simultaneously, we proceed to assign the necessary personnel and resources based on the approved security or facility management plan. Our priority is to ensure that the selected staff members possess the requisite qualifications and training.
- **Manpower Deployment:** Following the deployment plan, we deploy the approved manpower to the client's location. This involves the setup of security measures, access control, surveillance, and any other necessary services as per the client's requirements.
- **Ongoing Operations Monitoring and Reporting:** We maintain a continuous presence to monitor security and facility management operations. Our goal is to ensure the smooth and effective delivery of these services. Regularly, we review and analyse data and reports to identify any issues or areas that may require improvement. To maintain transparency and keep clients informed, we provide them with regular reports detailing activities, security incidents, and any changes in the security environment.
- **Issue Resolution and Troubleshooting:** In the event of any issues or challenges arising during operations, we take prompt action to address and resolve them. This includes managing security breaches, handling equipment malfunctions, and responding to unforeseen obstacles.
- **Client Feedback and Service Continuation:** Actively seeking feedback from the client is crucial to ensure their satisfaction with our services. If the client is content, we continue delivering services as per the established terms and contractual agreements. If any concerns or issues arise, we take immediate actions to address them, ensuring the client's needs are met, and their business with us is retained.
- **Service Offering Expansion and Growth:** We constantly explore opportunities to expand our services to existing clients. This may involve cross-selling additional solutions, extending services to new locations, or accommodating increased personnel needs as the client's business grows.

## KEY EVENTS AND MILESTONES

The following table sets forth the key events and milestones in the history of our Company, since incorporation:

### MAJOR MILESTONES

1999	Incorporation of Company
2011	Awarded the work for providing supervisor, housekeeping services for one of the Telecommunication Service Provider in India
2015	Company bagged the contract for provision of services to an Educational University in Greater Noida
2019	Company bagged the contract for provision of the services to a Judicial Authority in Delhi
2021	Awarded a contract for Security Manpower Service at an Institute of Technology (owned by Government) in Jalandar, Punjab
2023	Company bagged the contract for provision of manpower supply services (such as data entry operator on contract basis) from one of the Taxation Department of the Central Government
2023	Company bagged the contract for provisions of manpower supply from the Delhi State Government
2024	Company bagged a contract for sanitation services from the Ministry of Labour and Employment
2024	Our Company was converted into a public limited company, pursuant to a special resolution passed in the Extraordinary General Meeting of our Shareholders held on February 09, 2024, and the name of our Company was changed to 'ARMOUR SECURITY (INDIA). LTD.', and a fresh certificate of incorporation dated May 03, 2024 was issued to our Company by the RoC, CPC.

## CERTAIN FINANCIAL METRICS

Table set forth below are certain key operational and financial metrics for the periods indicated:

Key Financial Performance	Period Ended September 30, 2024 **	Financial Year ended March 31, 2024	Financial Year ended March 31, 2023	Financial Year ended March 31, 2022
Revenue from Operations <sup>(1)</sup>	1,723.29	3,293.29	2,884.64	2,680.84
EBITDA <sup>(2)</sup>	343.38	364.92	310.39	52.67
EBITDA Margin (%) <sup>(3)</sup>	19.93%	11.08%	10.76%	1.96%
PAT	248.75	261.76	225.66	29.13
PAT Margin (%) <sup>(4)</sup>	14.43%	7.95%	7.82%	1.09%
Profit after tax growth (%)		16.00%	674.74%	22.86%
Trade Receivables days <sup>(5)</sup>	142.30	94.21	98.70	89.96
Trade Payable days <sup>(6)</sup>	20.81	33.57	60.63	75.10
Return on equity (%) <sup>(7)</sup>	14.68%	18.10%	64.65%	23.12%
Return on capital employed (%) <sup>(8)</sup>	18.75%	22.26%	70.20%	22.72%
Debt-Equity Ratio (times) <sup>(9)</sup>	0.08	0.12	0.24	0.56
Net fixed asset turnover ratio (times) <sup>(10)</sup>	2.28	8.18	36.53	28.95
Current Ratio (times) <sup>(11)</sup>	1.88	1.39	0.99	0.79
Net Asset Value per equity share <sup>(12)</sup> (in ₹)	₹ 13.87	₹ 11.83	₹ 3,490.57	₹ 1,259.67
Net Asset Value per equity share - Adjusted <sup>(13)</sup> (in ₹)	₹ 13.87	₹ 11.83	₹ 6.43	₹ 2.32

#### Notes:

- (1) Revenue from operation means revenue from sale of the products
- (2) EBITDA is calculated as Profit before tax + Depreciation + Interest Costs – Other Income
- (3) EBITDA Margin is calculated as EBITDA divided by Revenue from Operations
- (4) PAT Margin is calculated as PAT for the period/year divided by revenue from operations
- (5) Trade receivable days is calculated as average trade receivables divided by revenue from operations multiplied by 365 for fiscal years

(6) Trade payable days is calculated as average trade payables divided by employee benefit expenses multiplied by 365 for fiscal years. Employee benefit expenses have been defined as salary expenses of employee other benefits provided to employees

(7) Return on Equity is calculated by comparing the proportion of net income against the amount of shareholder equity

(8) Return on Capital Employed is calculated as follows: Profit for the period/ year plus finance cost plus tax expenses (EBIT) divided by Capital employed (Equity share capital plus reserves plus long term and short term borrowings).

(9) Debt to Equity ratio is calculated as Total Debt (short term and long term) divided by equity

(10) Net fixed asset turnover ratio is calculated by dividing net sales by the average fixed assets (property plant and equipment)

(11) Current Ratio is calculated by dividing Current assets to Current Liabilities

(12) Net Asset Value per share (in ₹) = Restated net worth at the end of the year (or) period / Number of Equity Shares outstanding at the end of period

(13) Net Asset Value Per Share (In ₹) Adjusted = Restated Net Worth at The End of The Year (or) period / Number of Equity Shares (Adjusted for The Bonus Issue and split shares)

(For the above details relating to KPI, we have relied upon the certificate dated February 24, 2025 vide UDIN: 25099065BMNURYI283 issued by the Statutory Auditors of our Company i.e.M/s PDMS AND CO., Chartered Accountants)

For further details, see chapter titled “Management Discussion and Analysis of Financial Condition Results of Operations” and chapter titled “Basis for Issue Price” on beginning on page 243 and 107 respectively.

## SERVICE MIX AND GEOGRAPHICAL PRESENCE

### ➤ PORTFOLIO OF SERVICES:

Service Category	Upto 30.9.2024	%	FY 23-24	%	FY 22-23	%	FY 21-22	%	(Amount in Lakhs)
Integrated Facility Management	928.45	53.88%	1,723.45	52.33%	1,606.10	55.68%	1,309.45	48.84%	
Security Manpower Services	794.84	46.12%	1,569.84	47.67%	1,278.54	44.32%	1,371.39	51.16%	
<b>Total Revenue</b>	<b>1,723.29</b>	<b>100.00%</b>	<b>3,293.29</b>	<b>100.00%</b>	<b>2,884.64</b>	<b>100.00%</b>	<b>2,680.84</b>	<b>100.00%</b>	

(For the above details relating to revenue bifurcated into nature of services, we have relied upon the certificate dated February 24, 2025 vide UDIN: 25099065BMNURK5792 issued by the Statutory Auditors of our Company i.e.M/s PDMS AND CO., Chartered Accountants)

For the details relating to the amount bank guarantees towards performance guarantees given by our Company, under Annexure no. XIII of the Restated Financial Statement under the Chapter ‘Restated Financial Statement’ on page no. 239 of the Draft Red Herring Prospectus.

### ➤ GEOGRAPHY WISE SERVICES:

State	Upto 30.9.2024		FY 2023-24		FY 2022-23		FY 2021-22		(Amount in Lakhs)
	Amount	% of Total Sales	Amount	% of Total Sales	Amount	% of Total Sales	Amount	% of Total Sales	
Bihar	-	0.00%	11.20	0.34%	13.70	0.47%	25.71	0.96%	
Chandigarh	112.65	6.54%	171.67	5.21%	-	0.00%	-	0.00%	
Delhi	754.34	43.77%	1,421.66	43.17%	1,513.95	52.48%	1,430.55	53.36%	
Haryana	54.71	3.17%	75.60	2.30%	25.68	0.89%	52.04	1.94%	
Himachal Pradesh	40.63	2.36%	62.15	1.89%	37.21	1.29%	45.97	1.71%	
Hyderabad	12.89	0.75%	17.74	0.54%	21.35	0.74%	5.36	0.20%	
Ladakh	6.94	0.40%	-	0.00%	-	0.00%	-	0.00%	
Madhya Pradesh	0.70	0.04%	1.39	0.04%	1.12	0.04%	-	0.00%	
Maharashtra	341.37	19.81%	639.63	19.42%	512.54	17.77%	502.43	18.74%	
Punjab	21.99	1.28%	67.93	2.06%	145.56	5.05%	293.29	10.94%	
Rajasthan	-	0.00%	-	0.00%	8.73	0.30%	-	0.00%	
Uttar Pradesh	377.06	21.88%	822.26	24.97%	597.28	20.71%	314.95	11.75%	

State	Upto 30.9.2024		FY 2023-24		FY 2022-23		FY 2021-22	
	Amount	% of Total Sales						
Uttarakhand	-	0.00%	1.19	0.04%	7.52	0.26%	10.55	0.39%
West Bengal	-	0.00%	0.88	0.03%	-	0.00%	-	0.00%
<b>Total Revenue</b>	<b>1,723.29</b>	<b>100.00%</b>	<b>3,293.29</b>	<b>100.00%</b>	<b>2,884.64</b>	<b>100.0%</b>	<b>2,680.84</b>	<b>100.00%</b>

(For the above details relating to services provided to the geographical locations, we have relied upon the certificate dated February 24, 2025 vide UDIN: 25099065BMNURK5792 issued by the Statutory Auditors of our Company i.e.M/s PDMS AND CO., Chartered Accountants)

#### ➤ SPLIT OF SERVICES TO GOVERNMENT / NON-GOVERNMENT ENTITY

Particulars	Up to 30.09.2024	FY 2023-24		FY 2022-23	FY 2021-22
	(as a % of the total revenue for the respective year)				
<b>Government</b>	41%	44%	42%	46%	
<b>Non-Government</b>	59%	56%	58%	54%	

(For the above details relating to services provided to Government/Non-Government entities, we have relied upon the certificate dated February 24, 2025 vide UDIN: 25099065BMNURM7223 issued by the Statutory Auditors of our Company i.e.M/s PDMS AND CO., Chartered Accountants)

For risk associated with our product offerings in the select States, kindly refer to risk factor No 3 mentioned in Section titled 'Risk Factors' on page 29 of this Draft red herring Prospectus

#### DETAILS OF TOP FIVE/TEN CUSTOMERS

Category of Customers	Upto 30.9.2024		FY 2023-24		FY 2022-23		FY 2021-22	
	Amount	% of Total Sales	Amount	% of Total Sales	Amount	% of Total Sales	Amount	% of Total Sales
<b>Top 5 Customers</b>	1139.10	66.10%	1952.29	59.28%	1847.96	64.06%	1702.81	63.52%
<b>Top 10 Customers</b>	1369.91	79.49%	2451.77	74.45%	2217.85	76.88%	2044.95	76.28%

(For the above details relating to Top 5 / 10 customers, we have relied upon the certificate dated February 24, 2025 vide UDIN: 25099065BMNURM7223 issued by the Statutory Auditors of our Company i.e.M/s PDMS AND CO., Chartered Accountants)

We herewith state that we have not received appropriate consents from our top 10 customers for including their names in this Draft Red Herring Prospectus.

#### OUR COMPETITIVE STRENGTHS

- **Diversified Services Portfolio:** One of our core competitive strengths lies in our diversified service portfolio. Armour Security offers a range of services encompassing security, housekeeping, integrated facility management, and manpower solutions. This diversity allows us to cater to a wide array of client needs, ensuring that we can address various aspects of security and facility management efficiently and comprehensively.
- **Expertise and Experience:** Our company thrives on the invaluable expertise cultivated under the visionary leadership of our promoters, Mr. Vinod Gupta & Mrs. Arnima Gupta, boasting over 20 years and 15 years respectively of industry experience. Their vision, guidance and industry acumen has honed our team's skills, enabling the development of industry standard practices tailored precisely to meet our clients' needs. Our continuous refinement of service offerings ensures we remain at the forefront, adeptly navigating complex challenges.
- **Technology Integration:** The strength of our company lies in our robust technological infrastructure, which includes an Enterprise Resource Planning (ERP) system for seamless integration of core functions, optimum use of email and communication system for efficient internal and external collaboration, and the use of smartphones to facilitate real-time communication, location sharing, and group interactions and coordination among our staff. These technological assets empower us to optimize resource management, data-driven decision-making, and communication efficiency, enhancing our overall operational capabilities and client service.

- **Compliance and Certifications:** Armour Security is dedicated to maintaining the quality standards in the industry. We are ISO certified reflecting our commitment towards the quality of our services. Additionally, we possess licenses of PSARA (Private Securities Agencies Regulation Act) which exemplify our compliance with industry regulation practices. These certifications reinforce our credibility and signify our dedication to providing reliable services.
- **Customer Retention:** We prioritize maintaining service excellence through following stringent standards, ensuring prompt resolution of customer grievances if any. We provide cost-effective service offering to our client which helps us in being their preferred partner. Our strengths lie in understanding and meeting client expectations, encompassing factors like location, manpower and their skill requirements through proper planning and management. Our customer-centric cost structure not only attracts new clients but also builds loyalty, encouraging repeat business from our existing clientele.

## OUR BUSINESS STRATEGIES

- **Robust Customer Relationship Management (CRM):**
  - ✓ **Regular Client Follow-ups:** Consistently engage with clients to gauge satisfaction levels, address concerns, and gather feedback. This proactive approach ensures a deep understanding of client needs.
  - ✓ **Structured Redressal Process:** Implement an organized system for tracking and resolving client concerns promptly. Documenting these issues helps us in improving our services and demonstrates quick responsiveness.
  - ✓ **Long-Term Partnerships:** Foster trust and loyalty by not only meeting but exceeding client expectations, aiming to turn satisfied clients into brand advocates who refer our services.
- **Extensive Employee Training and Development:**
  - ✓ **Technical and Soft Skills Training:** Invest in enhancing both technical expertise and soft skills among employees. This commitment ensures a well-rounded workforce capable of delivering exceptional service.
  - ✓ **Continuous Learning:** Focus on training and skill development of our manpower to adapt to industry changes and refine service delivery continually.
- **Continuous focus on Quality Control:**
  - ✓ **Certification:** Adhere to international standards such as ISO 9001:2015, SA 8000:2014, ISO 45001:2018, ISO/IEC 27001:2022 & ISO 14001:2015. We conduct rigorous internal quality checks and inspections to maintain service excellence.
  - ✓ **Supervisory Oversight:** Implemented a system where our supervisors conduct field visits and random inspections to ensure service quality and customer satisfaction.
  - ✓ **Periodic Reviews:** Regularly review and assess work to ensure that services consistently meet or exceed the highest standards.
- **Cross-Marketing Strategy:**
  - ✓ **Leveraging Existing Client Relationships:** To optimize our service offerings, we employ a cross-promotion and marketing strategy. We leverage our relationships with existing clients to introduce them to other services provided by us, showcasing the convenience of a one-stop solution provider. This strategy allows us to maximize the value we provide to our clients while promoting the breadth of our expertise also providing cost effective solutions.

## MARKETING STRATEGY

Major of our revenues is generated through applying for the tender and getting awarded the said tenders. Further, with respect to private contracts that we undertake (excluding private contracts through tenders), we have our in-house team who reaches out to the potential clients through the known network of our Promoters and Directors. Further, in certain cases we also convert inquiries into definitive clients.

## SWOT ANALYSIS

<b>Strengths</b> <ul style="list-style-type: none"> <li>• Diverse Service Portfolio</li> <li>• Experienced Management with Industry Expertise</li> <li>• Trained Workforce</li> <li>• Strong Customer Relationship</li> </ul>	<b>Weakness</b> <ul style="list-style-type: none"> <li>• Highly Fragmented and Competitive Market</li> <li>• Dependency on Key Clients</li> </ul>
<b>Opportunities</b> <ul style="list-style-type: none"> <li>• Overall Market Growth and Expansion</li> <li>• Cross-Promotion Opportunities</li> <li>• Cost and Business Process Optimisation with Technological Advancements</li> <li>• New service offerings</li> </ul>	<b>Threats</b> <ul style="list-style-type: none"> <li>• Regulatory Compliance and Litigation Risk can cause business disruptions and increase in Compliance costs.</li> <li>• Competitive Risks from established players and New Entrants with Better Pricing Power</li> <li>• Quality Manpower Shortages Risks</li> </ul>

## CAPACITY AND CAPACITY UTILIZATION

As on the date of this Draft Red Hearing Prospectus our Company is into Service Industry and hence details of capacity installed, and its utilization does not apply to the Company.

## RECRUITMENT AND TRAINING INITIATIVE

At Armour Security, our recruitment and training initiatives are meticulously designed to meet the unique demands of our clients. When we receive government tenders or secure new private contracts, our hiring process is strategically focused on sourcing skilled/ semi-skilled or unskilled workers as per requirements from the vicinity of our client's site locations. We conduct a comprehensive assessment that includes physical parameters like height, weight, and fitness, ensuring candidates meet the specific criteria for their security roles. Educational backgrounds are also scrutinized to align qualifications with role suitability.

As part of our commitment to workforce development, we invest in training programs. These initiatives encompass not only the enhancement of physical security skills but also the nurturing of essential soft skills for effective communication and interpersonal interactions. Our Training program covers regular fitness regime for all the security personnel, vigilance training, role plays, brainstorming, report writing, soft skills, legal limitations, firefighting training, client's expectations, code of conduct, rules and regulations, on site procedures etc., we provide quality uniforms and equipment's needed for the job role to all the personnel at our own cost. We also make sure that we meet all the legal and statutory requirements. Our recruitment and training strategies are dedicated to continuously elevating the capabilities of our workforce, ensuring that we consistently deliver quality security services to our valued clients.

## INFORMATION TECHNOLOGY

- **Enterprise Resource Planning (ERP) System:** Our ERP system is a centralized software platform that integrates various core functions, such as finance, human resources, supply chain, and customer relationship management. It enables us to efficiently manage our resources and make data-driven decisions.  
**Key Features:** Financial management, inventory control, human resources management, and customer relationship management and Customized solution developed by Tally.
- **Email and Communication Systems:** We use an email system with our own domain name from Google (<http://www.armoursecurities.com/>) for internal and external communication. It is integrated with calendar and /collaboration tools to ensure efficient communication and scheduling.  
**Key Features:** Email, calendar, video conferencing, and instant messaging.
- **Smart Phones:** Helps us by creating various groups for sharing live locations by the staff and daily reporting from different sites with accessing WhatsApp groups for group interactions and process.

## LICENSES

Our Company places a strong emphasis on compliance and adheres to the necessary licensing requirements in the private security industry. We are proud to hold the following licenses, which not only ensure our legal operation but also demonstrate our commitment to providing reliable and secure services to our clients. We possess the necessary license under Private Securities Agencies Regulation Act, which is a legal requirement to provide private security services in India. Possession of this license confirms our compliance with the regulatory framework, ensuring that we operate within the legal boundaries and uphold industry standards in all our security-related services. This license also serves as an assurance to our clients that they are partnering with a reputable and trusted security provider.

## QUALITY CONTROL

Our commitment to quality and proactive service is exemplified by our monthly client review meetings. These review sessions are a crucial component of our quality control strategy, serving as a platform to promptly address any issues and prevent potential problems from escalating into crises. During these comprehensive discussions, the entire management staff of Armour Security, responsible for on-site security, collaborates with the client's security personnel, ensuring that all security-related matters are thoroughly examined. We continually strive to remain ahead of issues, guaranteeing that our clients receive optimal security solutions.

Within these meetings, we meticulously analyse problems and their respective solutions. Our management team conducts thorough evaluations, focusing on scheduling, turnover rates, incidents, and personnel matters. This proactive approach ensures that we consistently serve our clients with the highest level of diligence. We are dedicated to leaving no stone unturned in enhancing and fortifying the security provided to our valued clients.

## COMPETITION

We face competition from various organised domestic players and from unorganised players. The industry in which we operate is unorganized, competitive, and highly fragmented in India. We have over two decades of experience in providing security services and we believe that our Company will not only maintain but further enhance its position in the industry. We compete based on a number of factors, including client relationships, quality of manpower and operational excellence.

## PROPERTIES

Sr. No.	Details of the Property	Type of Agreement and Name of the Owner / Licensee / Seller of the Property	Date of Sale Deed/ Agreement & Period of lease	Purpose Used	Consideration / Lease Rental / License Fees (₹)	Location
1	B-87, 2 <sup>nd</sup> Floor, Defence Colony, New Delhi- 110024	Agreement to sell and Purchase – Agreement with Vinod Gupta and Arnima Gupta <sup>(1)</sup>	Agreement to sale dated December 22, 2023 & Purchase Agreement dated August 19, 2024	Registered Office	640 Lakhs	Delhi
2	C-589, Defence Colony, New Delhi-110024	Rent Agreement with Arnima Gupta <sup>(2)</sup>	August 01, 2024 to June 30, 2025	Guest House	1,50,000 per month	Delhi
3	Ground Floor, Shop No -S-52, Sahara Mall, Mehrauli-Gurgaon Rd, Saraswati Vihar, Chakarpur, Gurugram, Sarhol, Haryana - 122002	Rent Agreement with Rambir Singh and Amresh Chaudhary	September 15, 2024 to August 14, 2025	Branch Office	38,000 per month	Gurgaon, Haryana
4	SOHO. 343, B Block, Chandigarh, Citi Center, Vip Road, Zirakpur, Sas Nagar (Mohali) Punjab - 140603	Rent Agreement with Mukul Sharma	April 25, 2024 to March 24 2025	Branch Office	16,500 per month	Punjab

Sr. No.	Details of the Property	Type of Agreement and Name of the Owner / Licensee / Seller of the Property	Date of Sale Deed/ Agreement & Period of lease	Purpose Used	Consideration / Lease Rental / License Fees (₹)	Location
5	1 <sup>st</sup> Floor, Village & P.O Kala-Amb, Tehsil Nahan District: Sirmaur, Himachal Pradesh - 173001	Rent Agreement with Sourabh Sharma	May 01, 2024 to March 31, 2025	Branch Office	4,000 per month	Himachal Pradesh
6	206, JOP Plaza, P-2 Sector-18, NOIDA – 201301 Uttar Pradesh	Rent Agreement with Sushil Rastogi	May 01, 2024 to March 31, 2025	Branch Office	21000 per month	Noida, Uttar Pradesh
7	Plot No. 201, 2 <sup>nd</sup> Floor, Sai Prasad Eclave, Vivekanand Nagar, Wardha Road, Nagpur Maharashtra - 440015	Rent Agreement with Aashish Narendra Pande	February 21, 2025 to January 20, 2026	Branch Office	30000 per month	Maharashtra

<sup>(1)</sup> Mr. Vinod Gupta and Ms. Arnima Gupta, co-owners of the property situated at B-87, 2nd Floor, Defence Colony, New Delhi-110024 has transferred the said property in favour of our Company vide an Agreement to sale and purchase dated December 22, 2023. The said property was further registered with the Sub-Registrar Office South-East Defence Colony, vide agreement to sell dated August 19, 2024. The said Property was transfer in the favour of the company in lieu of issue of 64,00,000 Equity shares of face value of ₹ 10/- vide the allotment for consideration other the cash on December 26, 2023. The valuation of the said property was arrived at Rs 6,40,00,000/- vide a valuation report dated December 12, 2022, issued by Mr. Bhavin R. Patel (Reg. No.: IBBI/RV/02/202214582). Kindly refer the Sub-Head titled “*Allotment of shares dated December 26, 2023*” under the head titled “*History of Issued, Subscribed and Paid-Up Equity Share Capital of the Company*” under the chapter titled “*Capital Structure*” on page 78 of this Draft Red Hearing Prospectus.

<sup>(2)</sup> The Property situated at H. No. C-589, Second Floor, Defence Colony, New Delhi - 110024, is owned by Ms. Arnima Gupta and is leased to our Company vide a rent agreement dated July 26, 2024.

*Notes:*

- a) Our Company/Promoter & Promoter Group/Directors/KMPs/Group Companies does not have any conflict of interest with any of the lessors mentioned hereinabove.
- b) All the above mentioned agreements are adequately stamped. Further, agreements mentioned in Sr.No. 1 of the above table is appropriately registered. Further, agreements mentioned in Sr.No. 2 to Sr.No. 7 does not require any mandatory registrations.

### INTELLECTUAL PROPERTY RIGHTS

Intellectual property rights are important to our business, and we devote significant time and resources to their development and protection. We rely on a combination of trademark protection in India, as well as confidentiality procedures and contractual provisions to protect our intellectual property. Refer Chapter titled “*Government Approval*” on page no. 266 of this Draft Red Hearing Prospectus for more details about Intellectual property rights held by company.

### HUMAN RESOURCE

Our work force is a critical factor in maintaining quality and longevity, which strengthen our competitive position. As of February 28th, 2025, we **had 37 permanent employees and 1269 contractual** employees. We train our employees on a regular basis to increase the level of operational excellence, improve productivity and maintain compliance standards on quality and safety.

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The following table sets forth a breakdown of our employees by department:

#### **PERMANENT EMPLOYEES**

<b>Department</b>	<b>Total No of Employees</b>
Vice President	1
Finance and Accounting Department	5
Human Resource Department	4
Sales & Marketing Department	3
Store Department	1
Customer Relationship Department	2
Administrative and Housekeeping Department	6
Tender Department	2
Operation Department	13
<b>TOTAL</b>	<b>37</b>

#### **CONTRACTUAL EMPLOYEES**

<b>Department</b>	<b>Total No of Employees</b>
Security Guard , Supervisor and Security Officer	503
Housekeeper	717
Data Entry Operator + MTS and other	49
<b>TOTAL</b>	<b>1269</b>

#### **KEY MANAGERIAL PERSONNELS:**

*Our KMP's are Arnima Gupta (Managing Director), Subhodh Jindal (Chief Finance Officer), Shakshi Mishra (Company Secretary and Compliance Officer)*

#### **ON CONTRACTUAL BASIS:**

In response to our operational requirements, we employ a dynamic approach to workforce management. We hire workers as and when the need as per requirements from the proximity of the client's site location after procurement of tenders.

#### **INSURANCE**

<b>Particulars</b>	<b>Remarks</b>	<b>Amount (in ₹ lakhs) of asset as at September 30, 2024</b>	<b>% of total assets as of September 30, 2024* (in %)</b>	<b>Percentage of insurance coverage as of September 30, 2024 (in %)</b>
Insured Assets	The insured assets include vehicle insurance for vehicles used by employees and senior personnel of the company for business purposes.	37.90	1.9%	90%**
Uninsured Assets	Uninsured assets include other assets eligible for insurance including Fixed deposits, loans and advances, Trade receivables and other current or non-current assets except cash and cash equivalents.	2004.92	98.10%	-
General Insurance	The company has taken general insurance to cover key personnel, including the Managing Director and other directors.	-	-	-

\*based on Restated Financial Statements.

*\*\* It has been noted that in an insurance policy, the coverage amount for assets valued at their original cost is provided as an estimate. This figure is not an exact or definitive value, but rather an approximation used to determine the appropriate insurance coverage for the asset.*

*(For the above details relating to sales bifurcated into product category, we have relied upon the certificate dated February 24, 2025 vide UDIN: 25099065BMNURP2265 issued by the Statutory Auditors of our Company i.e. M/s PDMS AND CO., Chartered Accountants)*

## **COLLABORATIONS / PERFORMANCE GUARANTEE**

Our company has not entered into any collaborations / tie-ups/ joint ventures as on the date of this prospectus.

## **RISK MANAGEMENT**

Our risk management framework proceeds in a structured manner, commencing with Risk Identification. This involves recognizing and categorizing risks, followed by Risk Assessment, where we prioritize these risks based on potential impact and likelihood. Subsequently, we delve into Risk Mitigation, implementing strategies tailored to each risk category, including clear communication channels for operational risks, compliance monitoring, diversification for market risks, and robust financial management. We also underline the importance of Risk Monitoring and Crisis Management, emphasizing the need for regular reviews, audits, and a well-defined crisis management plan. Training and Education ensure that all employees are well-versed in risk management protocols. Lastly, Continuous Improvement remains a core principle, with ongoing assessment and adaptation of our risk management strategy to enhance its effectiveness and align with evolving circumstances. We also stress the significance of Legal and Regulatory Compliance, ensuring adherence to labour laws and certifications that govern our industry.

## **QUALITY CERTIFICATIONS**

We are an SA 8000: 2014, ISO 45001: 2018, ISO/IEC 27001:2022, ISO 14001:2015, ISO 9001:2015 certified company. This highlights our dedication towards providing quality services. At Armour Security, we pride ourselves on our strong community relationships, exceptional customer service, and adherence to the highest industry standards. We aspire to be recognized as an integral part of the security network serving our nation.

## **UTILITIES AND INFRASTRUCTURE FACILITIES**

### **REGISTERED OFFICE**

Our Registered office is situated at B-87, 2nd Floor, Defence Colony, New Delhi-110024. Our office is furnished with essential technological infrastructure, including computer systems, servers, specialized software, communication equipment, uninterrupted power supply, internet connectivity, security systems, and other amenities necessary to facilitate seamless business operations.

### **POWER AND ELECTRICITY**

Our Company meets its power requirements at our registered office from BSES Rajdhani Power Limited and the same is sufficient for our day-to-day functioning.

### **WATER**

Our registered office has adequate water supply arrangements for human consumption purpose. The requirements are fully met at the existing premises.

## **EXPORT AND EXPORT OBLIGATIONS**

As on the date of filing of this Draft Red Herring Prospectus, our Company does not export as services and does not have any export obligation.

## **CORPORATE SOCIAL RESPONSIBILITY**

As per the financial statement of our company as on March 31, 2024, the provisions of section 135 of the Companies Act, 2013 is not applicable on our company.

## KEY INDUSTRIAL REGULATIONS AND POLICIES

*The following description is a summary of the relevant regulations and policies as prescribed by the Government of India and other regulatory bodies that are applicable to our business. The information detailed in this section has been obtained from various legislations, including rules and regulations promulgated by the regulatory bodies that are available in the public domain. The regulations and policies 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 be a substitute for professional legal advice. The Company may be required to obtain licenses and approvals depending upon the prevailing laws and regulations as applicable.*

*The business of the Company requires, at various stages, the sanction of the concerned authorities under the relevant Central, State legislation and local byelaws. The following is an overview of the important laws, regulations and policies which are relevant to our business in India. Certain information detailed in this section has been obtained from publications available in the public domain. The description of law, regulations and policies set out below are not exhaustive, and are only intended to provide general information to bidders and is neither designed nor intended to be a substitute for professional legal advice. In addition to what has been specified in this Draft Red Herring Prospectus, taxation statutes such as the Income Tax Act, 1961 and Central Goods and Services Tax Act, 2017 and other miscellaneous laws applicable on the Company as they do on 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. For details of government approvals obtained by the Company, see the section titled*

**“Government and Other Approvals”** beginning on page no 266 of this Draft Red Herring Prospectus

*Depending upon the nature of the activities undertaken by the Company the following are the various regulations applicable to the company*

### APPROVALS

For the purpose of the business undertaken by the Company, the Company 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 section titled “Government and Other Approvals” beginning on page number 160 of this Draft Red Herring Prospectus

Following is an overview of some of the important laws and regulations, which are relevant to our business.

### BUSINESS RELATED LAWS

#### **The Companies Act, 2013 (to the extent notified)**

The consolidation and amendment in the law relating to the Companies Act, 1956 made way to the enactment of the Companies Act, 2013. The Companies Act, 1956 is still applicable to the extent not replaced. The Companies Act primarily regulates the formation, financing, functioning, and restructuring of separate legal entity as companies. The Act provides regulatory and compliance mechanism regarding all relevant aspects including organizational, financial, and managerial aspects of companies. The provisions of the Act state the eligibility, procedure, and execution for various functions of the company, the relation and action of the management and that of the shareholders. The law laid down transparency, corporate governance, and protection of shareholders & creditors. The Companies Act plays the balancing role between these two competing factors, namely, management autonomy and investor protection.

#### **The Indian Contract Act, 1872**

The Contract Act is the legislation which lays down the general principles relating to formation, performance, and enforceability of contracts. The rights and duties of parties and the specific terms of agreement are decided by the contracting parties themselves, under the general principles set forth in the Contract Act. The Contract Act also provides for circumstances under which contracts will be considered as ‘void’ or ‘voidable’. The Contract Act contains provisions governing certain special contracts, including indemnity, guarantee, bailment, pledge, and agency.

#### **The Micro, Small and Medium Enterprises Development Act, 2006 (“MSME Act”)**

MSME Act was enacted to provide for facilitating the promotion and development and enhancing the competitiveness of micro, small and medium enterprises. Any person who intends to establish (a) a micro or small enterprise, at its discretion;

(b) a medium enterprise engaged in providing or rendering of services may, at its discretion; or (c) a medium enterprise engaged in manufacture or production of goods pertaining to any industry specified in the First Schedule to the Industries (Development and Regulation) Act, 1951 is required to file a memorandum before such authority as specified by the State Government or the Central Government. The form of the memorandum, the procedure of its filing and other matters incidental thereto shall be such as may be specified by the Central Government, based on the recommendations of the advisory committee. Accordingly, in exercise of this power under the MSME Act, the Ministry of Micro, Small and Medium Enterprises notification dated September 18, 2015, specified that every micro, small and medium enterprises is required to file a Udyog Adhaar Memorandum in the form and manner specified in the notification.

### **Private Security Agencies (Regulation) Act, 2005**

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 organization engaged in the business of (a) providing private security services or (b) providing training to private security guards or their supervisors or (c) 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 private security guards. It also authorizes 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 license is an offence punishable with imprisonment for a term of up to one year, or with fine which may extend to ₹ 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 ₹ 25,000 and can also be subject to suspension or cancellation of its license. Additionally, upon non-compliance with laws mentioned below, the licenses under the PSARA of private security agencies may be cancelled:

### **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.

## **TAX RELATED LEGISLATIONS**

### **Income Tax Act, 1961**

Income Tax Act, 1961 is applicable to every Domestic / Foreign Company whose income is taxable under the provisions of this Act or Rules made under it depending upon its “Residential Status” and “Type of Income” involved. U/s 139(1) every Company is required to file its Income tax return for every Previous Year by 30th September of the Assessment Year. Other compliances like those relating to Tax Deduction at Source, Advance Tax, and Minimum Alternative Tax and like are also required to be complied by every Company.

### **Goods and Service Tax (GST)**

**Goods and Service Tax (GST):** Goods and Services Tax (GST) is levied on supply of goods or services or both jointly by the Central and State Governments. It was introduced as The Constitution (One Hundred and First Amendment) Act, 2017 and is governed by the GST Council. GST provides for imposition of tax on the supply of goods or services and will be levied by Centre on intra-state supply of goods or services and by the States including Union territories with legislature/ Union Territories without legislature respectively. A destination-based consumption tax GST would be a dual GST with the center and states simultaneously levying tax with a common base. The GST law is enforced by various acts viz. Central Goods and

Services Act, 2017 (CGST), State Goods and Services Tax Act, 2017 (SGST), Union Territory Goods and Services Tax Act, 2017 (UTGST), Integrated Goods and Services Tax Act, 2017 (IGST) and Goods and Services Tax (Compensation to States) Act, 2017 and various rules made thereunder. It replaces following indirect taxes and duties at the central and state levels: Central Excise Duty, Duties of Excise (Medicinal and Toilet Preparations), additional duties on excise— goods of special importance, textiles and textile products, commonly known as CVD – special additional duty of customs, service tax, central and state surcharges and cesses relating to supply of goods and services, state VAT, Central Sales Tax, Luxury Tax, Entry Tax (all forms), Entertainment and Amusement Tax (except when levied by local bodies), taxes on advertisements, purchase tax, taxes on lotteries, betting and gambling.

## **LAWS RELATING TO EMPLOYMENT:**

### **Labour Law legislations:**

The various other labour and employment-related legislations (and rules issued thereunder) that may apply to our operations, from the perspective of protecting the workers' rights and specifying registration, reporting and other compliances, and the requirements that may apply to us as an employer, would include the following:

In order to rationalize and reform labour laws in India, the Government of India has framed four labour codes, which will be applicable to the operations of our Company, once they have been notified, namely:

- a. **The Occupational Safety, Health and Working Conditions Code, 2020** received the assent of the President of India on September 28, 2020, and proposes to subsume certain existing legislations, including the Factories Act, 1948, the Contract Labour (Regulation and Abolition) Act, 1970, and the Inter-State Migrant Workmen (Regulation of Employment and Conditions of Service) Act, 1979. This code proposes to provide for, among other things, standards for health, safety and working conditions for employees of establishments, and will come into effect on a date to be notified by the Central Government.
- b. **The Industrial Relations Code, 2020** received the assent of the President of India on September 28, 2020, and proposes to subsume three existing legislations, namely, the Industrial Disputes Act, 1947, the Trade Unions Act, 1926 and the Industrial Employment (Standing Orders) Act, 1946. The Industrial Relations Code, 2020 will come into effect on a date to be notified by the Central Government.
- c. **The Code on Wages, 2019** received the assent of the President of India on August 8, 2019. Through its notification dated December 18, 2020, the Government of India brought into force certain sections of the Code on Wages, 2019. The remaining provisions of this code will be brought into force on a date to be notified by the Government of India. It proposes to subsume four separate legislations, namely, the Payment of Wages Act, 1936, the Minimum Wages Act, 1948, the Payment of Bonus Act, 1965 and the Equal Remuneration Act, 1976.
- d. **The Code on Social Security, 2020** received the assent of the President of India on September 28, 2020. Through its notification dated April 30, 2021, the Government of India brought into force section 142 of the Code on Social Security, 2020. The remaining provisions of this code will be brought into force on a date to be notified by the Government of India. 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 Employment Exchanges (Compulsory Notification of Vacancies) Act, 1959, the Maternity Benefit Act, 1961, and the Payment of Gratuity Act, 1972.

### **Sexual Harassment at Workplace (Prevention, Prohibition and Redressal) Act, 2013**

The Sexual Harassment at Workplace (Prevention, Prohibition and Redressal) Act, 2013 ("SHWPPR Act") aims to provide women protection against sexual harassment at the workplace and prevention and redressal of complaints of sexual harassment. The SHWPPR Act defines 'sexual harassment' to include any unwelcome acts or a sexually determined behavior (inter alia whether directly or by implication). Workplace under the SHWPPR Act has been defined widely to include government bodies, private and public sector organizations, non-governmental organizations, organizations carrying on commercial, vocational, educational, entertainment, industrial, financial activities, hospitals and nursing homes, educational institutes, sports institutions and stadiums used for training individuals. The SHWPPR Act requires an employer to set up an 'internal complaints committee' at each office or branch, of an organization employing at least 10 employees. Factors like mental trauma, medical expenses, loss in the career opportunity and income shall be considered while determining compensation. The duties of the employer and the district officer are provided in the SHWPPR Act.

### **The Equal Remuneration Act, 1976**

The Equal Remuneration Act, 1976 is an act to provide Equal Remuneration to men and women and to prevent gender discrimination against women in the matters related to employment. Section 2(g) of the Act defines remuneration. It includes basic wage or salary and additional emoluments. The Equal Remuneration Act is a gift of "the International Women's Year" to women workers. It is enacted to give effect to the provision of Article 39 of the Constitution of India which contains a directive principle of equal pay for equal work for both men and women. The Act provides for the payment of equal remuneration to men and women workers for the same work or work of a similar nature and for the prevention of discrimination on the ground of sex against women in the matter of employment.

### **The Contract Labour (Regulation and Abolition) Act, 1970**

The Contract Labour (Regulation and Abolition) Act, 1970 ("CLRA Act") aims to prevent exploitation of contract labour and also introduce better condition of work. Under this said act, a workman is deemed to be employed as a 'Contract Labour' when he is hired in connection with the work of an establishment though a contractor. The CLRA Act as per Rajasthan amendment applies to any establishment in which 50 or more workers are employed or were employed in the preceding 12 months as Contract Labour. Such establishments are required to register under Section 7 of the CLRA Act. The CLRA Act imposes certain obligations on the contractor in relation to the establishment of canteens, restrooms, drinking water, washing facilities, first aid, other facilities and payment of wages. However, in the event the contractor fails to provide these amenities, the principal employer is under an obligation to provide these facilities within a prescribed time period. Penalties, including both fines and imprisonment, may be levied for contravention of the provisions of the CLRA Act.

### **Shops and commercial establishment's legislations**

A number of states in India, including Delhi, West Bengal, Punjab, Haryana, Karnataka and Bihar have passed laws for regulating shops and commercial establishments. Such laws require registrations to be obtained, and also regulate working hours, payment of wages, leave, holidays, terms of service and other conditions of work of persons employed in shops and commercial establishments. Contraventions of provisions of such laws may entail punishment such as imprisonment along with monetary penalty.

## **PROPERTY RELATED LAWS:**

### **Transfer of Property Act, 1882**

The transfer of property, including immovable property, between living persons, as opposed to the transfer of property by the operation of law, is governed by the Transfer of Property Act, 1882 ("T.P. Act"). The T.P. Act establishes the general principles relating to the transfer of property including among other things identifying the categories of property that are capable of being transferred, the persons competent to transfer property, the validity of restrictions and conditions imposed on the transfer and the creation of contingent and vested interest in the property.

### **The Indian Stamp Act, 1899**

Stamp duty is payable on all instruments/ documents evidencing a transfer or creation or extinguishment of any right title or interest in immovable property. The Indian Stamp Act, 1899 (the "Stamp Act") provides for the imposition of stamp duty at the specified rates on instruments listed in Schedule I of the Stamp Act. However, under the Constitution of India, the states are also empowered to prescribe or alter the stamp duty payable on such documents executed within the state. Instruments chargeable to duty under the Stamp Act but which have not been duly stamped, are incapable of being admitted in court as evidence of the transaction contained therein. The Stamp Act also provides for impounding of instruments by certain specified authorities and bodies and imposition of penalties, for instruments which are not sufficiently stamped or not stamped at all. Instruments which have not been properly stamped instruments can be validated by paying a penalty of up to 10 times of the total duty payable on such instruments.

### **The Registration Act, 1908**

The purpose of the Registration Act, amongst other things, is to provide a method of public registration of documents so as to give information to people regarding legal rights and obligations arising or affecting a particular property, and to perpetuate documents which may afterwards be of legal importance, and also to prevent fraud.

## INTELLECTUAL PROPERTY LEGISLATIONS

### Trademarks Act, 1999 (Trademark Act)

A trademark is used in relation to goods so as to indicate a connection in the course of trade between the goods and a person having the right as proprietor or user to use the mark. The Trademarks Act, 1999, (Trademarks Act) governs the registration, acquisition, transfer and infringement of trademarks and remedies available to a registered proprietor or user of a trademark. Registration is valid for a period of 10 years but can be renewed in accordance with the specified procedure. As per the Trademarks (Amendment) Bill, 2009, Registrar of Trademarks is empowered to deal with international applications originating from India as well as those received from the International Bureau and maintain a record of international registrations. It also removes the discretion of the Registrar to extend the time.

### Copyrights Act, 1957 (Copyright Act)

The Copyrights Act governs copyright protection in India. Under the Copyright Act, copyright may subsist in original literary, dramatic, musical or artistic works, cinematograph films, and sound recordings. Following the issuance of the International Copyright Order, 1999, subject to certain exceptions, the provisions of the Copyright Act apply to nationals of all member states of the World Trade Organization. While copyright registration is not a prerequisite for acquiring or enforcing a copyright, registration creates a presumption favoring ownership of the copyright by the registered owner. Copyright registration may expedite infringement proceedings and reduce delay caused due to evidentiary considerations. Once registered, the copyright protection of a work lasts for 60 years. The remedies available in the event of infringement of a copyright under the Copyright Act include civil proceedings for damages, account of profits, injunction and the delivery of the infringing copies to the copyright owner. The Copyright Act also provides for criminal remedies, including imprisonment of the accused, imposition of fines and seizure of infringing copies.

### Patents Act, 1970 (Patent Act)

The purpose of the Patent Act in India is to protect inventions. Patents provide the exclusive rights for the owner of a patent to make, use, exercise, distribute and sell a patented invention. The patent registration confers on the patentee the exclusive right to use, manufacture and sell his invention for the term of the patent. An application for a patent can be made by (a) person claiming to be the true and first inventor of the invention; (b) person being the assignee of the person claiming to be the true and first invention in respect of the right to make such an application; and (c) legal representative of any deceased person who immediately before his death was entitled to make such an application. Penalty for the contravention of the provisions of the Patents Act include imposition of fines or imprisonment or both.

## OTHER INDIAN LAWS

In addition to the above, the company is also governed by the provisions of the Competition and Insolvency Act and rules framed thereunder, other relevant central and state tax laws, foreign exchange and investment laws, applicable building and fire-safety related laws, customs act, contract act and foreign trade laws and other applicable laws and regulation imposed by the Central Government and State Governments and other authorities for over day to day business, operations and administration.

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## OUR HISTORY AND CERTAIN CORPORATE MATTERS

### HISTORY AND BACKGROUND

Our Company was incorporated as “ARMOUR SECURITY (INDIA) PVT. LTD.” on August 27, 1999, vide certification of incorporation bearing No. 101313 under the provision of Companies Act, 1956 issued by the Registrar of Companies, NCT of Delhi and Haryana. Our Company is in the business of Manpower services and Integrated Facility Management services.

Further, our Company was converted into a public limited company, pursuant to a special resolution passed in the Extraordinary General Meeting of our Shareholders held on February 09, 2024, and the name of our Company was changed to ‘ARMOUR SECURITY (INDIA). LTD.’, and a fresh certificate of incorporation dated May 03, 2024 was issued to our Company by the RoC, CPC.

Our Corporate Identification Number is U74920DL1999PLC101313. Our Company has its registered office situated at B-87, Second Floor Defence Colony, New Delhi - 110024

The Promoters of our Company are Mr. Vinod Gupta and Mrs. Arnima Gupta

### CHANGES IN REGISTERED OFFICE OF THE COMPANY SINCE INCORPORATION:

Date	Details of Registered Office	Reason for Change
At Incorporation i.e. August 27, 1999	951 Arjun Nagar, Nehru Road, Opp Defence Colony, New Delhi – 110003	NA
March 19, 2010	B-87, Second Floor, Defence Colony, New Delhi, South Delhi - 110024	Administrative convenience

### MAIN OBJECTS OF THE COMPANY

The main objects of our Company as set forth in the Memorandum of Association of our Company are as follows:

1. To undertake security arrangement at the premises of individuals Private & public sectors for the purpose of protection.
2. To establish a network of security and safety to provide comprehensive protection to commerce and industry and provide all related service.
3. To establish an effective network of corporation intelligence to check business espionage, corporate fraud and also to furnish information related to conduct of business.
4. To carry on the business of Security consultant Advisors and Security experts and to provide uniform security staff to all rank to central government, state government, corporation, undertaking municipalities companies, Business commercial house, foreign mission, High Commission, Individuals for Protection and Safety.
5. To arrange and deploy security personnel with or without equipment, machinery, electronics, or any combination thereof. This may be provided physically, remotely, or through integrated and turnkey electronic security and surveillance solutions, alarm monitoring, and response services. The Company may act as security consultants, investigators, and advisors on security and personnel matters, and generally engage in the business of a Private Security Agency for personal, retail, industrial, commercial, government, and other purposes.
6. To carry on the business of manpower services, industrial security consultancy, advisory services, and detective services. This includes establishing training centers, schools, colleges, and other facilities for the training of security staff, officers, and personnel as may be deemed necessary.
7. To assist in recruiting personnel, provide guidance in personnel assessment, and act on behalf of any individual, firm, company, institution, corporation, or government body within India.
8. To carry on the business of escorting, transferring, and transporting securities, documents, valuables, cash, important papers, packets, sealed covers, and other valuable materials, providing proof of delivery and security to protect these from espionage, carelessness, and other risks. The Company may handle delivery of such items from one location to another with security and certainty, undertaking all allied services required for this purpose.

9. To carry on the business of providing cash vault services, housekeeping and cleaning services, fire safety work, disaster and recovery management services, pest control, building management, and Bank ATM cleaning, maintenance, and facility management services.

10. To carry on the business of providing recruitment and placement of all kind of personnel including managers, professionals, executives, skilled, semi-skilled, un-skilled workers, laborers, Security Staff & other technical personnel in India and abroad.

**Note w.r.t the Business activity of our Company:**

Our Company commenced operation of Integrated Facility Management Services w.e.f. April 01, 2022, however, it is pertinent to note that this activity did not fall within the scope of the primary business activity specified in the Memorandum of Association of the Company as on April 01, 2022. Further the shareholders of the Company vide passing a special resolution on January 12, 2025, has amended the Memorandum of Association to include the said business of Integrated Facility Management along with other business activities that the Company may undertake in the near future. For details w.r.t. the risk associated with the abovementioned non-compliance please refer the risk factor no. 7 under the heading titled “Our Company has commenced the business activity of Facility Management Services w.e.f. April 01, 2022. However, the Object Clause of the Memorandum of Association of our Company did not have any such clause which permitted our Company to undertake Facility Management Services. Accordingly, our Company is in non-compliance with the provisions of Section 4(1)(c) of the Companies Act, 2013 and penalties may be levied by the Registrar of Companies, on the Company and defaulting directors in accordance with Section 450 of the Companies Act, 2013” in the chapter titled “Risk Factors” on page no. 32 of this Draft Red Herring Prospectus.

**AMENDMENTS TO THE MEMORANDUM OF ASSOCIATION**

The following table set forth details of the amendments to our Memorandum of Association, in the last 10 years preceding the date of this Draft Red Herring Prospectus:

<b>Date of Amendment / Shareholders' Resolution</b>	<b>Nature of Amendment</b>
January 06, 2021	The Object Clause i.e. Clause III of MOA was amended pursuant to which a new sub clause i.e. sub clause (5) “To carry on the business of providing recruitment and placement of all kind of personnel including managers, professionals, executives, skilled, semi-skilled, un-skilled workers, laborers, Security Staff & other technical personnel in India and abroad” was inserted in the existing clause III(A) of the Main Objects in MOA of our Company vide passing a Special Resolution at the Extraordinary General Meeting held on January 06, 2021.
January 06, 2021	The Company vide passing a Special Resolution has adopted new format of the Memorandum of Association as per the format specified in Table A of schedule I of the Companies Act, 2013.
October 24, 2023	The Authorized Share Capital of the company increased from ₹ 1,00,000 divided into 10,000 equity shares of ₹ 10/- each to ₹ 18,00,00,000 divided into 1,80,00,000 equity shares of ₹ 10/- each vide passing of an ordinary Resolution at the Extraordinary General Meeting held October 24, 2023. Consequently, the Clause V of the MOA was amended to reflect the increase in the authorized share capital of our Company.
February 09, 2024	Clause I of our Memorandum of Association was amended to reflect the change in the name of our Company from ‘ARMOUR SECURITY (INDIA) PVT. LTD.’ to ‘ARMOUR SECURITY (INDIA). LTD.’, pursuant to the special Resolution passed at the Extra-ordinary General Meeting held on February 09, 2024 for conversion of our Company from a private limited company to a public limited Company and consequent to which a fresh Certificate of Incorporation was issued by Registrar of Companies, CPC dated May 03, 2024.
January 12, 2025	The Object Clause i.e. Clause III of MOA was amended pursuant to which six new sub-clauses were inserted in the existing clause III(A) of the Main Objects in MOA of our Company vide passing a Special Resolution at the Extraordinary General Meeting held on January 12, 2025.

## **ADOPTING NEW ARTICLES OF ASSOCIATION OF THE COMPANY**

Our Company has adopted a new set of Articles of Association in the Extra-Ordinary General Meeting of the Company dated February 09, 2024.

## **MAJOR EVENTS AND MILESTONES IN THE HISTORY OF OUR COMPANY**

The table below sets forth some of the major events in the history of our Company:

<b>Major Milestones</b>	
1999	Incorporation of Company
2011	Awarded the work for providing supervisor, housekeeping services for one of the Telecommunication Service Provider in India
2015	Company bagged the contract for provision of services to an Educational University in Greater Noida
2019	Company bagged the contract for provision of the services to a Judicial Authority in Delhi
2021	Awarded a contract for Security Manpower Service at an Institute of Technology (owned by Government) in Jalandar, Punjab
2023	Company bagged the contract for provision of manpower supply services (such as data entry operator on contract basis) from one of the Taxation Department of the Central Government
2023	Company bagged the contract for provisions of manpower supply from the Delhi State Government
2024	Company bagged a contract for sanitation services from the Ministry of Labour and Employment
2024	Our Company was converted into a public limited company, pursuant to a special resolution passed in the Extraordinary General Meeting of our Shareholders held on February 09, 2024, and the name of our Company was changed to 'ARMOUR SECURITY (INDIA). LTD.', and a fresh certificate of incorporation dated May 03, 2024 was issued to our Company by the RoC, CPC.

## **OTHER DETAILS ABOUT OUR COMPANY**

For details of our Company's activities, services, growth, technology, marketing strategy, competition and our customers, please refer chapter titled "Our Business", "Management's Discussion and Analysis of Financial Conditions and Results of Operations" and "Basis for Issue Price" beginning on pages no.145, 243,107, respectively of this Draft Red Herring Prospectus. For details of our management and managerial competence and for details of shareholding of our Promoters, please refer to chapter titled "Our Management" and "Capital Structure" beginning on pages no. 168, 76 respectively of this Draft Red Herring Prospectus respectively.

## **CAPITAL RAISING (DEBT / EQUITY)**

For details in relation to our capital raising activities through equity, please refer to the chapter titled "Capital Structure" beginning on page no. 76 of the Draft Red Herring Prospectus. For details of our Company's debt facilities, please refer to chapter "Financial Indebtedness" beginning page no. 259 of this Draft Red Herring Prospectus.

## **SIGNIFICANT FINANCIAL AND STRATEGIC PARTNERSHIPS**

As on the date of this Draft Red Herring Prospectus, the Company does not have any significant strategic or financial partners.

## **TIME/COST OVERRUN IN SETTING UP PROJECTS**

Our Company operates in service industry and hence there has been no requirement to set up any facility/ project in the past and hence there has been no time and cost overruns in our Company in the past.

## **LAUNCH OF KEY PRODUCTS OR SERVICES, ENTRY IN NEW GEOGRAPHIES OR EXIT FROM EXISTING MARKETS**

For details of launch of key products or services, entry in new geographies or exit from existing markets, see "Major Events and Milestones of our Company" as mentioned above and "Our Business" on page 149 of this Draft Red Herring Prospectus.

## **CAPACITY/ FACILITY CREATION, LOCATION OF PLANTS**

Our Company operates in service industry and hence there has been no requirement to set up any facility/ project in the past.

## **LOCK-OUT OR STRIKES**

Our Company has, since incorporation, not been involved in any labor disputes or disturbances including strikes and lockouts. As on the date of this Draft Red Herring Prospectus, our employees are not unionized.

## **INJUNCTION OR RESTRAINING ORDER**

As on the date of this Draft Red Herring Prospectus, there are no injunctions/ restraining orders that have been passed against the Company.

## **KEY AWARDS, ACCREDITATIONS OR RECOGNITIONS**

Our Company has not been bestowed any awards, accreditations or recognitions from any Government or Private Bodies.

## **DEFAULTS, RESCHEDULING OR RESTRUCTURING OF BORROWINGS WITH FINANCIAL INSTITUTIONS/ BANKS AND CONVERSION OF LOANS INTO EQUITY SHARES**

As on the date of this Draft Red Herring Prospectus, there has been no default, rescheduling or restructuring of borrowings with financial institutions or banks. Furthermore from the date of incorporation till the date of this Draft Red Herring Prospectus there have been no instances of conversion of loans into equity.

## **DETAILS REGARDING MATERIAL ACQUISITIONS OR DIVESTMENTS OF BUSINESS/UNDERTAKINGS, MERGERS, AMALGAMATION, REVALUATION OF ASSETS, ETC. IN THE LAST 10 YEARS**

The company has not made any material acquisitions or divestments of any business or undertakings, mergers, amalgamation, or revaluation of assets in the last 10 years preceding the date of this Draft Red Herring Prospectus.

## **HOLDING COMPANY**

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

## **JOINT VENTURES OF OUR COMPANY**

As on the date of this Draft Red Herring Prospectus, Company does not have any joint ventures.

## **SUBSIDIARIES OF OUR COMPANY**

As on the date of this Draft Red Herring Prospectus, the Company does not have any Subsidiaries.

## **ASSOCIATES OF OUR COMPANY**

As on the date of this Draft Red Herring Prospectus, Company does not have any associates.

## **CHANGES IN THE MANAGEMENT**

For details of change in Management, please see chapter titled “Our Management” on page no. 168 of this Draft Red Herring Prospectus.

## **DETAILS OF SHAREHOLDER’S AGREEMENT**

As on date of this Draft Red Herring Prospectus, there are no subsisting shareholder’s agreements among our shareholders and/or Shareholders vis-à-vis our Company to which our Company is a party or otherwise has notice of the same.

## **AGREEMENTS WITH KEY MANAGERIAL PERSONNEL, SENIOR MANAGEMENT, DIRECTORS, PROMOTER, OR ANY OTHER EMPLOYEES**

Neither our Promoter, nor any of the Key Managerial Personnel, Senior Management, Directors or employees of our Company have entered into an agreement, either by themselves or on behalf of any other person, with any Shareholder or any other third party with regard to compensation or profit sharing in connection with the dealings of the securities of our Company.

## **OTHER MATERIAL AGREEMENTS**

Our Company has not entered into any other subsisting material agreement, including with strategic partners, joint venture partners or financial partners, other than in the ordinary course of business.

## **NON-COMPETE AGREEMENT**

Our Company has not entered into any Non-compete Agreement as on the date of filing of this Draft Red Herring Prospectus.

## **COLLABORATION AGREEMENTS**

Except as mentioned in this Draft Red Herring Prospectus, Our Company does not have any collaboration agreement as on the date of this Draft Red Herring Prospectus.

## **CHANGES IN THE ACTIVITIES OF OUR COMPANY DURING THE LAST FIVE (5) YEARS**

Except as mentioned in head titled “Main Objects of the Company” and head titled “Amendments to the Memorandum of Association” under the section “Our History and Certain Corporate Matters” beginning on page 163 of this Draft Red Herring Prospectus there have been no changes in the activity of Company during the last Five (5) years preceding as on the date of this Draft Red Herring Prospectus, which may have had a material effect on the profits or loss, including discontinuance of the lines of business, loss of agencies or markets and similar factors of Company.

## **DETAILS REGARDING PAST PERFORMANCE OF OUR COMPANY**

For details in relation to our past financial performance in the previous 3 (three) financial years, please refer to chapter titled “Restated Financial Statements” beginning on page 194 of this Draft Red Herring Prospectus.

## **SHAREHOLDERS OF OUR COMPANY**

Our Company has Sixteen (16) shareholders as on the date of this Draft Red Herring Prospectus. For further details on the shareholding pattern of our Company, please refer to the chapter titled “Capital Structure” beginning on page 76 of this Draft Red Herring Prospectus.

## **GUARANTEES GIVEN TO THIRD PARTIES BY OUR PROMOTER OFFERING ITS SHARES**

The proposed initial public issue comprises completely of fresh issue of shares.

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## OUR MANAGEMENT

### BOARD OF DIRECTORS

As on the date of this Draft Red Herring Prospectus, our Company has Five Directors, comprising of One Managing Director (Women), One Whole Time Director and Three Non-Executive Independent Directors the present composition of our Board and its committees is in accordance with the corporate governance requirements provided under the Companies Act 2013 and the SEBI (LODR) Regulations, 2015.

The following table sets forth details regarding our Board as on the date of this Draft Red Herring Prospectus:

Sr. No.	Name of the Directors	DIN	Designation
1	Arnima Gupta	02212966	Managing Director (Women)
2	Brij Bhushan Gupta	10954912	Whole Time Director
3	Krishna Kumar Singh	02854747	Non-Executive Independent Director
4	Shrikant Shriram Modak	10353569	Non-Executive Independent Director
5	Nilendra Kumar	08887031	Non-Executive Independent Director

The following table sets forth details regarding the Board of Directors as on the date of this Draft Red Herring Prospectus:

Sr. No.	Particulars	Details
1.	<b>Name</b>	<b>Arnima Gupta</b>
	<b>Father's Name</b>	Ram Kishan Gupta
	<b>Residential Address</b>	B-105, Second Floor, Defence Colony, South Delhi, Lajpat Nagar, Delhi - 110024 India
	<b>Date of Birth</b>	January 11, 1984
	<b>Age</b>	41
	<b>Designation</b>	Managing Director
	<b>DIN</b>	02212966
	<b>Occupation</b>	Business
	<b>Nationality</b>	Indian
	<b>Qualification</b>	Bachelor of Arts in the Year 2004 from Chaudhary Charan Singh University, Meerut
	<b>Brief Biography</b>	Arnima Gupta, aged 41 years, is one of the promoter of our Company. She has been part of Board since July 01, 2008 and has been appointed as Managing Director of our company w.e.f. February 18, 2025. She has completed her Bachelor of Arts in 2004 from Chaudhary Charan Singh University, Meerut. She carries with her an experience of more than 15 years in the Manpower Industry. In our company she is responsible for the overall management of the Company which includes but not limited to setting new strategies for our company, business development, financial decision, identification and mitigation of risk etc.
	<b>Date of Appointment</b>	July 01, 2008
	<b>Date of Change in Designation</b>	On February 18, 2025, she was appointed as Managing Director.
	<b>Term</b>	Three Years
2.	<b>Period of Directorship</b>	She has been the director of the Company since July 01, 2008
	<b>Directorship in other companies</b>	<ol style="list-style-type: none"> <li>1. Viarn Infrastructure Private Limited</li> <li>2. Armour IT Solutions Private Limited (Under process of voluntary strike off)</li> <li>3. Bindrite Welding Private Limited</li> </ol>
	<b>Name</b>	<b>Brij Bhushan Gupta</b>
	<b>Father's Name</b>	Sunehari Lal Gupta
	<b>Residential Address</b>	Near Sanjay Park, G-27/1A, Shakar Pur Baramad, East Delhi - 110092
	<b>Date of Birth</b>	October 07, 1963
	<b>Age</b>	61 Years
	<b>Designation</b>	Whole Time Director
	<b>DIN</b>	10954912
	<b>Occupation</b>	Employment
	<b>Nationality</b>	Indian

Sr. No.	Particulars	Details
	<b>Qualification</b>	Master of Business Administration in the Year 2011 from Madurai Kamraj University, Madurai
	<b>Brief Biography</b>	Brij Bhushan Gupta, aged 61 years was appointed as Whole Time Director of the Company on February 18, 2025, He has completed his Master of Business Administration in the Year 2011 from Madurai Kamraj University, Madurai. He has joined our Company as Public Relations officer w.e.f. February 27, 2024 and later w.e.f. February 18, 2025 he was appointed as a Whole Time Director of our Company. Prior to Joining our Company Mr. Brij Bhushan Gupta was associated with Delhi Building and Other Construction Workers Welfare Board as operations Manager for over seven years. In our company he is responsible for looking after the legal and regulatory requirements of the company.
	<b>Date of Appointment</b>	February 18, 2025
	<b>Date of Change in Designation</b>	-
	<b>Term</b>	Three Years
	<b>Period of Directorship</b>	He has been the Whole Time Director of the Company since February 18, 2025
	<b>Directorship in other companies</b>	-
3.	<b>Name</b>	<b>Krishna Kumar Singh</b>
	<b>Father's Name</b>	Ram Bahal Singh
	<b>Residential Address</b>	Flat No 130 Pocket - 2 DDA SFS Flat SEC 11 Dwarka Sector - 6, Dwarka, South - West Delhi, Delhi - 110075 India
	<b>Date of Birth</b>	January 04, 1973
	<b>Age</b>	52
	<b>Designation</b>	Non-Executive Independent Director
	<b>DIN</b>	02854747
	<b>Occupation</b>	Professional
	<b>Nationality</b>	Indian
	<b>Qualification</b>	Bachelor's in law from Delhi University
	<b>Brief Biography</b>	Mr. Krishna Kumar Singh, aged 51 years, is a Non-Executive Independent Director of our Company since January 12, 2024. He holds a bachelor's degree in law from Delhi University. He has experience of about two decades in representing clients in various legal matters before courts, tribunals, arbitrators. His area of practice includes Environment laws, Consumer Protection laws and various other civil matters.
	<b>Date of Appointment</b>	January 12, 2024
	<b>Date of Change in Designation</b>	Mr. Krishna Kumar Singh was regularized as Independent Director on April 23, 2024
	<b>Term</b>	5 years, i.e., with effect from January 12, 2024 to January 11, 2029
	<b>Period of Directorship</b>	He has been the Director of the Company since January 12, 2024
	<b>Directorship in other companies</b>	Tridib Industries Limited CRD Agro Foods Limited Prakhar Software Solutions Limited
4.	<b>Name</b>	<b>Shrikant Shriram Modak</b>
	<b>Father's Name</b>	Shriram Modak
	<b>Residential Address</b>	B - 303 Avni Apartments Mihar Complex, Charkop Villlage, Mumbai, Maharashtra – 400067 India
	<b>Date of Birth</b>	December 01, 1948
	<b>Age</b>	76
	<b>Designation</b>	Non-Executive Independent Director
	<b>DIN</b>	10353569
	<b>Occupation</b>	Professional
	<b>Nationality</b>	Indian
	<b>Qualification</b>	Master of Science from University of London
	<b>Brief Biography</b>	Mr. Shrikant Shriram Modak, aged 76 years, is a Non-Executive Independent Director of our company since January 12, 2024. Mr. Modak has been a senior journalist with more than 30 years of experience in senior editorial positions in the

Sr. No.	Particulars	Details
		<p>country's renowned business &amp; financial newspapers. His early career was in academics, where he was associated with Institute of Rural Management ANAND. He was also associated with Pfizer Limited as a Professional Service Representative in the Commercial Department.</p> <p>Mr. Modak has co-authored two books one in the field of Renewable Energy and another in the field of Decentralized Energy Planning.</p>
	<b>Date of Appointment</b>	January 12, 2024
	<b>Date of Change in Designation</b>	Mr. Shrikant Shriram Modak was regularized as Independent Director April 23, 2024
	<b>Term</b>	5 years, i.e., with effect from January 12, 2024 to January 11, 2029
	<b>Period of Directorship</b>	He has been the Director of the Company since January 12, 2024
	<b>Directorship in other companies</b>	Tridib Industries Limited Prakhar Software Solutions Limited
5.	<b>Name</b>	<b>Nilendra Kumar</b>
	<b>Father's Name</b>	Late Shri Anand Prakash
	<b>Residential Address</b>	4E – 604, AWHO Gurjinder Vihar, Sector – Chi-1, Greater Noida, Gautam Budh Nagar, Uttar Pradesh – 201310 India
	<b>Date of Birth</b>	October 24, 1960
	<b>Age</b>	64
	<b>Designation</b>	Non-Executive Independent Director
	<b>DIN</b>	08887031
	<b>Occupation</b>	Professional
	<b>Nationality</b>	Indian
	<b>Qualification</b>	Master of Science from Madras University, Post Graduate Studies from Defense Service Staff College
	<b>Brief Biography</b>	<p>Mr. Nilendra Kumar, aged 64 years, is an Non-Executive Independent Director of our company since August 17, 2024. Mr. Nilendra Kumar has had a distinguished 36-year career in the Indian Army, during his tenure in the army from joining in the year 1982 till his retirement in 2018 he has been appointed on various significant positions i.e. Colonel- 11 Guards, Deputy Director General in the rank of Brigadier, General Officer Commanding- 111 Sub Area, Additional Director General – NCC etc. For his contribution and achievements, he has been bestowed with various awards including but not limited to Sainya Seva Medal for service in J&amp;K, Special Service Medal, Operation Vijay Medal etc.</p> <p>After his retirement from Indian Army, Mr. Nilendra was associated with UP Purva Sainik Kalyan Nigam Limited (a Uttar Pradesh Government Undertaking which is a ex-servicemen corporation engaged in creating job opportunities for a vast number of ex-servicemen including their wards and widows) as a Managing Director for a period of three years from September, 2020 to September, 2023.</p> <p>Mr. Nilendra Kumar's extensive experience in military training and support will undoubtedly enhance our organization's ability to deliver quality services more efficiently. His leadership roles, such as Managing Director of UP Purva Sainik Kalyan Nigam Limited and various senior designations in army have equipped him with the skills to manage large teams and complex operations. His deep understanding of administrative functions and welfare initiatives will be invaluable in streamlining our processes and improving overall effectiveness.</p>
	<b>Date of Appointment</b>	August 17, 2024
	<b>Date of Change in Designation</b>	-
	<b>Term</b>	5 years, i.e., with effect from August 17, 2024 to August 16, 2029
	<b>Period of Directorship</b>	He has been the Director of the Company since August 17, 2024
	<b>Directorship in other companies</b>	Nil

## **FAMILY RELATIONSHIPS BETWEEN ANY OF THE DIRECTORS OR ANY OF THE DIRECTORS AND KEY MANAGERIAL PERSONNEL OR SENIOR MANAGEMENT**

None of the Directors of the Company are related to each other and with key managerial personnel or senior management within the meaning of Section 2(77) of the Companies Act, 2013.

## **CONFIRMATIONS:**

- a.** The appointment of Directors of the our Company is in compliance with the provisions of Regulation 17(1A) of LODR Regulations, 2015.
- b.** None of the Directors of the Company was required to acquire any qualifying shares for appointment as director of our Company
- c.** There are no arrangements or understanding between major shareholders, customers, suppliers, or others pursuant to which any of the Directors were selected as a director or member of a senior management as on the date of this Draft Red Herring Prospectus.
- d.** Our Company has not executed any service contracts with its directors providing for benefits upon termination of their employment.
- e.** None of our Directors is or was a director of any listed company during the five years immediately preceding the date of this Draft Red Herring Prospectus, whose shares have been or were suspended from being traded on any stock exchange during the term of their directorship in such company.
- f.** None of our Directors is or was a director of any listed company which has been or was delisted from any stock exchange during the term of their directorship in such company.
- g.** None of the Directors are categorized as a willful defaulter or a fraudulent borrower, as defined under Regulation 2(1)(III) of SEBI ICDR Regulations.
- h.** None of our Directors have been declared as fugitive economic offenders as defined in Regulation 2(1)(p) of the SEBI ICDR Regulations, nor have been declared as a ‘fugitive economic offender’ under Section 12 of the Fugitive Economic Offenders Act, 2018.
- i.** None of the Directors of our Company are debarred from accessing the capital market by SEBI.
- j.** No violations of securities law have been committed by our Director in the past or is currently pending against them.
- k.** None of the Directors has been or is involved as a promoter or director 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.
- l.** No consideration, either in cash or shares or in any other form have been paid or agreed to be paid to any of our directors or to the firms, trusts or companies in which they have an interest in, by any person, either to induce him to become or to help him qualify as a director, or otherwise for services rendered by him or by the firm, trust or company in which he is interested, in connection with the promotion or formation of our Company.
- m.** 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 etc.
- n.** None of the Directors of our Company are nominated by any of the shareholders of our Company.

## **BORROWING POWERS OF THE BOARD**

Pursuant to a Special Resolution passed at an Annual General Meeting of our Company held on September 30, 2024 and pursuant to provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and other applicable provisions if any, the Board of Directors of the Company is authorized to borrow any sum or sums of money from time to time for the purpose of the Company, upon such terms and conditions and with/ without security, as the Board of Directors may, in its absolute discretion, think fit and proper, notwithstanding the fact that the money or monies to be

borrowed together with the monies already borrowed by the Company (apart from the temporary loans obtained from the Company's bankers in its ordinary course of business) may exceed, at any time, the aggregate of the paid up capital of the Company and its free reserves, (that is to say, reserved not set apart for any specific purpose), provided, however that the total amount of such borrowings shall not exceed, at any time, a sum of ₹ Fifty Crore only.

## **POLICY ON DISCLOSURES AND INTERNAL PROCEDURE FOR PREVENTION OF INSIDER TRADING**

The provisions of Regulation 9(1) of the SEBI (Prohibition of Insider Trading) Regulations, 2015 will be applicable to our Company immediately upon the listing of its Equity Shares. We shall comply with the requirements of the SEBI (Prohibition of Insider Trading) Regulations, 2015 on listing of Equity Shares on NSE Emerge. The Company Secretary & Compliance Officer will be responsible for setting forth policies, procedures, monitoring and adherence to the rules for the preservation of price sensitive information and the implementation of the Code of Conduct under the overall supervision of the Board.

The Company in compliance with the provisions of Regulation 3(5) and 3(6) of SEBI (PIT) Regulations, 2015 has taken the SDD software and a certificate regarding the Compliance of the same is forming part of the In-principle approval documents.

## **POLICY FOR DETERMINATION OF MATERIALITY OF RELATED PARTY TRANSACTIONS AND ON DEALING WITH RELATED PARTY TRANSACTIONS**

The provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 will be applicable to the Company immediately upon the listing of Equity Shares of the Company on NSE Emerge. We shall comply with the requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 on listing of Equity Shares on NSE Emerge. The Board of Directors at their meeting held on May 06, 2024 have approved and adopted the policy for determination of materiality and determination of materiality of related party transactions and on dealing with related party transactions.

## **TERMS OF APPOINTMENT OF OUR EXECUTIVE DIRECTORS**

### **Managing Director - Mrs. Arnima Gupta**

The Shareholders of the Company at the Extra Ordinary General Meeting held on February 18, 2025, in accordance with the Sections 196 and 197 and 203 read with Schedule V of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 has appointed Mrs. Arnima Gupta as the Managing Director of the Company w.e.f., February 18, 2025 for a period of 3 years on the following terms of Remuneration:

#### **Remuneration/ Perquisites and allowances:**

Mrs. Arnima Gupta shall be paid remuneration including a base pay of ₹ 42,00,000 per annum which may be revised from time to time, variable pay, perquisites and other benefits including employee stock option etc. granted by the Company or its holding company. The Company's contribution to the Provident fund, superannuation, or annuity fund, gratuity payable and encashment of leaves as per the rules of the Company shall be in addition to the aforesaid remuneration.

Increment in salary, variable pay, perquisites and allowances, remuneration by way of incentive/ Bonus/ performance linked incentive, shall be payable to Mrs. Arnima Gupta on the basis of the performance, as per the terms agreed between the Board of Directors and Mrs. Arnima Gupta.

Mrs. Arnima Gupta shall be entitled to be reimbursed in respect of all expenses incurred by him on behalf of Company.

### **Whole-Time Director - Mr. Brij Bhushan Gupta**

The Shareholders of the Company at the Extra Ordinary General Meeting held on February 18, 2025, in accordance with the Sections 196 and 197 and 203 read with Schedule V of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 has appointed Mr. Brij Bhushan Gupta as a Whole Time Director of our Company w.e.f. February 18, 2025 for a period of 3 years on the following terms of Remuneration:

#### **Remuneration/ Perquisites and allowances:**

Mr. Brij Bhushan Gupta shall be paid remuneration including a base pay of ₹ 40,000 per month, which may be revised from time to time, variable pay, perquisites and other benefits, employee stock option etc. granted by the Company or its holding company as specified. The Company's contribution to the Provident fund, superannuation, or annuity fund, gratuity payable and encashment of leaves as per the rules of the Company shall be in addition to the aforesaid remuneration.

Increment in salary, variable pay, perquisites and allowances, remuneration by way of incentive/ Bonus/ performance linked incentive, shall be payable to Mr. Brij Bhushan Gupta on the basis of the performance, as per the terms agreed between the Board of Directors and Mr. Brij Bhushan Gupta.

Mr. Brij Bhushan Gupta shall be entitled to be reimbursed in respect of all expenses incurred by him on behalf of Company.

#### **PAYMENT OR BENEFIT TO DIRECTORS OF OUR COMPANY:**

Details of the remuneration paid to our Directors in the Financial Year 2023-2024 are set forth below.

##### **a. Remuneration to our Executive Directors:**

Details of the remuneration paid to our Executive Directors in the Financial Year 2023-24 are set forth below:

<b>Sr. No.</b>	<b>Name of Executive Director</b>	<b>Details</b>	<b>Amount in Lakhs</b>
1	Vinod Gupta*	Remuneration	18.00
		Bonus	-
2.	Arnima Gupta	Remuneration	13.50
		Bonus	-

\* Mr. Vinod Gupta has resigned from the position of Managing Director w.e.f. February 18, 2025.

##### **b. Remuneration to our Non-Executive Director:**

Our Company during the Financial year 2023-2024, has not paid any remuneration to the Non-Executive Directors and/or Independent Directors of our Company.

##### **c. Siting Fee:**

The Directors (including Independent Directors) of our Company are not entitled to any sitting fee for attending the meeting of the Board of Directors or Committees thereof.

Our Company during the Financial year 2023-2024, has not paid any sitting fee to any of its Directors

##### **d. Payment or benefit to Non-Executive Independent Directors of our Company:**

As per the terms of the appointment, our Company at present do not pay any remuneration to the Independent Directors, by whatever name called like sitting fees, remuneration, commission on profit etc, except for reimbursement of expenses so incurred by the Directors to attend the meeting of the Board or any Committee thereof.

##### **e. Payment of Benefits (Non-Salary Related):**

Except as disclosed above, no amount or benefit has been paid or given within the two (2) years preceding the date of filing of this Draft Red Herring Prospectus or is intended to be paid or given to any of our directors except the remuneration for services rendered and/or sitting fees as Directors.

##### **f. Contingent and Deferred Compensation Payable to Directors:**

There is no contingent or deferred compensation payable to our directors, which does not form part of their remuneration.

##### **g. Bonus or profit-sharing plan of the Directors:**

Our Company does not have any bonus or profit-sharing plan for our Directors.

#### **THE DETAILS OF THE SHAREHOLDING OF OUR DIRECTORS AS ON THE DATE OF THIS DRAFT RED HERRING PROSPECTUS ARE AS FOLLOWS:**

<b>Name of the Shareholder</b>	<b>No. of Equity Shares of face value ₹ 10/- each</b>	<b>Percentage of Pre-Issue Capital (%)</b>	<b>Percentage of Post-Issue Capital (%)</b>
Arnima Gupta	59,15,000	48.40	35.06

Name of the Shareholder	No. of Equity Shares of face value ₹ 10/- each	Percentage of Pre-Issue Capital (%)	Percentage of Post-Issue Capital (%)
Brij Bhushan Gupta	Nil	-	-
Krishna Kumar Singh	Nil	-	-
Shrikant Shriram Modal	Nil	-	-
Nilendra Kumar	Nil	-	-
<b>Total</b>	<b>59,15,000</b>	<b>48.40</b>	<b>35.06</b>

### INTEREST OF OUR DIRECTORS

All our Directors may be deemed to be interested to the extent of remuneration and reimbursement of expenses, if any, payable to them by our Company as well as sitting fees, if any, payable to them for attending meetings of our Board of Directors. For further details, see “Terms of Appointment of our Executive Directors” and “Payment or benefit to Directors of our Company”, on page 172.

Further our directors may be deemed to be interested to the extent of shareholding held by them, their relatives, their companies, firms and trusts, in which they are interested as directors, members, partners, trustees, beneficiaries and promoter and in any dividend distribution which may be made by our Company in the future.

Further, relatives of certain of our Director’s are also shareholders and / or employees of our Company and may be deemed to be interested to the extent of the payment of remuneration made by our Company and dividends declared on the Equity Shares held by them, if any. For the payments that are made by our Company to such relatives of the Directors, see “Restated Financial Information – Annexure X, Annexure XI on page 236 and 238 respectively.

No sum has been paid or agreed to be paid to our directors or to firms or companies in which they are members, in cash or shares or otherwise by any person either to induce them to become, or to qualify them as directors, or otherwise for services rendered by them by such firms or company, in connection with the promotion or formation of our Company.

Except as stated “Restated Financial Information – Annexure X, Annexure XI Related party disclosures as required under AS-18” on page 236 and 238.

### INTEREST IN SIMILAR BUSINESS/ VENTURES

Mrs. Arnima Gupta, Managing Director of our Company who is spouse of Mr. Vinod Gupta, is interested in Armour Security India, a proprietary concern of Mr. Vinod Gupta. The said proprietary concern is engaged in activities similar to that of the Company.

### INTEREST IN PROPERTY OF THE COMPANY

Except as stated in the heading titled “Properties” under the chapter titled “Our Business”, beginning on page 154 of this Draft Red Herring Prospectus, none of our directors have interest in any property acquired, proposed to be acquired or leased to our Company.

### INTEREST IN PROMOTION/ FORMATION OF THE COMPANY

Except Mrs. Arnima Gupta, who is promoter of our Company, none of the Directors are interested in the promotion/ formation of our Company.

### LITIGATION INVOLVING OUR DIRECTORS

For details relating to litigation involving our directors kindly refer to chapter titled “Outstanding Litigation and Material Development” on the page no. 261 of this Draft Red Herring Prospectus.

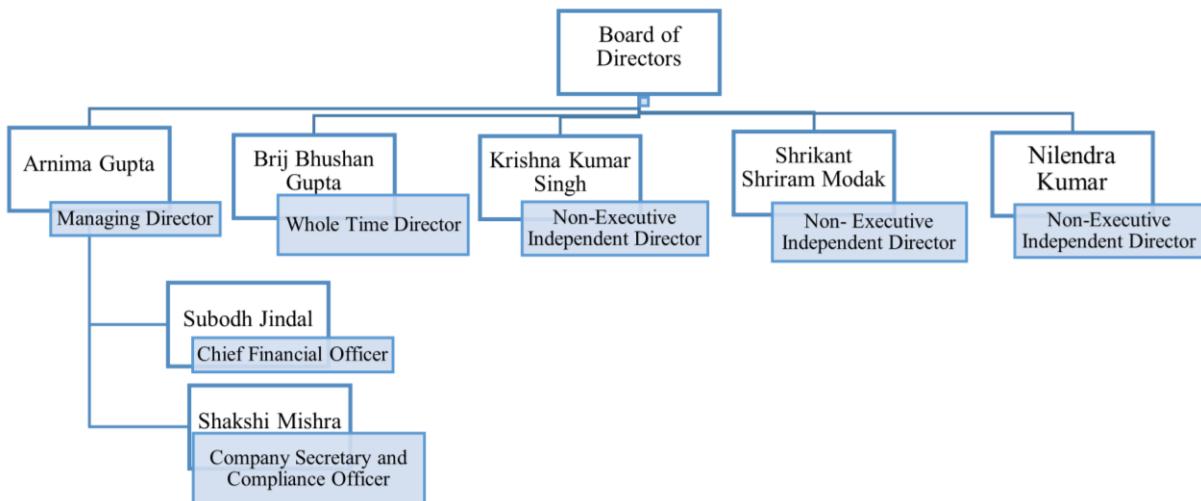
### CHANGES IN OUR BOARD IN THE LAST THREE YEARS

Name of Director	Date of Event	Nature of Event	Reason
Arnima Gupta	January 12, 2024	Change in Designation	Change in designation from Executive Director to Non-Executive Director at the EGM held on November 27, 2023 w.e.f. January 12, 2024

<b>Name of Director</b>	<b>Date of Event</b>	<b>Nature of Event</b>	<b>Reason</b>
Krishna Kumar Singh	January 12, 2024	Appointment	Appointment as Additional Non-Executive Independent Director at the Board Meeting held on January 12, 2024.
Shrikant Shriram Modak	January 12, 2024	Appointment	Appointment as Additional Non-Executive Independent Director at the Board Meeting held on January 12, 2024.
Krishna Kumar Singh	April 23, 2024	Change in Designation	Regularization as Non-Executive Independent Director at the EGM held on April 23, 2024.
Shrikant Shriram Modak	April 23, 2024	Change in Designation	Regularization as Non-Executive Independent Director at the EGM held on April 23, 2024.
Vinod Gupta	May 06, 2024	Change in Designation	Mr. Vinod Gupta (who was executive director since incorporation) was appointed as Managing Director at the Board Meeting held on May 06, 2024 and the appointment was subsequently ratified at the AGM held on September 30, 2024.
Nilendra Kumar	August 17, 2024	Appointment	Appointment as Non-Executive Independent Director at the EGM held on August 17, 2024.
Vinod Gupta	February 18, 2025	Resignation	Resigned as the Managing Director of the Company due to personal and unavoidable reasons w.e.f. February 18, 2025
Arnima Gupta	February 18, 2025	Change in Designation	Mrs. Arnima Gupta was appointed as the Managing Director of the Company at the Extra Ordinary General Meeting held on February 18, 2025.
Brij Bhushan Gupta	February 18, 2025	Appointment	Appointed as a Whole Time Director of the Company at the Extra Ordinary General Meeting held on February 18, 2025.

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## MANAGEMENT ORGANIZATION STRUCTURE



## CORPORATE GOVERNANCE

In addition to the applicable provisions of the Companies Act, 2013 with respect to the Corporate Governance, provisions of the SEBI LODR Regulations will be applicable to our company immediately upon 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 as amended from time to time, the requirement specified in regulations 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V is not applicable to our Company, although we require to comply with requirement of the Companies Act, 2013 wherever applicable. 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, Nomination and Remuneration Committee, Stakeholders Relationship Committee.

Our Company stands committed to good Corporate Governance practices based on the principles such as accountability, transparency in dealing with our stakeholders, emphasis on communication and transparent report.

Our Board functions either on its own or through committees constituted thereof, to oversee specific operational areas. As on the date of this Draft Red Herring Prospectus, our Company has Five Directors comprising of One Managing Director (Women), One Whole Time Director and Three Non-Executive Independent Directors.

## COMMITTEES OF OUR BOARD

Our Board has constituted the following committees including those for compliance with Corporate Governance requirements:

- A) Audit Committee
- B) Stakeholders' Relationship Committee
- C) Nomination and Remuneration Committee

### A) Audit Committee

As per section 177 of the Companies Act, 2013, The Board of Directors of every listed company and such other class or classes of companies, as may be prescribed, shall constitute an Audit Committee. The Audit Committee shall consist of a minimum of three directors with independent directors forming a majority: Provided that majority of members of Audit Committee including its Chairperson shall be persons with ability to read and understand, the financial statement.

Our Audit Committee was originally constituted on May 04, 2024 and was re-constituted on August 20, 2024 pursuant to a Board Resolution. The Audit Committee comprises of:

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Name of the Directors	Designation in Board	Designation in Committee
Mr. Krishna Kumar Singh	Non-Executive Independent Director	Chairman and Member
Mr. Shrikant Shriram Modak	Non-Executive Independent Director	Member
Mr. Nilendra Kumar	Non-Executive Independent Director	Member

The Company Secretary and Compliance Officer of the Company shall act as the Secretary of the Audit Committee.

Set forth below are the scope, functions and the terms of reference of our Audit Committee:

#### **Power/Responsibility of the Audit Committee:**

The Audit Committee shall have powers, including the following:

- a) To investigate any activity within its terms of reference;
- b) To seek information from any employee;
- c) To obtain outside legal or other professional advice;
- d) To secure attendance of outsiders with relevant expertise, if it considers necessary as may be prescribed under the Companies Act, 2013 (together with the rules thereunder) and SEBI Listing Regulations; and
- e) To have full access to information contained in records of Company.
- f) Such other powers as may be prescribed under the Companies Act and SEBI Listing Regulations.

#### **Role of Audit Committee**

The role of the Audit Committee shall include the following:

- 1) Overseeing the Company's financial reporting process and disclosure of its financial information to ensure that its financial statements are correct, sufficient and credible;
- 2) Recommending to the Board for the appointment, re-appointment, replacement, remuneration and terms of appointment of the statutory auditors of the Company;
- 3) Approving payments to the statutory auditors for any other services rendered by the statutory auditors;
- 4) Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board 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;
  - 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; and
  - g. Qualifications and modified opinions in the draft audit report.
- 5) Reviewing, with the management, Quarterly/ half-yearly and annual financial statements before submission to the Board for approval;
- 6) Reviewing, with the management, 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. This also includes monitoring the use/application of the funds raised through the proposed initial public offer by the Company;
- 7) Reviewing and monitoring the statutory auditor's independence and performance, and effectiveness of audit process;
- 8) Approval or any subsequent modifications of transactions of the Company with related parties and omnibus approval for related party transactions proposed to be entered into by the Company subject to such conditions as may be prescribed;
- 9) Scrutiny of inter-corporate loans and investments;
- 10) Valuation of undertakings or assets of the Company, wherever it is necessary;
- 11) Evaluation of internal financial controls and risk management systems;
- 12) Reviewing, with the management, the performance of statutory and internal auditors, and adequacy of the internal control systems;
- 13) 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;
- 14) Discussing with internal auditors on any significant findings and follow up thereon;
- 15) Reviewing 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;

- 16) Discussing 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;
- 17) Looking 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;
- 18) Reviewing the functioning of the whistle blower mechanism;
- 19) Approving the appointment of the chief financial officer or any other person heading the finance function or discharging that function after assessing the qualifications, experience and background, etc. of the candidate;
- 20) Reviewing the utilization of loans and/ or advances from/investment by the holding company in any subsidiary including existing loans / advances / investments;
- 21) Considering and commenting on the rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the Company and its shareholders;
- 22) Such roles as may be delegated by the Board and/or prescribed under the Companies Act, 2013 and SEBI Listing Regulations or other applicable law.

**The Audit Committee shall mandatorily review the following information:**

- 1) management discussion and analysis of financial condition and results of operations;
- 2) management letters / letters of internal control weaknesses issued by the statutory auditors;
- 3) internal audit reports relating to internal control weaknesses;
- 4) the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee; and
- 5) statement of deviations:
  - a. Quarterly/ Half-yearly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) of the SEBI ICDR Regulations;
  - b. Annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7) of the SEBI ICDR Regulations.

**Meetings of the Audit Committee**

Audit committee shall meet at least four times a year with not more than 120 days shall elapse between 2 consecutive meeting.

The quorum for a meeting of the Audit Committee shall either be two members or one-third of the members of the Audit Committee, whichever is greater, with at least two independent directors present.

The Chairperson of the Audit Committee shall be present at the annual general meeting of the Company to answer shareholder queries.

The Audit Committee may invite such executives, as it considers appropriate (and particularly the head of the finance function) to be present at the meetings of the committee, but on occasions it may also meet without the presence of any executives of the Company.

**B) Stakeholders' Relationship Committee:**

As per section 178 (6) of the Companies Act, 2013, The Board of Directors of a Company which consists of more than one thousand shareholders, debenture-holders, deposit-holders, and any other security holders at any time during a financial year shall constitute a Stakeholders Relationship Committee consisting of a chairperson who shall be a non-executive director and such other members as may be decided by the Board.

Our Stakeholders' Relationship Committee was constituted pursuant to a resolution of our Board Meeting dated August 20, 2024. The Stakeholders' Relationship Committee comprises of:

<b>Name of the Directors</b>	<b>Designation in Board</b>	<b>Designation in Committee</b>
Mr. Nilendra Kumar	Non-Executive Independent Director	Chairman and Member
Mr. Shrikant Shriram Modak	Non-Executive Independent Director	Member
Mr. Krishna Kumar Singh	Non-Executive Independent Director	Member

Set forth below are the scope, functions and the terms of reference of our Stakeholders Relationship Committee:

## **Role of Stakeholders' Relationship Committee**

The Stakeholders Relationship Committee shall be responsible for, among other things, as may be required by the under applicable law, the following:

1. To consider and resolve grievances of 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.;
2. To review of measures taken for effective exercise of voting rights by shareholders;
3. To review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar and Share Transfer Agent;
4. to review various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/ statutory notices by the shareholders of the Company;
5. Such other functions / roles as may be delegated to the Committee by the Board and/or as may be required under applicable laws.

## **Meetings of the Stakeholders' Relationship Committee**

Stakeholders' Relationship Committee shall meet at least once a year.

The quorum of the meeting shall be one third of the total strength of the committee or two members, whichever is higher.

The Chairperson of the Stakeholders Relationship Committee shall be present at general meetings of the Company, or in the absence of the Chairperson, any other member of the Stakeholders Relationship Committee authorized by the Chairperson in this behalf.

## **C) Nomination and Remuneration Committee**

As per section 178 of the Companies Act, 2013, The Board of Directors of every listed company and such other class or classes of companies, as may be prescribed shall constitute the Nomination and Remuneration Committee consisting of three or more non-executive directors out of which not less than one-half shall be independent directors: Provided that the chairperson of the company (whether executive or non-executive) may be appointed as a member of the Nomination and Remuneration Committee but shall not chair such Committee.

Our Nomination and Remuneration Committee was originally constituted on May 04, 2024 and was re-constituted on August 20, 2024 pursuant to a Board Resolution. The Nomination and Remuneration Committee comprises of:

<b>Name of the Directors</b>	<b>Designation in Board</b>	<b>Designation in Committee</b>
Mr. Nilendra Kumar	Non-Executive Independent Director	Chairman and Member
Mr. Shrikant Shriram Modak	Non-Executive Independent Director	Member
Mr. Krishna Kumar Singh	Non-Executive Independent Director	Member

Set forth below are the scope, functions and the terms of reference of our Nomination and Remuneration Committee:

- 1) Formulating 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;
- 2) Evaluating 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 of directors of the Company 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 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.
- 3) Formulation of criteria for evaluation of the performance of independent directors and the Board;
- 4) Specify the manner for effective evaluation of performance of Board, its committees and individual directors to be carried out either by the Board, by the Nomination and Remuneration Committee or by an independent external agency and review its implementation and compliance.
- 5) Devising a policy on diversity of the Board;
- 6) Identifying persons, who are qualified to become directors or who may be appointed in senior management in accordance with the criteria laid down, recommending to the Board their appointment and removal;
- 7) Determining 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;

- 8) Recommending to the Board, all remuneration, in whatever form, payable to senior management; and
- 9) Such other functions / roles as may be delegated to the Committee by the Board and/or as may be required under applicable laws.

### **Meetings of the Nomination and Remuneration Committee**

the Nomination and Remuneration Committee shall meet at least once in a year.

The quorum for a meeting of the Nomination and Remuneration Committee shall either be two members or one-third of the members of the Nomination and Remuneration Committee, whichever is greater, with at least one independent director present.

The Chairperson of the Nomination and Remuneration Committee shall be present at general meetings of the Company to answer the shareholder's queries, however, it shall be up to the chairperson to decide who shall answer the queries. In the absence of the Chairperson, any other member of the Nomination and Remuneration Committee may be authorised by the Chairperson in this behalf.

### **KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT**

Our Company has not identified any individuals as Senior Management Personnel. The details of the Key Managerial Personnel as on the date of this Draft Red Herring Prospectus are set out below:

<b>Name</b>	<b>Designation</b>
Arnima Gupta	Managing Director
Brij Bhushan Gupta	Whole Time Director
Subodh Jindal	Chief Financial Officer
Shakshi Mishra	Company Secretary & Compliance Officer

### **PROFILE OF KEY MANAGERIAL PERSONNEL**

*For details relating to Managing Director and Whole Time Director, refer to the chapter titled "Our Management" under the heading "Board of Directors" beginning on page 168 of this Draft Red Herring Prospectus.*

<b>Sr. No.</b>	<b>Particulars</b>	<b>Details</b>
1.	<b>Name</b>	<b>Subodh Jindal</b>
	<b>Designation</b>	Chief Financial Officer
	<b>Date of Joining</b>	He had joined our Company on May 01, 2018 as Senior Accountant and was subsequently promoted as the Chief Financial Officer of the Company w.e.f. April 05, 2024
	<b>Qualification</b>	Bachelor of Commerce from University of Delhi
	<b>Term of Office</b>	NA
	<b>Experience</b>	Mr. Subodh was associated as a senior accountant with our Company since May 2018. He has six years' work experience in the field of Accounting, Finance and Taxation in our Company.
	<b>Details of Previous Employment</b>	Nil
2.	<b>Name</b>	<b>Shakshi Mishra</b>
	<b>Designation</b>	Company Secretary & Compliance Officer
	<b>Date of Joining</b>	November 01, 2024
	<b>Qualification</b>	Member of the Institute of the Company Secretaries of India
	<b>Term of Office</b>	NA
	<b>Experience</b>	Ms. Shakshi has an experience of five years in the secretarial and legal domain. Before joining our Company, she was associated with Camac Commercial Company Limited for a period of around two years and her last designation in the said company was Company Secretary and Compliance Officer. Before that she was associated with KEI Industries Limited for a period of three years and her last designation in the said company was Senior Executive - Legal.
	<b>Details of Previous</b>	1. Camac Commercial Company Limited

<b>Employment</b>	2. KEI Industries Limited
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### **SERVICE CONTRACTS WITH KEY MANAGERIAL PERSONNEL**

Our Key Managerial Personnel have not entered into any service contracts with our Company which provide for any benefits upon termination/ retirement benefits of their employment in our Company.

### **RELATIONSHIP AMONG KEY MANAGERIAL PERSONNEL AND AMONG KEY MANAGEMENT PERSONNEL AND DIRECTORS**

None of the Key Managerial Personnel of the Company are related to each other and/or to the Directors of the Company within the meaning of Section 2(77) of the Companies Act, 2013.

### **ARRANGEMENT OR UNDERSTANDING WITH MAJOR SHAREHOLDERS, CUSTOMERS, SUPPLIERS OR OTHERS PURSUANT TO WHICH ANY OF THE KEY MANAGERIAL PERSONNEL WAS SELECTED AS A KEY MANAGERIAL PERSONNEL**

None of the Key Managerial Personnel has been selected pursuant to any arrangement or understanding with major shareholders, customers, suppliers or others, as key managerial personnel of the Company.

None of the KMPs of our Company are nominated by any of the shareholders of our Company.

### **REMUNERATION/ COMPENSATION PAID TO OUR KEY MANAGERIAL PERSONNEL**

Details of remuneration paid to Key Managerial Personnel in previous year (FY 2023-24) is as follows:

<b>Sr. No.</b>	<b>Name of Key Managerial Personnel</b>	<b>Details</b>	<b>Amount in Lakhs</b>
1	<b>Arnima Gupta</b>	Remuneration	13.50
		Bonus	NA
2	<b>Brij Bhushan Gupta*</b>	Remuneration	0.30
		Bonus	NA
3.	<b>Subodh Jindal**</b>	Remuneration	6.00
		Bonus	NA
4.	<b>Shakshi Mishra</b>	Remuneration	NA
		Bonus	NA

\*Mr. Brij Bhushan Gupta was appointed as Whole-Time Director w.e.f. February 18, 2025, his remuneration includes the salary received prior to assuming the position of Whole-Time Director in the Company during the financial year 2023-24.

\*\* Mr. Subodh Jindal was appointed as Chief Financial Officer w.e.f. April 05, 2024, his remuneration includes the salary received prior to assuming the position of Chief Financial Officer in the Company during the financial year 2023-24.

### **BONUS AND/ OR PROFIT-SHARING PLAN FOR THE KEY MANAGERIAL PERSONNEL**

Our Company does not have any bonus and/ or profit sharing plan for the Key Managerial Personnel. However, our Company makes bonus payments to the employees based on their performances, which is as per their terms of appointment.

### **CONTINGENT AND DEFERRED COMPENSATION PAYABLE TO KEY MANAGERIAL PERSONNEL**

There is no contingent or deferred compensation payable to Key Managerial Personnel, which does not form part of their remuneration.

### **STATUS OF KEY MANAGEMENT PERSONNEL IN OUR COMPANY**

All our Key Managerial Personnel are permanent employees of our Company.

### **SHAREHOLDING OF KEY MANAGEMENT PERSONNEL IN OUR COMPANY**

The details of the shareholding of our Key Managerial Personnel as on the date of this Draft Red Herring Prospectus are as follows:

Sr. No.	Name of the KMP	Designation	No. of Equity Shares of face value ₹ 10/- each	Percentage of Pre-Issue Capital (%)	Percentage of Post-Issue Capital (%)
1	<b>Arnima Gupta</b>	Managing Director	59,15,000	48.40	35.06
2	<b>Brij Bhushan Gupta</b>	Whole Time Director	NIL	NA	NA
3	<b>Subodh Jindal</b>	Chief Financial Officer	NIL	NA	NA
4	<b>Shakshi Mishra</b>	Company Secretary and Compliance Officer	NIL	NA	NA
<b>Total</b>			<b>59,15,000</b>	<b>48.40%</b>	<b>35.06</b>

#### CHANGES IN COMPANY'S KEY MANAGERIAL PERSONNEL DURING THE LAST THREE (3) YEARS

Changes in our Key Management Personnel during the three years immediately preceding the date of this Draft Red Herring Prospectus are set forth below:

Name of KMP	Event	Date of Appointment/ Change
<b>Subodh Jindal</b>	Appointment as Chief Financial Officer	April 05, 2024
<b>Anshu Singh</b>	Appointment as Company Secretary and Compliance Officer	April 05, 2024
<b>Vinod Gupta</b>	Change in designation from Executive Director to Managing Director	May 06, 2024
<b>Anshu Singh</b>	Resignation as Company Secretary and Compliance Officer due to personal reasons	October 31, 2024
<b>Shakshi Mishra</b>	Appointment as Company Secretary and Compliance Officer	November 01, 2024
<b>Vinod Gupta</b>	Resignation as Managing Director of our Company due to personal and unavoidable reasons.	February 18, 2025
<b>Arnima Gupta</b>	Appointment as Managing Director	February 18, 2025
<b>Brij Bhushan Gupta</b>	Appointed as a Whole Time Director	February 18, 2025

#### ATTRITION OF KEY MANAGERIAL PERSONNEL

The Company became the public Company w.e.f. May 03, 2024. The provisions of Section 203 of the Companies Act, 2013, with respect to KMPs became applicable to the Company only after conversion to Public Company. As the Company has not completed one full financial year from May 03, 2024 appropriate attrition ratio under the category of KMP cannot be calculated.

#### EMPLOYEE SHARE PURCHASE AND EMPLOYEE STOCK OPTION PLAN

Our Company does not have an employee stock option scheme as on the date of this Draft Red Herring Prospectus.

#### PAYMENT OF BENEFITS TO KMPs OF OUR COMPANY (NON-SALARY RELATED)

No non-salary related amount or benefit has been paid or given to any Key Management Personnel of our Company within the two years preceding the date of filing of this Draft Red Herring Prospectus or is intended to be paid or given, other than in the ordinary course of their employment.

#### INTERESTS OF KEY MANAGEMENT PERSONNEL

None of our Key Management Personnel has any interest in our Company except to the extent of their remuneration, benefits, reimbursement of expenses incurred by them in the ordinary course of business, interest in the properties of the Company as disclosed in heading titled “*Properties*” under the chapter titled “*Our Business*”, beginning on page 154 of this Draft Red Herring Prospectus and “Interest in similar Business/Ventures” as disclosed under the heading titled “*Interest in similar business*” under the chapter titled “*Our Management*” on page number 174 of this Draft Red Herring Prospectus. Our Key Managerial Personnel may also be interested to the extent of Equity Shares, if any, held by them and any dividend payable to them and other distributions in respect of such Equity Shares.

**NUMBER OF BUSINESS CORRESPONDENTS AND WHETHER ANY BUSINESS CORRESPONDENT IS RELATED TO PROMOTERS, DIRECTORS OR KMPs.**

The Company has not appointed any business correspondent

**PREMISES LEASED FROM PROMOTER/PROMOTER GROUP/DIRECTOR/KMP OF THE COMPANY/GROUP COMPANY/ASSOCIATE/SUBSIDIARY OR ANY OF THEIR RELATIVES**

Except as stated in the heading titled “Properties” under the chapter titled “Our Business”, beginning on page 154 of this Draft Red Herring Prospectus, there are no other properties which are leased by our Company from our Promoter/ Promoter Group/ Director/ KMP of the Company/ Group Company/ Associate/ Subsidiary or any of their relatives.

**NAME OF ANY OF THE DIRECTORS APPEARING IN THE LIST OF DIRECTORS OF STRUCK-OFF COMPANIES BY ROC/ MCA.**

*Please refer risk factor number 8, 12 of Section “Risk Factors” on page 32 and 35 respectively of this Draft Red Herring Prospectus for details of the names of the Directors appearing in the list of Directors of struck-off Companies by ROC/ MCA*

**DETAILS OF DIRECTORS DISQUALIFIED UNDER SECTION 164(2) OF THE COMPANIES ACT, 2013**

*Please refer risk factor number 8, 12 of the Section “Risk Factors” on page number 32 and 35 respectively of this Draft Red Herring Prospectus for details of the Directors disqualified under section 164(2) of the Companies Act, 2013.*

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## OUR PROMOTER AND PROMOTER GROUP

### OUR PROMOTER

As on the date of this Draft Red Herring Prospectus, the Promoters of our Company are Mr. Vinod Gupta and Mrs. Arnima Gupta.

As on the date of this Draft Red Herring Prospectus, Mr. Vinod Gupta holds 59,15,000 Equity Shares & Mrs. Arnima Gupta holds 59,15,000 Equity Shares, representing 96.80% of the Pre-Issue Equity Share capital and representing 70.12% of the Post-Issue Equity Share capital, respectively of our Company.

For further details, see the chapter “Capital Structure under the heading “Shareholding of our Promoters and Promoter Group” on page 84 of this Draft Red Herring Prospectus.

Our Promoter and Promoter Group will continue to hold the majority of our post- Issue paid-up equity share capital of our Company.

<b>MR. VINOD GUPTA</b>	
<b>Qualification</b>	Bachelor of Arts in the Year 1995 from Delhi University
<b>Date of Birth</b>	June 15, 1974
<b>Age</b>	50
<b>Address</b>	B-105, Second Floor, Defence Colony, South Delhi, Lajpat Nagar, Delhi - 110024 India
<b>Experience in Business</b>	25 years
<b>Occupation</b>	Business
<b>Permanent Account Number</b>	ADHPG4907G
<b>Passport Number</b>	Z5524572
<b>No. of Equity Shares held in Company [% of Shareholding (Pre-Issue)]</b>	59,15,000 Equity Shares [48.40%]
<b>DIN</b>	00530291
<b>Brief Biography</b>	Mr. Vinod Gupta, aged 50 years, is one of the promoter of our Company. Mr. Vinod Gupta has completed his Bachelor of Arts in the Year 1995 from Delhi University, he carries experience of about 25 years in the Manpower industry. With his vast experience he has gained a deep understanding of the private security sector and Facility Management including trends, regulations, and best practices.
<b>Position/posts held in the past</b>	Mr. Vinod Gupta was the Executive Director of the company from incorporation to September 15, 2017. Subsequently he was the executive director of the Company from November 01, 2021 to May 05, 2024. Further he was the Managing Director of our Company from May 06, 2024 to February 18, 2025.
<b>Other Ventures of the Promoter</b>	<b>Companies</b> 1. Viarn Infrastructure Private Limited 2. Armour IT Solutions Private Limited (Under process of voluntary strike off) <b>Properitorship Concerns</b> Armour Security India

<b>Special Achievements</b> <b>Other Directorships</b>	NA 1. Viarn Infrastructure Private Limited 2. Armour IT Solutions Private Limited (Under process of voluntary strike off)	
	<b>Mrs. Arnima Gupta</b>	
	<b>Qualification</b>	Bachelor of Arts in the Year 2004 from Chaudhary Charan Singh University, Meerut
	<b>Date of Birth</b>	January 11, 1984
	<b>Age</b>	41
	<b>Address</b>	B-105, Second Floor, Defence Colony, South Delhi, Lajpat Nagar, Delhi - 110024 India
	<b>Experience in Business</b>	16 years
	<b>Occupation</b>	Business
	<b>Permanent Account Number</b>	AIWPG1284A
	<b>Passport Number</b>	Z5524523
	<b>No. of Equity Shares held in Company [% of Shareholding (Pre-Issue)]</b>	59,15,000 Equity Shares [48.40%]
<b>DIN</b>	02212966	
<b>Brief Biography</b>	<p>Arnima Gupta, aged 41 years, is one of the promoter of our Company. She has been part of Board since July 01, 2008 and has been appointed as Managing Director of our company w.e.f. February 18, 2025. She has completed her Bachelor of Arts in 2004 from Chaudhary Charan Singh University, Meerut. She carries with her an experience of more than 15 years in the Manpower Industry. In our company she is responsible for the overall management of the Company which includes but not limited to setting new strategies for our company, business development, financial decision, identification and mitigation of risk etc.</p>	
<b>Position/posts held in the past</b>	<p>Mrs. Arnima Gupta was appointed as Executive Director of our Company on July 01, 2008. Later with effect from January 12, 2024 she was designated as Non-Executive Women Director of our Company and on February 18, 2025 she was appointed as Managing Director of our Company.</p>	
<b>Other Ventures of the Promoter</b>	<b>Companies</b> 1. Viarn Infrastructure Private Limited 2. Armour IT Solutions Private Limited (Under process of voluntary strike off)	
<b>Special Achievements</b>	NA	
<b>Other Directorships</b>	1. Viarn Infrastructure Private Limited 2. Armour IT Solutions Private Limited (Under process of voluntary strike off) 3. Bindrite Welding Private Limited	

## DECLARATION

- We confirm that the Permanent Account Number, Bank Account number, Passport number, Aadhaar Card number and driving license number of our Promoter have been submitted to the Stock Exchange at the time of filing of the Draft Red Herring Prospectus with the Stock Exchange.
- None of our Promoter or Promoter Group are categorized as a willful defaulter or a fraudulent borrower, as defined under Regulation 2(1)(III) of SEBI ICDR Regulations.
- None of our Promoters or Promoter Group have been declared as fugitive economic offenders as defined in Regulation 2(1)(p) of the SEBI ICDR Regulations, nor have been declared as a ‘fugitive economic offender’ under Section 12 of the Fugitive Economic Offenders Act, 2018
- None of the Promoters of our Company are debarred from accessing the capital market by SEBI.
- No violations of securities law have been committed by our Promoter or members of our Promoter Group in the past or is currently pending against them.
- None of (i) our Promoter and members of our Promoter Group or persons in control of or on the boards of bodies corporate forming part of our Group Companies (ii) the Companies with which any of our Promoter are or were associated as a promoter, director or person in control, are debarred or prohibited from accessing the capital markets or restrained from buying, selling, or dealing in securities under any order or directions passed for any reasons by the SEBI or any other authority or refused listing of any of the securities issued by any such entity by any stock exchange in India or abroad.
- Except as disclosed in the heading titled --- under the chapter titled “our promoter and promoter group” on page no. 184 of the Draft Red Herring Prospectus and the outstanding Litigation by and against our promoters as detailed in the chapter titled “Outstanding Litigation And Material Development” on page no.261 of this Draft Red Herring Prospectus, there are no other actions taken or pending against our Promoters by any regulatory authorities in India or abroad.
- Our Promoters have not pledged any shares held by them in our Company with any lender.

## UNDERTAKING/ CONFIRMATIONS

None of our Promoter or Promoter Group or Group Company or person in control of our Company has been:

- prohibited or debarred from accessing or operating in the capital market or restrained from buying, selling or dealing in securities under any order or direction passed by SEBI or any other authority or
- refused listing of any of the securities issued by such entity by any stock exchange, in India or abroad.
- No material regulatory or disciplinary action is taken by any stock exchange or regulatory authority in the past one year in respect of our Promoters, Group Company and Company promoted by the promoters of our company.
- There are no defaults in respect of payment of interest and principal to the debenture / bond / fixed deposit holders, banks, FIs by our Company, our Promoters, Group Company and Company promoted by the promoters during the past three years.
- The litigation record, the nature of litigation, and status of litigation of our Company, Promoters, Group company are disclosed in chapter titled “Outstanding Litigations and Material Developments” beginning on page 261 of this Draft Red Herring Prospectus.

## RELATIONSHIP BETWEEN THE PROMOTERS

Except as mentioned below, none of the Promoters of the Company are related to each other within the meaning of Section 2(77) of the Companies Act, 2013.

Name of the Promoter	Other Promoter	Relationship
Vinod Gupta	Arnima Gupta	Spouse
Arnima Gupta	Vinod Gupta	Spouse

## CHANGE IN THE CONTROL AND PROMOTERS OF THE OUR COMPANY IN LAST FIVE YEARS

There has been no change in the Control and Promoters of our company in the last five years.

## COMMON PURSUITS/ CONFLICT OF INTEREST

Save and except for Mr. Vinod Gupta none of our Promoters are engaged in business activities similar to that of our Company and accordingly, there is no common pursuits amongst Promoters and our Company. We shall adopt the necessary procedures and practices as permitted by law to address any conflict situation as and when they arise.

## INTERESTS OF PROMOTERS

Our Promoters are interested in our Company to the extent (i) that they have promoted our Company; (ii) of their shareholding and the shareholding of relatives in our Company and the dividend payable, if any and other distributions in respect of the Equity Shares held by them or the relatives; (iii) of being Director of our Company and the remuneration, sitting fees and reimbursement of expenses payable by our Company to them; (iv) that they provided personal guarantees for the loans availed by our Company; (v) of their relatives having been appointed to places of profit in our Company; and (vi) that our Company has undertaken transactions with them, or their relatives or entities in which our Promoters hold shares.

For details regarding the shareholding of our Promoters and Promoter Group in our Company, please refer the head “Details of Build-up of our Promoter’s Shareholding” and head “Shareholding of our Promoters and Promoter Group” in the chapter titled “***Capital Structure***” beginning on page 84 of this Draft Red Herring Prospectus.

For details regarding the relatives having been appointed to places of profit in our Company, please refer Chapter titled “Our Management” beginning on page 168 of this Draft Red Herring Prospectus & Chapter titled “***Related Party Transactions***” beginning on page 242 of this Draft Red Hearing Prospectus.

For details regarding the transaction undertaken by our company with the promoters, promoter group, entities in which our Promoters hold shares, please refer Chapter titled “***Related Party Transactions***” beginning on page 242 of this Draft Red Herring Prospectus.

Our Promoters are not interested as a member of a firm or company, and no sum has been paid or agreed to be paid to our Promoters or to any firm or company in cash or shares or otherwise by any person either to induce them to become, or to qualify them as a directors, promoters or otherwise for services rendered by such Promoters or by such firm or company, in connection with the promotion or formation of our Company.

Our Promoters have not provided any personal guarantees for the loans availed by our Company.

## INTEREST IN PROPERTY, LAND, CONSTRUCTION OF BUILDING AND SUPPLY OF MACHINERY

Except as stated in the heading titled “Properties” under the chapter titled “Our Business”, beginning on page 154 of this Draft Red Herring Prospectus, Our Promoters have no interest, whether direct or indirect, in any property acquired by or leased to our Company within the preceding three years from the date of this Draft Red Herring Prospectus or proposed to be acquired by it, or in any transaction by our Company with respect to the acquisition of land, construction of building or supply of machinery.

## PAYMENT OR BENEFIT TO PROMOTERS OF OUR COMPANY

For details of payments or benefits paid to our Promoters during the two years preceding the filing of this Draft Red Herring Prospectus, please refer to Annexure X, XI of “Restated Statement of Related Party Transactions” under chapter titled “Restated Financial Statements” on page 236 and 238 respectively of this Draft Red Herring Prospectus. Further our Company does not intends to make any payments and/or providing benefits to our Promoters, Promoter Group except in the ordinary course of business.

## MATERIAL GUARANTEES

Our Promoter have not given any material guarantees to any third parties with respect to the Equity Shares, as on the date of this Draft Red Herring Prospectus.

**COMPANIES WITH WHICH OUR PROMOTERS HAVE DISASSOCIATED IN THE LAST THREE YEARS**

Armour IT Solutions Private Limited, a Company promoted by the Promoters of the Company is under the process of voluntary strike off, Except the aforesaid Company, our Promoters have not disassociated themselves as a promoter(s) from any Company in three years preceding the date of the Draft Red Herring Prospectus.

**NAME OF ANY OF THE PROMOTER APPEARING IN THE LIST OF DIRECTORS OF STRUCK-OFF COMPANIES BY ROC/ MCA.**

Please refer risk factor number 8 of Section “Risk Factors” on page number 32 of this Draft Red Herring Prospectus for details of the names of the Promoters appearing in the list of Directors of struck-off Companies by ROC/ MCA

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## OUR PROMOTER GROUP

Apart from our Promoters, as per Regulation 2(1)(pp) of the SEBI ICDR Regulations, the following individuals and entities shall form part of our Promoter Group:

### A. NATURAL PERSONS WHO ARE PART OF THE PROMOTER GROUP

As per Regulation 2(1) (pp) of the SEBI (ICDR) Regulations, the Natural persons who are part of the Promoter Group (due to their relationship with the Promoter), other than the Promoter, are as follows:

Name of Relatives of Mr. Vinod Gupta	Relationship
Late Shri Rajpal Gupta	Father
Late Smt. Har Pyari Devi Gupta	Mother
Arnima Gupta	Spouse
Ravinder Gupta, Ashok Gupta, Bhavneesh Gupta, Mayur Gupta	Brother
Veena Gupta, Shashi Gupta	Sister
Viarnraj Gupta	Son
Rachel Gupta	Daughter
Ram kishan	Spouse's Father
Aruna Gupta	Spouse's Mother
-	Spouse's Brother
Shweta Gupta, Payal Gupta	Spouse's Sister

Name of Relatives of Mrs. Arnima Gupta	Relationship
Ram kishan	Father
Aruna Gupta	Mother
Vinod Gupta	Spouse
-	Brother
Shweta Gupta, Payal Gupta,	Sister
Viarnraj Gupta	Son
Rachel Gupta	Daughter
Late Shri Rajpal Gupta	Spouse's Father
Late Smt. Har Pyari Devi Gupta	Spouse's Mother
Ravinder Gupta, Ashok Gupta, Bhavesh Gupta, Mayur Gupta	Spouse's Brother
Veena Gupta, Shashi Gupta	Spouse's Sister

### B. ENTITIES FORMING PART OF PROMOTER GROUP:

#### ➤ Companies

- **Armour IT Solutions Private Limited (Under process of voluntary strike off)**

Armour IT Solutions Private Limited is a closely held company, having its registered office situated at SIB-87 Second Floor, Defence Colony Kotla Fly Over New Delhi, Delhi, India - 110024. The company was incorporated on September 17, 2015, under the provisions of Companies Act, 2013. The corporate identification number of Armour IT Solutions Private Limited is U72300DL2015PTC285335 and the company is engaged in the Service Sector.

The Promoters of our Company i.e. Mr. Vinod Gupta and Mrs. Arnima Gupta are the Directors and Promoters of Armour IT Solutions Private Limited.

- **Viarn Infrastructure Private Limited**

Viarn Infrastructure Private Limited is a closely held company having its registered office at B-87, Second Floor, Defence Colony, New Delhi, Delhi, India - 110024. The company was incorporated on July 07, 2009, under the

provisions of Companies Act, 1956. The corporate identification number of Viarn Infrastructure Private Limited is U70109DL2009PTC191966 and the company is engaged in the Infrastructure Business.

The Promoters of our Company i.e. Mr. Vinod Gupta and Mrs. Arnima Gupta are the Directors and Promoters of Viarn Infrastructure Private Limited.

➤ **LLPs**

There are no LLPs forming a part of the Promoters Group.

➤ **Partnership Firms**

There are no partnership firms forming a part of the Promoters Group.

➤ **H.U.F.**

**Vinod Gupta and sons HUF**

**Members of HUF:**

Name of the Person	Designation
Vinod Gupta	Karta
Arnima Gupta	Member
Viarnraj Gupta	Member
Rachel Gupta	Member

➤ **Proprietary concern**

Armour Security India, Proprietary concern of Mr. Vinod Gupta.

➤ **Other Persons forming part of Promoters Group**

There are no other people forming a part of the Promoters Group.

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## GROUP ENTITIES OF OUR COMPANY

In terms of the SEBI (ICDR) Regulations, the term “group companies”, includes:

- a) such companies (other than promoter(s) and subsidiary(ies)) with which the relevant issuer company had related party transactions during the period for which financial information is disclosed, as covered under applicable accounting standards, and
- b) any other companies considered material by the Board of Directors of the relevant issuer company.

Accordingly, for (a) above, all such companies (other than our Subsidiaries) with which there were related party transactions during the periods covered in the Restated Financial Statements, as covered under the applicable accounting standards, shall be considered as Group Companies in terms of the SEBI (ICDR) Regulations. For the purpose of avoidance of doubt and pursuant to regulation 2(1)(t) of SEBI (ICDR) Regulations, 2018 it is clarified that our Subsidiaries will not be considered as Group Companies.

With respect to (b) above, the board at its meeting held on May 06, 2024 has adopted the Materiality Policy and has considered group companies of our Company to be such companies (other than the companies categorized under (a) above) that are a part of the Promoter Group (as defined in Regulation 2(1)(pp) of the SEBI ICDR Regulations) and with which our company has entered into one or more transactions during the most recent Financial Year as included in the Restated Financial Statements, that which individually or cumulatively exceeds 10% of the revenue of our Company derived from the Restated Financial Information of the last completed full financial year.

Accordingly, in accordance with the SEBI ICDR Regulations and the terms of the Materiality Policy for identification of the group companies, our Board has identified the following as Group Companies:

Sr. No.	Name of Group Entities	Registered Office Address
1	Viarn Infrastructure Private Limited	B-87, Second Floor, Defence Colony, New Delhi, Delhi, India, 110024

### DETAILS OF VIARN INFRASTRUCTURE PRIVATE LIMITED

#### Financial Information:

Information with respect to reserves (excluding revaluation reserves), sales, profit after tax, earnings per share, diluted earnings per share and net asset value, derived from the audited standalone financial statements of respective group company for the last three financial years are available on our Company's website at <https://www.armoursecurities.com/>

#### Common pursuits

Our group company is not engaged in business activities similar to that of our Company and accordingly, there is no common pursuits amongst our Company and our group company. We shall adopt the necessary procedures and practices as permitted by law to address any conflict situation as and when they arise.

#### Nature and extent of interest of Group Company

##### In the promotion of our Company

As on the date of this Draft Red Herring Prospectus, our group company does not have any interest in the promotion or formation of our Company

##### Interest in property, land, construction of building and supply of machinery

Our group company have no interest, whether direct or indirect, in any property acquired by our Company within the preceding three years from the date of this Draft Red Herring Prospectus or proposed to be acquired by it, or in any transaction by our Company with respect to the acquisition of land, construction of building or supply of machinery.

**Related Business Transactions within our Group Company and significance on the financial performance of our Company**

Except as set forth in “Restated Financial Information - Related Party Transactions” on page 242 of this Draft Red Herring Prospectus, no other related party transactions have been entered into between our Group Company and our Company.

**Business Interests of Group Company**

Except as set forth in “Restated Financial Information - Related Party Transactions” on page 242 of this Draft Red Herring Prospectus and in the ordinary course of business, our Group Company do not have or currently propose to have any business interest in our Company.

**Litigation**

There is no pending litigation involving our group company which has a material impact on our Company. However, for details of outstanding litigation against our Company and Group Company, refer chapter titled “Outstanding Litigations and Material Developments” beginning on page 261 of this Draft Red Herring Prospectus.

**Confirmations**

Our Group Company does not have any securities listed on the stock exchange.

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## **DIVIDEND POLICY**

Our Company does not have any formal dividend policy for the equity shares. Our Company can pay Final dividends upon a recommendation by Board of Directors and approval by majority of the members at the General Meeting of the shareholders subject to the provisions of the Articles of Association and the Companies Act, 2013. The Members of our Company have the right to decrease, not to increase the amount of dividend recommended by the Board of Directors. The Articles of Association of our Company also gives the discretion to Board of Directors to declare and pay interim dividends.

Our Company has not declared any dividend on the Equity Shares for the period covered in Restatement of Accounts as per our Restated Financial Statements

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 which shall be arrived at after providing for depreciation in accordance with the provisions of Companies Act, 2013. The declaration and payment of dividend will depend on a number of factors, including but not limited to the results of operations, earnings, capital requirements and surplus, general financial conditions, applicable Indian legal restrictions, contractual obligations and restrictions, restrictive covenants under the loan and other financing arrangements to finance the various projects of our Company and other factors considered relevant by our Board of Directors.

Interim Dividend/Dividends are payable within 30 days of approval by the Board of Directors of our Company or the Equity Shareholders at the annual general meeting of our Company, respectively. When dividends are declared, all the Equity Shareholders whose names appear in the register of members of our Company as on the “record date” are entitled to be paid the dividend declared by our Company. Any Equity Shareholder who ceases to be an Equity Shareholder prior to the record date, or who becomes an Equity Shareholder after the record date, will not be entitled to the dividend declared by our Company.

Our Company has not declared any dividends on the Equity Shares during the last three financial years, and the period from March 31, 2024 until the date of this Red Herring Prospectus. Our Company’s corporate actions pertaining to payment of dividends in the past are not to be taken as being indicative of the payment of dividends by our Company in the future.

*(For the above details relating dividend, we have relied upon the certificate dated February 24, 2025, UDIN – 25099065BMNURR4553 issued by the Statutory Auditors of the Company i.e., M/s. PDMS & Co., Chartered Accountant)*

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**SECTION-VII FINANCIAL INFORMATION**  
**RESTATED FINANCIAL STATEMENTS**

**INDEPENDENT AUDITOR'S EXAMINATION REPORT ON STANDALONE RESTATED FINANCIAL INFORMATION OF M/s ARMOUR SECURITY (INDIA). LTD.**

**(As required by Section 26 of Companies Act, 2013 read with Rule 4 of Companies (Prospectus and Allotment of Securities) Rules, 2014)**

**To,**  
**The Board of Directors**  
**Armour Security (India) Ltd.**  
**B-87, Second Floor Defence Colony New Delhi,**  
**Delhi, India, 110024**

Dear Sir,

**Reference:** Proposed Public Issue of Equity Shares of Armour Security (India) Ltd.

1. We have examined the attached Restated Financial Information of **Armour Security (India) Limited** (the “Company” or the “Issuer”) comprising the Restated Balance Sheet Statement of Asset and Liabilities as at September 30th, 2024, March 31, 2024, March 31, 2023 and March 31, 2022, the Restated Statement of Profit & Loss Account and Restated Statement of Cash Flow for the period ended on September 30th, 2024, March 31, 2024, March 31, 2023 and March 31, 2022, the summary statement of significant accounting policies, and other explanatory information (collectively, the “**Restated Standalone Financial Information**”), as approved by the Board of Directors of the company for the purpose of inclusion in the Draft Prospectus/Prospectus prepared by the Company in connection with its proposed SME Initial Public Offer (“**SME IPO**”) of equity shares at SME Platform of NSE Limited (“**NSE SME MERGE**”).
2. These Restated Summary Statements 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 (“ICDR Regulations”), as amended time to time; 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 Draft Prospectus /Prospectus to be filed with the stock exchanges where the equity shares of the Company are proposed to be listed, in connection with the proposed SME IPO. The Restated Standalone Financial Information have been prepared by the management of the Company on the basis of preparation stated in Annexure IV to the Restated Standalone Financial Information.

The respective Board of Directors of the Company are responsible for designing, implementing, and maintaining adequate internal control relevant to the preparation and presentation of the Restated Standalone 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 Standalone 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 in connection with the proposed IPO of equity shares of the issuer;
  - b) The Guidance Note. 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 Standalone 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 Standalone Financial Information have been compiled by the management from the Audited Standalone Financial Statements of the Company for the six-month period ended on September 30th, 2024, and financial years ended on March 31, 2024, March 31, 2023, and March 31, 2022, which has been approved by the Board of Directors.

- a) We have Audited the special purpose standalone financial statements of the company as at and for the six months period ended on September 30th, 2024, prepared by the company in accordance with Indian Accounting Standard (Indian GAAP) for the limited purpose of complying with the requirement of Restated Audited Financial statements in the offer documents should not be more than six months old from the issue opening date as required by ICDR Regulations in relation to the proposed IPO. We have issued our report dated 24 February 2025 on this special purpose which have been approved by the Board of Directors at their meeting held on February 24, 2025.
- b) Audited financial statements of the Company as at and for the years ended March 31, 2024, 2023 and 2022 prepared in accordance with the Indian Accounting Standards (Indian GAAP) which had been approved by the Board of Directors at their meeting held on August 28, 2024, September 06, 2023 and November 30, 2022 respectively

6. For the purpose of our examination, we have relied on:

- a) Auditors' Report issued by previous auditor dated on September 06, 2023, and September 02, 2022, on the standalone financial statements of the company as at and for the years ended March 31, 2023 and 2022, as referred in Paragraph 5(b) above.

The audits for the financial years ended March 31 2023 and 2022 were conducted by previous auditors Nikhil Arora and Associates, Chartered Accountants (the " Previous Auditors"), and accordingly reliance has been placed on the restated standalone statement of assets and liabilities and the restated standalone statements of profit and loss and cash flow statements, the Summary Statement of Significant Accounting Policies, and other explanatory information and examined by them for the said years.

7. Based on our examination and according to the information and explanations given to us and also as per the reliance placed on the audit report submitted by the Previous Auditors for the respective years, we report that the Restated Standalone Financial Information:

- a) The "**Restated standalone Summary Statement of Assets and Liabilities**" as set out in **Annexure I** to this report, of the Company as at and for the for the six-month period ended on September 30th, 2024, and financial years ended on March 31, 2024, March 31, 2023, and March 31, 2022 are prepared by the Company and approved by the Board of Directors. These Restated standalone 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 Standalone Summary Statement of Profit and Loss**" as set out in **Annexure II** to this report, of the Company as at and for the six-month period ended on September 30, 2024, and financial years ended on March 31, 2024, March 31, 2023, and March 31, 2022 are prepared by the Company and approved by the Board of Directors. These Restated Standalone 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 of Annexure V** to this Report.
- c) The "**Restated Standalone Summary Statement of Cash flow**" as set out in **Annexure III** to this report, of the Company as at and for the six-month period ended on September 30, 2024, and financial years ended on March 31, 2024, March 31, 2023, and March 31, 2022 are prepared by the Company and approved by the Board of Directors. These Restated Standalone 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 of Annexure V** to this Report.
- d) The Restated Standalone 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) There are no extra-ordinary items that need to be disclosed separately in the accounts and requiring adjustments.

h) There were no qualifications in the Audit Reports issued by the Statutory Auditors as at and for the for the six-month period ended on September 30, 2024, and financial years ended on March 31, 2024, March 31, 2023, and March 31, 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 Policies and Notes to Accounts as set out in **Annexure IV of Annexure V** to this report;

j) There were no changes in accounting policies.

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.

m) Adequate disclosure has been made in the financial statements as required to be made by the issuer as per schedule III of the Companies Act, 2013.

n) The accounting standards prescribed under the Companies act, 2013 have been followed.

o) The financial statements present a true and fair view of the company's accounts.

8. We have also examined the following financial information ("Other Financial Information") proposed to be included in the offer document prepared by the management and approved by the board of directors of the company and annexed to this report:

Particulars	Note No. of Annexure V
Restated Share capital	1.1
Restated Reserves and surplus	1.2
Restated Long-term borrowings	1.3
Restated Other Non-Current Liabilities	1.4
Restated Long-term Provisions	1.5
Restated Short-term borrowings	1.6
Restated Trade payables	1.7
Restated Other current liabilities	1.8
Restated Short-term provisions	1.9
Restated Property, Plant & Equipment	1.10
Restated Deferred Tax Asset	1.11
Restated Non-Current Investments	1.12
Restated Other non-current assets	1.13
Restated Inventories	1.14
Restated Trade Receivables	1.15
Restated Cash and cash equivalents	1.16
Restated Short Term Loans & Advances	1.17
Restated Other current Assets	1.18
Restated Revenue from Operations	2.1
Restated Other Income	2.2
Restated Cost of Material Consumed	2.3
Restated Changes in Inventory of Finished goods and WIP	2.4
Restated Employee benefits expense	2.5
Restated Finance Costs	2.6
Restated Depreciation and amortization expenses	2.7
Restated Other Expenses	2.8
Restated Earnings per share	2.9

9. The Restated Standalone Financial Information does not reflect the effects of events that occurred subsequent to the respective dates of the reports on the audited financial statements.
10. We, M/s PDMS and Co., 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.
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 the Company Auditor's, 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 Draft Red Herring Prospectus/ Red Herring Prospectus /Prospectus to be filed with Stock exchanges 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.
14. In our opinion, the above financial information contained in these Restated Standalone Financial Statements read with the respective Significant Accounting Policies and Notes to Accounts as set out are prepared after making adjustments and regrouping as considered appropriate and have been prepared in accordance with the Act, ICDR Regulations, Engagement Letter and Guidance Note and give a true and fair view in conformity with the accounting principles generally accepted in India, to the extent applicable.

Yours sincerely,  
**For PDMS and Co.**  
**Chartered Accountants**  
FRN: 19621C

**CA Sachin Pathak**  
**Partner**  
**M No:0 99065**  
**Place: Delhi**  
**Date: 24.02.2025**  
**UDIN: 25099065BMNURD1759**

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## INDEPENDENT AUDITOR'S REPORT

**To the Members of Armour Security (India) Limited**

### **Report on the Audit of the Standalone Financial Statements**

#### **Opinion**

We have audited the financial statements of «Name» ("the Company"), which comprise the balance sheet as at 30<sup>th</sup> September 2024, and the statement of Profit and Loss and statement of cash flows for the six months period then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 30<sup>th</sup> September 2024, its profit/loss and its cash flows for the six months period then ended on that date.

#### **Basis for Opinion**

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

#### **Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Sr. No.	Key Audit Matter	Auditor's Response
1.	Nil	Nil

#### **Information other than the financial statements and auditors' report thereon**

The Company's board of directors is responsible for the preparation of the other information. The other information comprises the information included in the Board's Report including Annexures to Board's Report but does not include the financial statements and our auditor's report thereon,

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

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

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

#### **Responsibilities of Management and Those Charged with Governance for the Standalone Financial Statements**

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

effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

#### **Auditor's Responsibilities for the Audit of the Financial Statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably

knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone financial statements.

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

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

## **Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the 'Annexure A', a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143 (3) of the Act, we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c) The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
  - d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act and rules made thereunder.
  - e) On the basis of the written representations received from the directors as on 30<sup>th</sup> September 2024 taken on record by the Board of Directors, none of the directors is disqualified as on 30<sup>th</sup> September 2024 from being appointed as a director in terms of Section 164 (2) of the Act.
  - f) The provisions of clause (i) of sub-section (3) for Section 143 of the Act in respect of Internal Financial Controls are not applicable to the Company.
  - g) With respect to the other matters to be included in the Auditor's report in accordance with the requirements of Sec 197(16) of the Act as amended, in our opinion and to the best of our information and according to the explanations given to us, the renumeration paid to the company to its directors during the period is in accordance with the provisions of Section 197 of the Act.
  - h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - i. The Company does not have any pending litigations which would impact its financial position.
    - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
    - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
    - iv. (a) The management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;  
(b) The management has represented, that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been received by the company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and  
(c) Based on such audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material mis-statement.
    - v. No dividend have been declared or paid during the period by the company.

vi. Based on our examination which included test checks, the company has used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the period for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with.

**For PDMS & CO  
Chartered Accountants  
FRN: 019621C**

**Sachin Pathak  
(Partner)  
Membership No. 099065  
Date: 24.02.2025  
Place: -Delhi  
UDIN: 25099065BMNURE1361**

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# Armour Security (India). Ltd.

## STATEMENT OF ASSETS & LIABILITIES, AS RESTATED

(In Lakhs)

	Particulars	Note	As at	As at March 31,		
			30.09.2024	2024	2023	2022
<b>I</b>	<b>EQUITY AND LIABILITIES</b>					
1.	Shareholders' funds					
	(a) Share Capital	1.1	1,222.00	1,222.00	1.00	1.00
	(b) Reserves and surplus	1.2	472.57	223.82	348.06	124.97
2.	Non-current liabilities					
	(a) Long-term borrowings	1.3	101.25	124.91	85.43	70.03
	(b) Other Non-current liabilities	1.4	-	-	-	-
	(c) Long-term provisions	1.5	29.49	29.87	24.21	21.46
3.	Current liabilities		-			'
	(a) Short-term borrowings	1.6	36.19	55.15	-	-
	(b) Trade payables	1.7	-			
	i) Due to MSME		-	-	-	-
	ii) Due to Others		74.16	74.64	412.70	397.39
	(c) Other current liabilities	1.8	9.40	8.84	230.77	176.09
	(d) Short-term provisions	1.9	433.02	622.18	448.89	404.10
	<b>TOTAL</b>		<b>2,378.08</b>	<b>2,361.41</b>	<b>1,551.06</b>	<b>1,195.04</b>
<b>II.</b>	<b>ASSETS</b>					
1.	Non-current assets					
	(a) Property Plant & Equipments and Intangible Assets	1.10				
	(i) Property Plant & Equipments		778.86	730.43	74.87	83.08
	(ii) Capital work-in-progress		-	-	-	-
	(b) Deferred Tax Assets	1.11	19.25	18.98	17.34	16.46
	(c) Non Current Investments	1.12	-	-	-	-
	(d) Other Non Current Assets	1.13	543.22	556.38	381.47	326.61
2.	Current assets					
	(a) Inventories	1.14	-	-	-	-
	(b) Trade receivables	1.15	569.19	774.51	925.56	634.52
	(c) Cash and cash equivalents	1.16	47.85	173.22	42.20	39.77
	(d) Short-term loans and advances	1.17	125.13	95.53	109.62	94.60
	(e) Other Current Assets	1.18	294.58	12.36	-	-
	<b>TOTAL</b>		<b>2,378.08</b>	<b>2,361.41</b>	<b>1,551.06</b>	<b>1,195.04</b>

*Note: The above statement should be read with the Significant Accounting Policies and Notes on Financial Statements Appearing in Annexure IV & V respectively of the Restated Financial Statements.*

As per our report of even date attached

**For and on behalf of Board of Directors**  
**For Armour Security (India) Ltd.**

**For and on behalf of**  
**For PDMS And Co.**  
**Firm No. 019621C**  
**(Chartered Accountants)**

Sd/-  
**Brij Bhushan Gupta**  
(Director)  
DIN: 10954912

Sd/-  
**Arnima Gupta**  
(Director)  
DIN: 02212966

Sd/-  
**CA Sachin Pathak**  
Membership No.099065  
UDIN :25099065BMNURD1759

Sd/-  
**Subodh Jindal**  
(CFO)  
PAN: XXXXX5403R

Sd/-  
**Shakshi Mishra**  
(Company Secretary)  
MN: ACS 57243

Date: 24.02.2025  
Place: Delhi

Date: 24.02.2025  
Place: Delhi

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

**(In Lakhs)**

	<b>Particulars</b>	<b>Note</b>	<b>For the period ended 30.09.2024</b>	<b>For the year ended 31.03.2024</b>	<b>For the year ended 31.03.2023</b>	<b>For the year ended 31.03.2022</b>
<b>I</b>	Revenue from operations	2.1	1,723.29	3,293.29	2,884.64	2,680.84
<b>II</b>	Other Income	2.2	9.10	16.81	12.44	10.00
<b>III</b>	<b>Total Income (I+II)</b>		<b>1,732.39</b>	<b>3,310.10</b>	<b>2,897.08</b>	<b>2,690.84</b>
	<b>Expenses:</b>		-	-	-	-
	(a) Cost of materials consumed	2.3	-	-	-	-
	(b) Purchases of stock-in-trade		-	-	-	-
	(c) Changes in inventories of finished goods and work-in- progress	2.4	-	-	-	-
	(d) Employee benefits expense	2.5	1,305.00	2,649.57	2,438.62	2,519.91
	(e) Finance costs	2.6	9.66	12.08	3.45	5.62
	(f) Depreciation and amortisation expense	2.7	10.69	22.22	19.25	21.72
	(g) Other expenses	2.8	73.22	276.43	134.21	104.67
<b>IV</b>	<b>Total expenses</b>		<b>1,398.57</b>	<b>2,960.30</b>	<b>2,595.52</b>	<b>2,651.92</b>
<b>V</b>	<b>Profit / (Loss) before tax and Exceptional Items (III-IV)</b>		<b>333.82</b>	<b>349.80</b>	<b>301.56</b>	<b>38.92</b>
<b>VI</b>	<b>Exceptional Items</b>		-	-	-	-
<b>VII</b>	<b>Profit / (Loss) before tax (V-VI)</b>		<b>333.82</b>	<b>349.80</b>	<b>301.56</b>	<b>38.92</b>
<b>VIII</b>	<b>Tax expense:</b>		-	-	-	-
	(a) Current tax expense		85.31	89.68	76.78	15.67
	(b) Deferred tax charge/(credit)		(0.25)	(1.64)	(0.88)	(5.88)
<b>IX</b>	<b>Profit after tax for the year (VII-VIII)</b>		<b>248.75</b>	<b>261.76</b>	<b>225.66</b>	<b>29.13</b>
<b>X</b>	<b>Earnings per share (face value of ₹ 10/- each):</b>	2.9	-	-	-	-
	(a) Basic (in ₹)		2.04	2.14	2,256.60	291.27
	(b) Adjusted EPS (in ₹)		2.04	2.14	4.16	0.54

Note: The above statement should be read with the Significant Accounting Policies and Notes on Financial Statements appearing in Annexure IV & V respectively of the Restated Financial Statements.

**As per our report of even date attached**

**For and on behalf of Board of Directors  
For Armour Security (India) Ltd.**

**For and on behalf of  
For PDMS And Co.  
Firm No. 019621C  
(Chartered Accountants)**

**Sd/-  
Brij Bhushan Gupta  
(Director)  
DIN: 10954912**

**Sd/-  
Arnima Gupta  
(Director)  
DIN: 02212966**

**Sd/-  
CA Sachin Pathak  
Membership No.099065  
UDIN :25099065BMINURD1759**

**Sd/-  
Subodh Jindal  
(CFO)  
PAN: XXXXX5403R**

**Sd/-  
Shakshi Mishra  
(Company Secretary)  
MN: ACS 57243**

**Date: 24.02.2025  
Place: Delhi**

**Date: 24.02.2025  
Place: Delhi**

**STATEMENT OF CASH FLOW, AS RESTATED**

**(In Lakhs)**

<b>Particulars</b>	<b>For the period ended 30.09.2024</b>	<b>For the year ended</b>		
		<b>31.03.2024</b>	<b>31.03.2023</b>	<b>31.03.2022</b>
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>				
Net Profit before Extraordinary items	333.82	349.80	301.56	38.92
<b>Adjustment For:</b>	<b>-</b>			
(a) Depreciation and Amortization	10.69	22.22	19.25	21.72
(b) Interest Charges	9.66	12.08	3.45	5.62
(c) (Gain)/Loss on Sale of Assets	(1.40)	-	-	-
(d) Interest Income	(2.07)	(12.10)	(10.95)	8.79
(e) Prior period Adjustment	-		(2.57)	(10.14)
Operating Profit before Working Capital Changes	<b>350.70</b>	<b>372.00</b>	<b>310.73</b>	<b>64.91</b>
Adjustment For :	<b>-</b>			
(a) (Increase)/Decrease in Inventories	-	-	-	-
(b) (Increase)/Decrease in Trade Receivables	205.32	151.05	(291.04)	52.43
(c) (Increase)/Decrease in Loans & Advances & Other Assets	(311.81)	1.73	(15.02)	42.68
(d) Increase /(Decrease) in Trade Payables and Other Current Liabilities	0.08	(559.99)	69.99	(66.06)
e) Increase /(Decrease) in Short Term Provisions	(274.51)	134.89	4.25	133.49
(d) Increase / ( Decrease ) in Long Term Provisions	(0.38)	5.66	2.75	21.46
<b>CASH GENERATED FROM OPERATIONS</b>	<b>(30.60)</b>	<b>105.34</b>	<b>81.66</b>	<b>248.91</b>
Less : Direct Taxes paid	-	(51.28)	(36.24)	(25.46)
<b>CASH FLOW BEFORE EXTRAORDINARY ITEMS</b>	<b>(30.60)</b>	<b>54.06</b>	<b>45.42</b>	<b>223.45</b>
<b>NET CASH FROM OPERATING ACTIVITIES (A)</b>	<b>(30.60)</b>	<b>54.06</b>	<b>45.42</b>	<b>223.45</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>	<b>-</b>			
(a) Sales / (Addition) in Fixed Assets & WIP *	(59.12)	(37.78)	(11.03)	(2.69)
(b) Transfer of assets on account of demerger	-	-	-	-
(b) (Increase) / Decrease in Investment	-	-	-	-
(c) (Increase) / Decrease in Non Current Assets	13.16	(174.91)	(54.86)	(165.14)
(d) Interest and other income	3.47	12.10	10.95	(8.79)
<b>NET CASH FROM INVESTING ACTIVITIES (B)</b>	<b>(42.49)</b>	<b>(200.59)</b>	<b>(54.94)</b>	<b>(176.62)</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>	<b>-</b>			
(a) Increase/(Decrease) in Long Term Borrowings	(23.66)	39.48	15.40	(41.81)
(b) Increase/(Decrease) in Short Term Borrowings	(18.96)	55.15	-	(5.40)
(c) Issue of Share Capital*	-	195.00	-	-
(d) Increase / ( Decrease ) in Long Term Provisions				
(e) Interest Paid	(9.66)	(12.08)	(3.45)	(5.62)
<b>NET CASH FLOW IN FINANCING ACTIVITIES (C)</b>	<b>(52.28)</b>	<b>277.55</b>	<b>11.95</b>	<b>(52.83)</b>
<b>NET INCREASE IN CASH &amp; CASH EQUIVALENTS (A)+(B)+(C)</b>	<b>(125.37)</b>	<b>131.02</b>	<b>2.43</b>	<b>(6.00)</b>
<b>OPENING BALANCE – CASH &amp; CASH EQUIVALENT</b>	<b>173.22</b>	<b>42.20</b>	<b>39.77</b>	<b>45.77</b>
<b>CLOSING BALANCE - CASH &amp; CASH EQUIVALENT</b>	<b>47.85</b>	<b>173.22</b>	<b>42.20</b>	<b>39.77</b>

\*Consideration for Purchase of land of Rs 640 lacs in FY 2023-24 is against issue of shares. The transaction being a non cash item, has therefore been excluded from cash flow.

As per our report of even date attached

**For and on behalf of Board of Directors  
For Armour Security (India) Ltd.**

**For and on behalf of  
For PDMS And Co.  
Firm No. 019621C  
(Chartered Accountants)**

**Sd/-  
Brij Bhushan Gupta  
(Director)  
DIN: 10954912**

**Sd/-  
Arnima Gupta  
(Director)  
DIN: 02212966**

**Sd/-  
CA Sachin Pathak  
Membership No.099065  
UDIN :25099065BMNURD1759**

**Sd/-  
Subodh Jindal  
(CFO)  
PAN: XXXXX5403R**

**Sd/-  
Shakshi Mishra  
(Company Secretary)  
MN: ACS 57243**

**Date: 24.02.2025  
Place: Delhi**

**Date: 24.02.2025  
Place: Delhi**

## Armour Security (India). Ltd.

### Annexure - 1.1

#### Restated Statement of Share Capital

Particulars	(₹ in Lakhs)			
	As at 30.09.2024	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 ₹ 10/- each	1,80,00,000	1,80,00,000	10,000	10,000
Authorised Equity Share Capital In ₹	1,800.00	1,800.00	1.00	1.00
<b><u>Issued, Subscribed &amp; Fully Paid up</u></b>				
No. of Equity Shares of ₹ 10/- each	1,22,20,000	1,22,20,000	10,000	10,000
Issued, Subscribed & Fully Paid up Share Capital In ₹	1,222.00	1,222.00	1.00	1.00
<b>Total</b>	<b>1,222.00</b>	<b>1,222.00</b>	<b>1.00</b>	<b>1.00</b>

Reconciliation of the number of shares outstanding is set out below:

Particulars	As at 30.09.2024	As At 31.03.2024		
		Number of Shares	Number of Shares	Number of Shares
<b>Shares outstanding at the beginning of the year</b>	1,22,20,000	10,000	10,000	10,000
<b>Add:-Shares Issued during the year</b>				
Fresh Issue (Right issue)	-	67,90,000		-
Fresh Issue (Preferential Allotment)		3,90,000		
Bonus Shares Issued	-	54,20,000		-
<b>Less: Shares bought back during the year</b>				
Other Changes (give details)	-		-	-
<b>Shares outstanding at the end of the year</b>	<b>1,22,20,000</b>	<b>1,22,20,000</b>	<b>10,000</b>	<b>10,000</b>

The Company has one class of equity shares having a par value of ₹ 10 per share. Each shareholder is eligible for one vote per share held. The company has not proposed any dividend during the restated periods. 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.

The Board of Directors vide passing of Resolution on December 26, 2023, allotted 64,00,000 Equity Shares via Rights Issue to existing shareholders for consideration other than cash in consideration for Purchase of property held by Mr. Vinod Gupta and Mrs. Arnima Gupta.

The company has issued 54.20 Lacs bonus shares (i.e. in the ratio of 1:542) during the FY 2023-24. The Bonus issue was approved and proposed by the Board of Directors of our Company at the meeting of Board of Directors held on November 27, 2023 and the same was approved by the Shareholders of our Company at the Extra Ordinary General Meeting held on November 27, 2023 vide passing of Ordinary Resolution. Further The Board of Directors vide passing of Resolution on December 05, 2023, allotted 54,20,000 Equity Shares via Bonus Issue in the ratio of Five Hundred and Forty Two(542) Equity Shares for every one (1) existing fully paid-up Equity Share.

The Company has issued 3.90 lac equity shares at ₹ 10 per share at premium of ₹ 40 per share as Preferential allotment during the FY 2023-24. Fresh issue was approved and proposed by Board of Directors of our Company at the meeting of Board of Directors held on December 29, 2023 and the same was approved by the Shareholders of our Company at the Extra Ordinary General Meeting held on January 22, 2024 vide passing of Ordinary Resolution. The Board of Directors vide passing of Resolution on February 07, 2024, allotted 3,90,000 Equity Shares via preferential allotment by way of cash.

#### Details of Shareholders holding more than 5 % shares:

Name of Shareholder	As at 30.09.2024	As At 31.03.2024	As At 31.03.2023	As At 31.03.2022
<b>Vinod Gupta</b>				
Number of Shares	59,15,000	59,15,000	5,000	5,000
% of Holding	48.40%	48.40%	50.00%	50.00%

Name of Shareholder	As at 30.09.2024	As At 31.03.2024	As At 31.03.2023	As At 31.03.2022
<b>Arnima Gupta</b>				
Number of Shares	59,15,000	59,15,000	5,000	5,000
% of Holding	48.40%	48.40%	50.00%	50.00%

**Details of Promoters holding shares:**

Name of Shareholder	As at 30.09.2024	As At 31.03.2024	As At 31.03.2023	As At 31.03.2022
<b>Vinod Gupta</b>				
Number of Shares	59,15,000	59,15,000	5,000	5,000
% of Holding	48.40%	48.40%	50.00%	50.00%
<b>Arnima Gupta</b>				
Number of Shares	59,15,000	59,15,000	5,000	5,000
% of Holding	48.40%	48.40%	50.00%	50.00%

**Percentage Change in Promoters shareholding:**

Name of Shareholder	As at 30.09.2024	As At 31.03.2024	As At 31.03.2023	As At 31.03.2022
<b>Vinod Gupta</b>	0.00%	-1.60%	0.00%	0.00%
<b>Arnima Gupta</b>	0.00%	-1.60%	0.00%	0.00%

As per our report of even date attached

**For and on behalf of Board of Directors  
For Armour Security (India) Ltd.**

**For and on behalf of  
For PDMS And Co.  
Firm No. 019621C  
(Chartered Accountants)**

**Sd/-  
Brij Bhushan Gupta  
(Director)  
DIN: 10954912**

**Sd/-  
Arnima Gupta  
(Director)  
DIN: 02212966**

**Sd/-  
CA Sachin Pathak  
Membership No.099065  
UDIN :25099065BMNURD1759**

**Sd/-  
Subodh Jindal  
(CFO)  
PAN: XXXXX5403R**

**Sd/-  
Shakshi Mishra  
(Company Secretary)  
MN: ACS 57243**

**Date: 24.02.2025  
Place: Delhi**

**Date: 24.02.2025  
Place: Delhi**

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## Annexure - 1.2

### Restated Statement of Reserves And Surplus

(In Lakhs)

Particulars	As At 30.09.202 4	As At 31.03.2024	As At 31.03.2023	As At 31.03.2022
<b>a. Securities Premium Account</b>				
Opening Balance	156.00			
Add : Premium on issue of equity shares		156.00		
Closing Balance	<b>156.00</b>	<b>156.00</b>	-	-
<b>b. Surplus in Statement of Profit &amp; Loss A/c</b>				
Opening balance	67.82	348.06	124.97	105.98
(+) Net Profit For the current year	248.75	261.76	225.66	29.13
(+) Add: Earlier Year Adjustment	-		(2.57)	(10.14)
: Less Bonus Shares Issued	-	(542.00)	-	-
<b>Net Surplus in Statement of Profit and Loss</b>	<b>316.57</b>	<b>67.82</b>	<b>348.06</b>	<b>124.97</b>
<b>Total</b>	<b>472.57</b>	<b>223.82</b>	<b>348.06</b>	<b>124.97</b>

## Annexure - 1.3

### Restated Statement of Long-Term Borrowings

Particulars	As At 30/09/2024	As At 31/03/2024	As At 31/03/2023	As At 31/03/2022
<b>(a) Term loans (Refer I.3.1)</b>				
Rupee Term Loan	89.39	102.12	34.15	
Working capital Term Loan-ECLGS				
<b>(b) Other loans and advances</b>				
Vehicle Loan	19.88	19.78	9.16	6.74
(Secured By hypothecation of the Vehicle)				
<b>(c) Loans from Related Parties</b>	3.01	3.01	42.12	63.29
Current maturities of long-term borrowings	(11.03)			
<b>Total Borrowings</b>	<b>101.25</b>	<b>124.91</b>	<b>85.43</b>	<b>70.03</b>
<b>Secured Loans</b>				
From Banks (Refer Note I.3.1)	82.09	86.90	9.16	6.74
<b>Unsecured Loans</b>				
<b>Loan from banks</b>	27.18	35.00	34.15	
Loans & Advances from related parties	3.01	3.01	42.12	63.29
Current maturities of long-term borrowings	-11.03			
<b>Total Borrowings</b>	<b>101.25</b>	<b>124.91</b>	<b>85.43</b>	<b>70.03</b>

#### Note I.3.1 Additional information to secured Long term Borrowings

Particulars	Nature Of Securities*	Purpose	Rate of Interest	Commencement date	End date	Terms of Repayment	Sanction Amount	Out Amount as on 30-09-24
HDFC Car loan	Vehicle	For the purchase of Motor Vehicle	10.5% p.a	24-07-2023	05-08-2026	36 Monthly Installments	20.00	13.49
ICICI Bank	Vehicle	For the purchase of Motor Vehicle	7.9% p.a	23-05-2022	05-06-2026	48 Monthly Installments	5.30	2.53
Tata Capital Finance Ltd. Loan No.87000531	Secured By Property Plot No-B-105, Second Floor, (Rear Side	Business Loan	Sanction ROI: 10.50% p.a Current	04-01-2024	01-01-2031	84 Monthly Installments	68.76	62.21

Particulars	Nature Of Securities*	Purpose	Rate of Interest	Commencement date	End date	Terms of Repayment	Sanction Amount	Out Amount as on 30-09-24
	Portion), Near Kotla Mubarakpur Road Light Defence Colony, New Delhi - 110024		ROI: 10.95%					
Union Bank of India	Vehicle	For the purchase of Motor Vehicle	9.75% p.a Floating	01-06-2024	01-05-1931	84 Monthly Installments	4.00	3.86

As per our report of even date attached

For and on behalf of Board of Directors  
For Armour Security (India) Ltd.

For and on behalf of  
For PDMS And Co.  
Firm No. 019621C  
(Chartered Accountants)

Sd/-  
Brij Bhushan Gupta  
(Director)  
DIN: 10954912

Sd/-  
Arnima Gupta  
(Director)  
DIN: 02212966

Sd/-  
CA Sachin Pathak  
Membership No.099065  
UDIN :25099065BMNURD1759

Sd/-  
Subodh Jindal  
(CFO)  
PAN: XXXXX5403R

Sd/-  
Shakshi Mishra  
(Company Secretary)  
MN: ACS 57243

Date: 24.02.2025  
Place: Delhi

Date: 24.02.2025  
Place: Delhi

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**Annexure - 1.4****Restated Statement of Other Non-Current Liabilities**

<b>Particulars</b>	<i>(In Lakhs)</i>			
	<b>As At 30.09.2024</b>	<b>As At 31.03.2024</b>	<b>As At 31.03.2023</b>	<b>As At 31.03.2022</b>
Creditors For Capital Assets				
<b>Total</b>	-	-	-	-

**Annexure - 1.5****Restated Statement of Long-Term Provisions**

<b>Particulars</b>	<b>As At 30.09.2024</b>	<b>As At 31.03.2024</b>	<b>As At 31.03.2023</b>	<b>As At 31.03.2022</b>
Provisions for Leave Encashment	-	-	-	-
Provisions for Gratuity	29.49	29.87	24.21	21.46
<b>Total</b>	<b>29.49</b>	<b>29.87</b>	<b>24.21</b>	<b>21.46</b>

**Annexure - 1.6****Restated Statement of Short-Term Borrowings**

<b>Particulars</b>	<b>As At 30.09.2024</b>	<b>As At 31.03.2024</b>	<b>As At 31.03.2023</b>	<b>As At 31.03.2022</b>
<b><u>Loan repayable on demand (Refer Note I.6.1)</u></b>				
(a) From Banks	-		-	-
(b) Current Maturities of long term debts	-	-	-	-
<b>Total Borrowings</b>	-	-	-	-
<b><u>Secured loans</u></b>				
From Banks	25.16	55.15	-	-
Current Maturities of long term debts	11.03	-	-	-
<b><u>Unsecured loans</u></b>				
From Banks	-	-	-	-
Current Maturities of long term debts	-	-	-	-
<b>Total</b>	<b>36.19</b>	<b>55.15</b>	-	-

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**Note I.6.1 Additional information to Loan Repayable on demand**

Particulars	Nature Of Securities*	Purpose	Rate of Interest	Commencement date	End date	Terms of Repayment	Sanction Amount	Out Amount as on 30-09-24
Secured: Deutsche bank Cash Credit / BG	Mortgage by deposit of title deeds pertaining to residential property bearing plot no-c - 589, 2nd floor, defence colony, new delhi - 110024 held in the name of arnima gupta. FD @10% cash margin for BG	Business Loan	MBOR+2.5 % p.a	30-08-2023	NA	Recallable on demand without notice or reason	360	25.16

As per our report of even date attached

**For and on behalf of Board of Directors  
For Armour Security (India) Ltd.**

**For and on behalf of  
For PDMS And Co.  
Firm No. 019621C  
(Chartered Accountants)**

**Sd/-  
CA Sachin Pathak  
Membership No.099065  
UDIN :25099065BMNURD1759**

**Date: 24.02.2025  
Place: Delhi**

**Sd/-  
Brij Bhushan Gupta  
(Director)  
DIN: 10954912**

**Sd/-  
Subodh Jindal  
(CFO)  
PAN: XXXXX5403R**

**Sd/-  
Arnima Gupta  
(Director)  
DIN: 02212966**

**Sd/-  
Shakshi Mishra  
(Company Secretary)  
MN: ACS 57243**

**Annexure - 1.7**

**Restated Statement of Trade Payable**

(₹ in Lakhs)

Particulars	As At 30.09.2024	As At 31.03.2024	As At 31.03.2023	As At 31.03.2022
Micro, Small and Medium Enterprises				
Others	74.16	74.64	412.70	397.39
<b>Total</b>	<b>74.16</b>	<b>74.64</b>	<b>412.70</b>	<b>397.39</b>

**(a) Ageing schedule:**

**Balance as at 30.09.2024**

(₹ in Lakhs)

Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years
(i) MSME				
(ii) Others	9.57	14.67		49.92
(iii) Disputed dues - MSME				
(iv) Disputed dues - Others				
<b>Total</b>	<b>9.57</b>	<b>14.67</b>	-	<b>49.92</b>

**Balance as at 31st March, 2024**

(₹ in Lakhs)

Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years
(i) MSME				
(ii) Others	24.72			49.92
(iii) Disputed dues - MSME				
(iv) Disputed dues - Others				
<b>Total</b>	<b>24.72</b>	-	-	<b>49.92</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	113.19	249.59	49.92	
(iii) Disputed dues - MSME				
(iv) Disputed dues - Others				
<b>Total</b>	<b>113.19</b>	<b>249.59</b>	<b>49.92</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	347.47	49.92		
(iii) Disputed dues - MSME				
(iv) Disputed dues - Others				
<b>Total</b>	<b>347.47</b>	<b>49.92</b>	-	-

**(b) Dues payable to Micro and Small Enterprises:**

(₹ in Lakhs)

Particulars	As At 30.09.2024	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	-	-	-	-
Interest due on the above-mentioned principal amount remaining unpaid to any supplier as at the year end	-	-	-	-
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 remaining unpaid at the end of the accounting year	-	-	-	-

**Annexure - 1.8**

**Restated Statement of Other Current Liabilities**

(₹ in Lakhs)

Particulars	As At 30.09.2024	As At 31.03.2024	As At 31.03.2023	As At 31.03.2022
Advance From Customer	5.02	5.02	230.77	176.09
Other payable	4.38	3.82		
<b>Total</b>	<b>9.40</b>	<b>8.84</b>	<b>230.77</b>	<b>176.09</b>

**Annexure - 1.9**

**Restated Statement Short Term Provisions**

(₹ in Lakhs)

Particulars	As At 30.09.2024	As At 31.03.2024	As At 31.03.2023	As At 31.03.2022
Provision for tax (Net of Advance Tax)	180.89	95.54	56.21	15.67
Provision for Employee Benefits, Indirect Tax and others expenses Payable	202.71	431.28	325.43	344.49
Provision for GST and other Payable	49.42	95.36	67.25	43.94
<b>Total</b>	<b>433.02</b>	<b>622.18</b>	<b>448.89</b>	<b>404.10</b>

As per our report of even date attached

**For and on behalf of Board of Directors  
For Armour Security (India) Ltd.**

**For and on behalf of  
For PDMS And Co.  
Firm No. 019621C  
(Chartered Accountants)**

**Sd/-  
Brij Bhushan Gupta  
(Director)  
DIN: 10954912**

**Sd/-  
Arnima Gupta  
(Director)  
DIN: 02212966**

**Sd/-  
CA Sachin Pathak  
Membership No.099065  
UDIN :25099065BMNURD1759**

**Sd/-  
Subodh Jindal  
(CFO)  
PAN: XXXXX5403R**

**Sd/-  
Shakshi Mishra  
(Company Secretary)  
MN: ACS 57243**

**Date: 24.02.2025  
Place: Delhi**

**Date: 24.02.2025  
Place: Delhi**

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Fixed Assets	Gross Block				Accumulated Depreciation				Net Block	
	Balance as at 1st April 2024	Additions	Disposals	Balance as at 30th September 2024	Balance as at 1 April 2024	Depreciation charge for the year	On disposals	Balance as at 30th September 2024	Balance as at 30th September 2024	Balance as at 31 March 2024
FURNITURE & FIXTURES	25.44	.46		<b>25.90</b>	22.61	.40		23.01	2.89	2.83
MOBILE PHONE	6.12			6.12	2.78	.30		3.08	3.04	3.34
AIR CONDITIONER	5.45	.45		5.89	4.16	.15		4.31	1.59	1.29
EQUIPMENTS	89.15	.55		89.70	59.63	2.68		62.31	27.39	29.52
INVERTER	4.17	.16		4.33	2.78	.13		2.91	1.42	1.39
SCOOTER	.59			.59	.52	.01		.53	.06	.07
TELEVISION	3.38			3.38	2.27	.10		2.37	1.01	1.11
METAL DETECTOR	30.82			30.82	21.64	.83		22.48	8.35	9.18
COMPUTER	7.97	.23		8.20	7.70	.11		7.81	.40	.27
CAR	168.60	6.38		174.98	127.18	5.98		133.16	41.83	41.43
LAND	640.00	51.21	.32	690.89				.00	690.89	640.00
<b>TOTAL</b>	<b>981.70</b>	<b>59.45</b>	<b>.32</b>	<b>1040.82</b>	<b>251.27</b>	<b>10.69</b>		<b>261.96</b>	<b>778.86</b>	<b>730.43</b>

Fixed Assets	Gross Block				Accumulated Depreciation				Net Block	
	Balance as at 1st April 2023	Additions	Disposals	Balance as at 31st March 2024	Balance as at 1 April 2023	Depreciation charge for the year	On disposals	Balance as at 31st March 2024	Balance as at 31st March 2024	Balance as at 31 March 2023
FURNITURE & FIXTURES	25.26	.18		25.44	21.68	.93		<b>22.61</b>	<b>2.83</b>	<b>3.58</b>
MOBILE PHONE	2.84	3.28		6.12	2.11	.67		<b>2.78</b>	<b>3.34</b>	.73
AIR CONDITIONER	5.45			5.45	3.87	.29		<b>4.16</b>	<b>1.29</b>	1.58
EQUIPMENTS	88.39	.77		89.15	53.27	6.37		<b>59.63</b>	<b>29.52</b>	35.12
INVERTER	4.17			4.17	2.47	.31		<b>2.78</b>	<b>1.39</b>	1.70
SCOOTER	.59			.59	.49	.03		<b>.52</b>	<b>.07</b>	.10
TELEVISION	2.95	.43		3.38	2.07	.20		<b>2.27</b>	<b>1.11</b>	.88
METAL DETECTOR	30.82			30.82	19.62	2.03		<b>21.64</b>	<b>9.18</b>	11.21
COMPUTER	7.85	.12		7.97	7.29	.41		<b>7.70</b>	<b>.27</b>	.55

Fixed Assets	Gross Block			Accumulated Depreciation				Net Block		
	Balance as at 1st April 2023	Additions	Disposals	Balance as at 31st March 2024	Balance as at 1 April 2023	Depreciation charge for the year	On disposals	Balance as at 31st March 2024	Balance as at 31st March 2024	Balance as at 31 March 2023
CAR	135.60	33.00		168.60	116.18	11.00		127.18	41.43	19.42
LAND		640.00		640.00					640.00	
<b>TOTAL</b>	<b>303.92</b>	<b>677.78</b>	-	981.70	<b>229.05</b>	<b>22.22</b>		<b>251.27</b>	<b>730.43</b>	<b>74.87</b>

Fixed Assets	Gross Block			Accumulated Depreciation				Net Block		
	Balance as at 1st 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
FURNITURE & FIXTURES	<b>25.26</b>			25.26	<b>20.43</b>	<b>1.25</b>		<b>21.68</b>	<b>3.58</b>	<b>4.83</b>
MOBILE PHONE	2.69	.15	.00	2.84	1.97	.14	.00	2.11	.73	.72
AIR CONDITIONER	4.89	.56	.00	5.45	3.55	.32	.00	3.87	1.58	1.33
EQUIPMENTS	85.04	3.35	.00	88.39	45.72	7.55	.00	53.27	35.12	39.32
INVERTER	4.17		.00	4.17	2.10	.38	.00	2.47	1.70	2.07
SCOOTER	.59			.59	.46	.03		.49	.10	.13
TELEVISION	2.89	.05		2.95	1.89	.18		2.07	.88	1.00
METAL DETECTOR	30.82			30.82	17.14	2.48		19.62	11.21	13.69
COMPUTER	7.36	.48		7.85	6.90	.39		7.29	.55	.46
CAR	129.17	6.43		135.60	109.65	6.53		116.18	41.43	19.52
<b>TOTAL</b>	<b>292.89</b>	<b>11.03</b>	-	303.92	<b>209.81</b>	<b>19.25</b>	-	<b>229.05</b>	<b>74.87</b>	<b>83.08</b>

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Fixed Assets	Gross Block				Accumulated Depreciation				Net Block	
	Balance as at 1st 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
FURNITURE & FIXTURES	<b>25.26</b>			25.26	<b>18.74</b>	<b>1.69</b>		<b>20.43</b>	<b>4.83</b>	<b>6.52</b>
MOBILE PHONE	2.54	.15		2.69	1.83	.15		1.97	.72	.71
AIR CONDITIONER	4.64	.24		4.89	3.29	.27		3.55	1.33	1.36
EQUIPMENTS	83.52	1.52		85.04	37.27	8.44		45.72	39.32	46.24
INVERTER	4.17			4.17	1.64	.46		2.10	2.07	2.53
SCOOTER	.59			.59	.41	.05		.46	.13	.18
TELEVISION	2.21	.69		2.89	1.74	.15		1.89	1.00	.47
METAL DETECTOR	30.82			30.82	14.11	3.02		17.14	13.69	16.71
COMPUTER	7.28	.08		7.36	6.23	.67		6.90	.46	1.05
CAR	129.17			129.17	102.83	6.82		109.65	19.52	26.34
<b>TOTAL</b>	<b>290.20</b>	<b>2.69</b>	<b>-</b>	<b>292.89</b>	<b>188.09</b>	<b>21.72</b>	<b>-</b>	<b>209.81</b>	<b>83.08</b>	<b>102.11</b>

As per our report of even date attached

For and on behalf of Board of Directors  
For Armour Security (India) Ltd.

For and on behalf of  
For PDMS And Co.  
Firm No. 019621C  
(Chartered Accountants)

Sd/-  
CA Sachin Pathak  
Membership No.099065  
UDIN :25099065BMNURD1759

Date: 24.02.2025  
Place: Delhi

Sd/-  
Brij Bhushan Gupta  
(Director)  
DIN: 10954912

Date: 24.02.2025  
Place: Delhi

Sd/-  
Arnima Gupta  
(Director)  
DIN: 02212966

Sd/-  
Subodh Jindal  
(CFO)  
PAN: XXXXX5403R

Sd/-  
Shakshi Mishra  
(Company Secretary)  
MN: ACS 57243

**Annexure - 1.11**

**Restated Statement of Deffered Tax Assets**

(₹ in Lakhs)

Particulars	As At 30.09.2024	As At 31.03.2024	As At 31.03.2023	As At 31.03.2022
Deferred Tax Assets (Net)	19.25	18.98	17.34	16.46
<b>Total</b>	<b>19.25</b>	<b>18.98</b>	<b>17.34</b>	<b>16.46</b>

**Annexure - 1.12**

**Restated Statement of Non Current Investment**

(₹ in Lakhs)

Particulars	As At 30.09.2024	As At 31.03.2024	As At 31.03.2023	As At 31.03.2022
Investment			-	-
<b>Total</b>	-	-	-	-

**Annexure - 1.13**

**Restated Statement of Other Non Current Assets**

(₹ in Lakhs)

Particulars	As At 30.09.2024	As At 31.03.2024	As At 31.03.2023	As At 31.03.2022
Security Deposits	166.56	95.89	61.65	21.33
Advances against Future Services	361.81	305.01	117.36	97.82
Fixed Deposit				
More than 12 months	14.85	155.48	202.46	207.46
<b>Total</b>	<b>543.22</b>	<b>556.38</b>	<b>381.47</b>	<b>326.61</b>

**Annexure - 1.14**

**Restated Statement of Inventories (Valued at Cost or NRV which ever is lower) (₹ in Lakhs)**

Particulars	As At 30.09.2024	As At 31.03.2024	As At 31.03.2023	As At 31.03.2022
a. Raw Materials and components				
b. Work-in-progress				
b. Finished goods				
c. Stock-in-trade	-	-	-	-
d. Waste	-	-	-	-
<b>Total</b>	-	-	-	-

**Annexure - 1.15**

**Restated Statement of Trade receivables**

(₹ in Lakhs)

Particulars	As At 30.09.2024	As At 31.03.2024	As At 31.03.2023	As At 31.03.2022
Secured, Considered good	303.91	270.99	925.56	634.52
Unsecured, Considered good	265.28	503.52		
Doubtful				
	<b>569.19</b>	<b>774.51</b>	<b>925.56</b>	<b>634.52</b>
Less: Provision for Bad and Doubtful debts	-	-	-	-
<b>Total</b>	<b>569.19</b>	<b>774.51</b>	<b>925.56</b>	<b>634.52</b>

**Age of receivables**

Balance as at 30th September, 2024						(₹ in Lakhs)
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	265.28	109.82	0.96	-	-	
Trade receivables - doubtful debt	-	-	-	-	-	
<b>Disputed</b>						
Trade receivables - Considered good	-	-	-	-	-	
Trade receivables - doubtful debt	-	-	193.13	-	-	
<b>Total</b>	<b>265.28</b>	<b>109.82</b>	<b>194.09</b>	-	-	

Balance as at 31st March, 2024						(₹ in Lakhs)
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	503.52	-	0.95	-	-	
Trade receivables - doubtful debt	-	-	-	-	-	
<b>Disputed</b>						
Trade receivables - Considered good	-	-	270.04	-	-	
Trade receivables - doubtful debt	-	-	-	-	-	
<b>Total</b>	<b>503.52</b>	-	<b>270.99</b>	-	-	

Balance as at 31st March, 2023						(₹ in Lakhs)
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	653.20	3.29	1.79			
Trade receivables - doubtful debt	-	-	-	-	-	
<b>Disputed</b>						
Trade receivables - Considered good	-	-	32.00	-	235.28	
Trade receivables - doubtful debt	-	-	-	-	-	
<b>Total</b>	<b>653.20</b>	<b>3.29</b>	<b>33.79</b>	-	<b>235.28</b>	

Balance as at 31st March, 2022						(₹ in Lakhs)
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	349.25	30.15	14.64	47.58	5.67	
Trade receivables - doubtful debt	-	-	-	-	-	
<b>Disputed</b>						
Trade receivables - Considered good	-	-	187.23	-	-	
Trade receivables - doubtful debt	-	-	-	-	-	
<b>Total</b>	<b>349.25</b>	<b>30.15</b>	<b>201.87</b>	<b>47.58</b>	<b>5.67</b>	

**Annexure - 1.16**

**Restated Statement of Cash and Bank Balance**

Particulars	As At 30.09.2024	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	33.56	164.17	33.10	27.86
(ii) In fixed deposit				
a) Less than 3 months		-	-	-
b) 3 to 12 months				-
(iii) In foreign currency account	-	-	-	
Cash on Hand	14.29	9.05	9.10	<b>11.91</b>
Cheque in Hand	-	-		
Forex Card			-	
<b>Total</b>	<b>47.85</b>	<b>173.22</b>	<b>42.20</b>	<b>39.77</b>

**Annexure - 1.17**

**Restated Statement of Short Term Loans And Advances**

(₹ in Lakhs)

Particulars	As At 30.09.2024	As At 31.03.2024	As At 31.03.2023	As At 31.03.2022
<b>Loans and Advances to others</b>				
Advance to Suppliers	18.24	17.00	14.03	11.15
Balance With Revenue Authorities	87.68	62.47	79.09	72.97
Prepaid expenses	11.33	1.19	0.26	0.72
Loans and Advances to Body Corporate				
Others	7.88	14.87	16.24	9.76
<b>Total</b>	<b>125.13</b>	<b>95.53</b>	<b>109.62</b>	<b>94.60</b>

**Annexure - 1.18**

**Restated Statement of Other Current Assets**

(₹ in Lakhs)

Particulars	As At 30.09.2024	As At 31.03.2024	As At 31.03.2023	As At 31.03.2022
Advance Payments - Credit Card	7.56	12.31		
Other receivables		0.05		
Unbilled Revenue	287.02			
<b>Total</b>	<b>294.58</b>	<b>12.36</b>	-	-

As per our report of even date attached

For and on behalf of Board of Directors  
For Armour Security (India) Ltd.

For and on behalf of  
For PDMS And Co.  
Firm No. 019621C  
(Chartered Accountants)

Sd/-  
Brij Bhushan Gupta  
(Director)  
DIN: 10954912

Sd/-  
Arnima Gupta  
(Director)  
DIN: 02212966

Sd/-  
CA Sachin Pathak  
Membership No.099065  
UDIN :25099065BMNURD1759

Sd/-  
Subodh Jindal  
(CFO)  
PAN: XXXXX5403R

Sd/-  
Shakshi Mishra  
(Company Secretary)  
MN: ACS 57243

Date: 24.02.2025  
Place: Delhi

Date: 24.02.2025  
Place: Delhi

**Annexure - 2.1**

<b>Restated Statement of Revenue from operations</b> (₹ in Lakhs)				
<b>Particulars</b>	<b>For the period ended 30.09.2024</b>	<b>For the year ended 31.03.2024</b>	<b>For the year ended 31.03.2023</b>	<b>For the year ended 31.03.2022</b>
Revenue from Integrated facility management Services	928.45	1,723.45	1,606.10	1,309.45
Revenue from Security Manpower Services	794.84	1,569.84	1,278.54	1,371.39
<b>Total</b>	<b>1,723.29</b>	<b>3,293.29</b>	<b>2,884.64</b>	<b>2,680.84</b>

**\*Note: Geographical Revenue Bifurcation**

<b>Particulars</b>	<b>For the period ended 30.09.2024</b>	<b>For the year ended 31.03.2024</b>	<b>For the year ended 31.03.2023</b>	<b>For the year ended 31.03.2022</b>
Domestic services	1,723.29	3,293.29	2,884.64	2,680.84
Export services				
<b>Total</b>	<b>1,723.29</b>	<b>3,293.29</b>	<b>2,884.64</b>	<b>2,680.84</b>

**\*Note Countrywise Revenue Bifurcation**

<b>Particulars</b>	<b>For the period ended 30.09.2024</b>	<b>For the year ended 31.03.2024</b>	<b>For the year ended 31.03.2023</b>	<b>For the year ended 31.03.2022</b>
India	1,723.29	3,293.29	2,884.64	2,680.84
<b>Total</b>	<b>1,723.29</b>	<b>3,293.29</b>	<b>2,884.64</b>	<b>2,680.84</b>

**\*Note Productwise Revenue Bifurcation**

<b>Particulars</b>	<b>For the period ended 30.09.2024</b>	<b>For the year ended 31.03.2024</b>	<b>For the year ended 31.03.2023</b>	<b>For the year ended 31.03.2022</b>
Integrated facility management Services	928.45	1,723.45	1,606.10	1,309.45
Security Manpower Services	794.84	1,569.84	1,278.54	1,371.39
<b>Total</b>	<b>1,723.29</b>	<b>3,293.29</b>	<b>2,884.64</b>	<b>2,680.84</b>

**Annexure - 2.2**

<b>Restated Statement of Other income</b> (₹ in Lakhs)				
<b>Particulars</b>	<b>For the period ended 30.09.2024</b>	<b>For the year ended 31.03.2024</b>	<b>For the year ended 31.03.2023</b>	<b>For the year ended 31.03.2022</b>
Interest Received		3.04		
Interest on Fixed Deposit	2.07	12.10	10.95	8.79
Other Income	6.65	1.67	0.45	
Excess Provision written back	0.38		1.04	1.21
<b>Total</b>	<b>9.10</b>	<b>16.81</b>	<b>12.44</b>	<b>10.00</b>
<b>Note:</b>				
Interest income comprises:				
Interest on Bank Deposits	2.07	12.10	10.95	8.79
<b>Total</b>	<b>2.07</b>	<b>12.10</b>	<b>10.95</b>	<b>8.79</b>

**Annexure - 2.3**

**Restated Statement of Cost of materials consumed**

(₹ in Lakhs)

Particulars	For the period ended 30.09.2024	For the year 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	-	-	-	-
Add: Purchases during the year	-	-	-	-
Add: Carriage Inward	-	-	-	-
Less: Closing stock at the end of the year	-	-	-	-
<b>Cost of materials consumed</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

**Annexure - 2.4**

**Restated Statement of Changes in inventories of finished goods and work-in-progress**

(₹ in Lakhs)

Particulars	For the period ended 30.09.2024	For the year 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>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

**Annexure - 2.5**

**Restated Statement of Employee benefits expense**

(₹ in Lakhs)

Particulars	For the period ended 30.09.2024	For the year ended 31.03.2024	For the year ended 31.03.2023	For the year ended 31.03.2022
(a) Salaries and wages	1,183.51	2,490.92	2,248.63	2,336.43
(b) Staff welfare expenses	13.55	3.09	3.67	2.34
(c) Contributions to Provident and other funds	107.94	149.90	183.57	159.68
(d) Gratuity Expense		5.66	2.75	21.46
<b>Total</b>	<b>1,305.00</b>	<b>2,649.57</b>	<b>2,438.62</b>	<b>2,519.91</b>

**Annexure - 2.6**

**Restated Statement of Finance costs**

(₹ in Lakhs)

Particulars	For the period ended 30.09.2024	For the year ended 31.03.2024	For the year ended 31.03.2023	For the year ended 31.03.2022
Interest Expense	7.97	9.71	2.02	2.03
Other borrowing costs; bank Charges	1.69	2.37	1.43	3.59
<b>Total</b>	<b>9.66</b>	<b>12.08</b>	<b>3.45</b>	<b>5.62</b>

**Annexure - 2.7**

**Restated Statement of Depreciation and amortization**

(₹ in Lakhs)

Particulars	For the period ended 30.09.2024	For the year ended 31.03.2024	For the year ended 31.03.2023	For the year ended 31.03.2022
Depreciation and amortization	10.69	22.22	19.25	21.72
<b>Total</b>	<b>10.69</b>	<b>22.22</b>	<b>19.25</b>	<b>21.72</b>

Annexure - 2.8

Restated Statement of Other expenses

(₹ in Lakhs)

Particulars	For the period ended 30.09.2024	For the year ended 31.03.2024	For the year ended 31.03.2023	For the year ended 31.03.2022
<b>(A) DIRECT EXPENSES</b>				
Consumable & Stores				
Custom Duty & Others				
Electric Expenses				
Fuel & Power Charges				
<b>Total (A)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>(B) INDIRECT EXPENSES</b>				
Business promotional Expenses	5.17	2.21	3.67	5.03
Bad Debts	.59	40.82	4.84	9.40
Vehicle Insurance		.61	.84	1.23
Consumable Items	5.94	34.68	24.07	12.37
Conveyance Expenses	3.04	2.84	4.46	3.80
Donation	.11	.05	.05	
Accountancy Charges				.30
Certification fees				.04
Electricity & Water Expenses	3.88	5.49	4.95	4.01
Late Fees on GST	.03	.07	.24	.22
Interest on late payment of GST	3.93	4.66	4.26	1.73
Festive /Diwali Expenses		1.44	2.31	.88
Miscellaneous Expenses	4.51	3.46	.36	2.20
Newspaper /Advertisement Expenses		.02	.05	.09
Office Expenses	3.13	.66	2.07	2.02
PWD- Late Payment Recovery			.91	
Late filing TDS / Demand		4.20		
Software Rent	.21	.40	.40	
Freight & Forwarding Charges	.14	.16	.25	.15
Printing & Stationery Expenses	.95	1.54	2.38	1.94
ROC Fees	.05	.10	.03	.01
ROC Additional Fees		.04		
Rent	17.14	31.17	30.07	29.42
Repair & Maintenance	3.70	4.48	5.23	4.01
Service Charge on Manpower Supply		2.95	14.56	
Short & Excess	.58	.47	.92	1.45
Tour & Travelling	3.39	9.11	5.87	5.57
Telephone & Internet /Website Devloping Exp.	1.42	1.65	1.50	1.55
Tender Fees & Forms	1.22	18.08	1.77	2.65
Vehicle Running & Maintenance	3.46	4.91	4.54	4.51
Postage & Telegram	.19	.36	.29	.32
Processing Fees		1.66		.20
Membership Fees /Subscriptions	.53	.05	.25	.22
Professional fees				
Parking & Toll Tax	.13	.07	.09	.03
Late Payment of ESIC				.41
EPF damages & interest		6.06	.00	
Damages under EPF Act		1.60		
EPF Arrear 21-22		.17	1.45	4.06
Legal & Professional Charges	7.62	85.27	9.51	3.91
Insurance	1.97	.78		
Late fee on Professional Tax	.10	.06		
Interest on EPF				.65
Interest on late payment of TDS	.05	.05		
Penalty on E stamping	.04			
<b>Payment to auditors</b>				

Particulars	For the period ended 30.09.2024	For the year ended 31.03.2024	For the year ended 31.03.2023	For the year ended 31.03.2022
Statutory audit		3.00	1.50	.30
Tax audit		1.00	.50	
<b>TOTAL</b>	<b>73.22</b>	<b>276.43</b>	<b>134.21</b>	<b>104.67</b>

**Annexure - 2.9**

**Restated Statement of Earning Per Equity Share**

(₹ in Lakhs)

Particulars	For the period ended 30.09.2024	For the year ended 31.03.2024	For the year ended 31.03.2023	For the year ended 31.03.2022
<b>Before Exceptional Items</b>				
1. Net Profit after tax as per Statement of Profit and Loss attributable to Equity Shareholders (₹ in Lakhs)	248.75	261.76	225.66	29.13
2. Weighted Average number of equity shares [Original]	1,22,20,000	1,22,20,000	10,000	10,000
3. Weighted Average number of equity shares used as denominator for calculating EPS (After considering Bonus impact with retrospective effect)	1,22,20,000	1,22,20,000	54,30,000.00	54,30,000
4. Basic Earnings per Share (On Face value of ₹ 10/- per share)	2.04	2.14	2,256.60	291.27

**As per our report of even date attached**

**For and on behalf of Board of Directors  
For Armour Security (India) Ltd.**

**For and on behalf of  
For PDMS And Co.  
Firm No. 019621C  
(Chartered Accountants)**

**Sd/-  
Brij Bhushan Gupta  
(Director)  
DIN: 10954912**

**Sd/-  
Arnima Gupta  
(Director)  
DIN: 02212966**

**Sd/-  
CA Sachin Pathak  
Membership No.099065  
UDIN :25099065BMNURD1759**

**Sd/-  
Subodh Jindal  
(CFO)  
PAN: XXXXX5403R**

**Sd/-  
Shakshi Mishra  
(Company Secretary)  
MN: ACS 57243**

**Date: 24.02.2025  
Place: Delhi**

**Date: 24.02.2025  
Place: Delhi**

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## ANNEXURE-IV

### 1 Summary Of Material Accounting Policies

#### 1.1 Basis of Preparation of Financial Statements

The Financial Statements are prepared and presented in accordance with Indian Generally Accepted Accounting Principles (GAAP) under the historical cost convention on the accrual basis of accounting. GAAP comprises mandatory accounting standards as specified in the Company (Accounting Standards) Rules 2014, the provisions of the Companies Act, 2013. Accounting policies have been consistently applied in preparation and presentation of financial statements.

In addition, in accordance with the ICDR Regulations and the Guidance Note, certain adjustment have been incorporated for alignment of accounting policies, rectification of errors and regroupings across the different periods for the preparation of the restated financials information for the years ended 31st March 2022, 31st March 2023, 31st March 2024 based on the accounting policies followed by the company for the preparation of its special purpose interim financial statement as at and for the six month ended 30th September 2024. All amount included in the financial statements are reported in Indian rupee. Lakhs except shares and per share data, unless otherwise stated. Amount presented as "0" are non – zero numbers rounded off in Rs lakh. Due to rounding off, the numbers presented throughout the document may not add up precisely to the totals and percentages may not precisely reflect the absolute figures. For the purpose of preparation of the restated financials information, various figures of financial statement have been regrouped or reclassified wherever necessary.

#### 1.2 Use of Estimates

The preparation of Financial Statements in conformity with the generally accepted accounting principles requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Management believes that the estimates and assumptions used in the preparation of financial statements are prudent and reasonable. Actual results could differ from those estimates. Any difference between the actual results and estimates are recognized in the period in which the results are known / materialize. Any revision to accounting estimates is recognized prospectively in the current and future periods.

#### 1.3 Presentation & Disclosure of Financial Statements

All assets and liabilities have been classified as current & non-current as per company's normal operating cycle and other criteria set out in the Schedule III of the Companies Act, 2013. Based on the nature of services and time between acquisition of assets for rendering of services and their realization in cash and cash equivalents, operating cycle is less than 12 months. However, for the purpose of current / non- current classification of assets and liabilities, period of 12 months have been considered as normal operating cycle.

#### 1.4 Property, Plant and Equipment and Depreciation

i. Property, plant and equipment are stated at cost of acquisition / construction less accumulated depreciation and accumulated impairment losses, if any. Gross carrying amount of all property, plant and equipment are measured using cost model.

ii. Cost of an item of property, plant and equipment includes purchase price including non - refundable taxes and duties, borrowing cost directly attributable to the qualifying asset, any costs directly attributable to bringing the asset to the location and condition necessary for its intended use and the present value of the expected cost for the dismantling/decommissioning of the asset, expenditure and cost of replacing parts, are charged to the statement of profit and loss for the period during which such expenses are incurred.

iii. Property, plant & equipment are eliminated from financial statements either on disposal or when retired from active use. Assets held for disposal are stated at net realizable value. Losses arising in the case of retirement of property, plant and equipment and gains or losses arising from disposal of property, plant & equipment are recognized in the statement of profit and loss in the year of occurrence.

iv. Depreciation

- Depreciation on property, plant and equipment is provided on a Written down value (WDV) over their useful lives which is in consonance of useful life mentioned in Schedule II to the Companies Act, 2013

- Depreciation methods, useful lives and residual values are reviewed periodically, including at the end of each financial year and adjusted prospectively.

- In case of assets purchased, sold or discarded during the year, depreciation on such assets is calculated on pro-rata basis from the date of such addition or as the case may be, upto the date on which such asset has been sold or discarded.

Gains or losses arising from derecognition of property, plant and equipment are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the Statement of Profit and Loss when the asset is derecognized.

## **1.5 Leases**

Lease arrangements where risks and rewards incidental to ownership of an asset substantially vest with the lessor are classified as operating lease. Rental expenses on assets obtained under operating lease arrangements are recognized on a straight-line basis as an expense in the Statement of Profit and Loss over the lease term of respective lease arrangement unless there is another systematic basis which is more representative of the time pattern of the lease.

## **1.6 Impairment**

The carrying amounts of assets are reviewed at each balance sheet date for any indication of impairment based on internal / external factors. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the asset's net selling price and value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset and from its disposal at the end of its useful life. Based on the assessment done at each balance sheet date, recognised impairment loss is further provided or reversed depending on changes in circumstances. After recognition of impairment loss or reversal of impairment loss as applicable, the depreciation charge for the property, plant and equipment is adjusted in future periods to allocate the asset's revised carrying amount, less its residual value (if any), on a systematic basis over its remaining useful life. If the conditions leading to recognition of impairment losses no longer exist or have decreased, impairment losses recognized are reversed to the extent it does not exceed the carrying amount that would have been determined after considering depreciation / amortization had no impairment loss been recognized in earlier years.

## **1.7 Investments:**

Investments that are readily realizable and intended to be held for not more than a year from the date on which such investments are made are classified as current investments. All other investments are classified as long-term investments. On initial recognition, all investments are measured at cost. The cost comprises purchase price and directly attributable acquisition charges such as brokerage, fees and duties. If an investment is acquired, or partly acquired, by the issue of shares or other securities, the acquisition cost is the fair value of the securities issued. If an investment is acquired in exchange for another asset, the acquisition is determined by reference to the fair value of the asset given up or by reference to the fair value of the investment acquired, whichever is more clearly evident. Current investments are carried at lower of cost and fair value determined on an individual investment basis. Long term investments are carried at cost. However, provision for diminution in value of long term investments is made to recognise a decline, other than temporary, on an individual investment basis. Investment transactions are accounted for on a trade date basis. In determining the holding cost of investments and the gain or loss on sale of investments, the 'weighted average cost' method is followed.

## **1.8 Cash and Cash Equivalents**

Cash and cash equivalents include cash in hand, cheque on hand, bank balances and deposits with banks with maturity period less than 12 months (other than on lien)

## **1.9 Cash Flow Statement**

Cash Flows are reported using the indirect method, whereby net profit before tax is adjusted for the effects of transactions of non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

## **1.10 Revenue Recognition**

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.

## **1.11 Other Income**

Interest income: Interest income is recognized on time proportion basis taking into account the amount outstanding and rate applicable.

Other Income - It is recognised when It is accrued

## **1.12 Foreign Currency Transactions**

(i)Initial recognition - Transactions denominated in foreign currencies are recorded at the exchange rates prevailing on the date of the transaction.

(ii)Conversion -As at balance sheet date, foreign currency monetary items are translated at closing exchange rate. Foreign currency non-monetary items are carried at historical cost using exchange rate on the date of transaction. Exchange Difference Exchange difference arising on settlement or translation of foreign currency monetary items are recognized as income or expense in the year in which they arise except to the extent exchange differences are regarded as an adjustment to interest cost and treated in accordance with Accounting Standard 16- Borrowing Cost

## **1.13 Retirement and other Employee Benefit**

### **(i) Short term employee benefit**

All employee benefits falling due wholly within twelve months of rendering the service are classified as short term employee benefits and they are recognised as an expense at the undiscounted amount in the Statement of Profit and Loss in the period in which the employee renders the related service. These benefits include short term compensated absences such as paid annual leave. The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees is recognized as an expense during the period. Benefits such as salaries and wages, etc. and the expected cost of the bonus / ex-gratia are recognised in the period in which the employee renders the related service.

### **(ii) Post employment**

#### **a) Defined Contribution Plan :**

The defined contribution plan is post-employment benefit plan under which Company contributes fixed contribution to a government administered fund and will have no obligation to pay further contribution. The Company's defined contribution plan comprises of Provident Fund and Employee State Insurance Scheme. The Company's contribution to defined contribution plans are recognized in the Statement of Profit and Loss in the period in which the employee renders the related service.

**b) Direct Benefit Plan:** The Company's net obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in the current and prior periods, after discounting the same. The calculation of defined benefit obligations is performed annually by an independent qualified actuary using the projected unit credit method.

## **1.14 Taxes**

**(i) Current Tax :** Tax expenses comprises of current tax, deferred tax charge or credit, minimum alternative tax and adjustments of taxes for earlier years. Provision for current tax is made as per the provisions of Income Tax Act, 1961.

**(ii) Deferred Tax :** Deferred tax charge or credit reflects the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years and are measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date.

Deferred tax assets are recognised only to the extent there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised. In situations where the Company has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognised only if there is virtual certainty supported by convincing evidence that they can be realised against future taxable profits. Deferred tax assets are reviewed for the appropriateness of their respective carrying amounts at each balance sheet date. At each balance sheet date the Company re-assesses unrecognized deferred tax assets. It recognizes unrecognized deferred tax assets to the extent that it has become reasonably/virtually certain as the case may be that sufficient future taxable income will be available against which such deferred tax assets can be realized.

## **1.15 Borrowing Cost**

Borrowing costs that are directly attributable to the acquisition, construction or development of a qualifying asset are capitalized as part of the cost of the respective asset till such time the asset is ready for its intended use. A qualifying asset is an asset which necessarily takes a substantial period of time to get ready for its intended use. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest, exchange difference arising from foreign currency borrowings to the extent they are treated as an adjustment to the borrowing cost and other costs that an entity incurs in connection with the borrowing of funds.

## **1.16 Earnings Per Share**

Basic earnings per share are calculated by dividing the net profit or loss (after tax) for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. The weighted average number of equity shares outstanding during the period and all periods presented is adjusted for events of bonus issue and share split. For the purpose of calculating diluted earnings per share, the net profit or loss (after tax) for the year attributable to equity shareholders and the weighted average number of equity shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares. Diluted earnings per share are calculated after adjusting effects of potential equity shares (PES). PES are those shares which will convert into equity shares at a later stage. Profit / loss is adjusted by the expenses incurred on such PES. Adjusted profit/loss is divided by the weighted average number of ordinary plus potential equity share

### **1.17 Segment Reporting**

A reportable segment is a business segment or a geographical segment identified on the basis of foregoing definitions for which segment information is required to be disclosed by this Standard.

The basic factor for Business segment is the nature of the Services for the Company. Which is a distinguishable component that is engaged in providing an individual product or a group of related products and that is subject to risks and returns that are different from those of other business segments or as a whole Business.

The basic factor Geographical segment, for the Company, is relationships between operations in different geographical areas in terms of India and Outside India., which is a distinguishable component that is engaged in providing products or within a particular economic environment and that is subject to risks and returns that are different from those of components operating in other economic environments.

### **1.18 Provisions and Contingent liabilities and asset**

A provision is recognised when the Company has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to its present value (except retirement benefits) and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not require an outflow of resources. When there is a possible obligation or a present obligation in respect of which likelihood of outflow of resources is remote, no provision or disclosure is made.

A Contingent Asset is neither recognised nor disclosed in the financial statements.

### **1.19 Events after Balance Sheet**

Events occurring after the balance sheet date that indicate that an asset may have been impaired, or that a liability may have existed, at the balance sheet date are, therefore, taken into account in identifying contingencies and in determining the amounts at which such contingencies are included in financial statements

**As per our report of even date attached**

**For and on behalf of Board of Directors  
For Armour Security (India) Ltd.**

**For and on behalf of  
For PDMS And Co.  
Firm No. 019621C  
(Chartered Accountants)**

**Sd/-  
Brij Bhushan Gupta  
(Director)  
DIN: 10954912**

**Sd/-  
Arnima Gupta  
(Director)  
DIN: 02212966**

**Sd/-  
CA Sachin Pathak  
Membership No.099065  
UDIN :25099065BMNURD1759**

**Sd/-  
Subodh Jindal  
(CFO)  
PAN: XXXXX5403R**

**Sd/-  
Shakshi Mishra  
(Company Secretary)  
MN: ACS 57243**

**Date: 24.02.2025  
Place: Delhi**

**Date: 24.02.2025  
Place: Delhi**

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## ANNEXURE –V

### Notes to the Restated Financial Statements:

#### A Segment Information

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker (CODM). The CODM is considered to be the Board of Directors who makes strategic decisions and is responsible for allocating resources and assessing performance of the operating segments. Company has only one reportable segment

(₹ in Lakhs)			
Information on Geographical Segments:	India	Outside India	Total
<b>For the Period ended September, 2024</b>			
Revenue from external customers	1,723.29	-	<b>1,723.29</b>
Carrying amount of segment assets	2,378.08		<b>2,378.08</b>
<b>For the Year ended March 31, 2024</b>			
Revenue from external customers	3,293.29	-	<b>3,293.29</b>
Carrying amount of segment assets	2,361.41		<b>2,361.41</b>
<b>For the Year ended March 31, 2023</b>			-
Revenue from external customers	2,884.64	-	<b>2,884.64</b>
Carrying amount of segment assets	1,551.06		<b>1,551.06</b>
<b>For the Year ended March 31, 2022</b>			
Revenue from external customers	2,680.84	-	<b>2,680.84</b>
Carrying amount of segment assets	1,195.04		<b>1,195.04</b>

#### B Additional regulatory information

##### (i) 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 September 30, 2024 and for the year ended on March 31, 2024, 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.

##### (ii) 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).

##### (iii) 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 September 30, 2024 and for the year ended on March 31, 2024, 2023 & 2022.

##### (iv) 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 September 30, 2024 and for the year ended on March 31, 2024, 2023 & 2022.

##### (v) Utilisation of borrowed funds and share premium

During the period ended on September 30, 2024 and for the year ended on March 31, 2024, 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 September 30, 2024 and for the year ended on March 31, 2024, 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.

**(vii)** The Company has not been declared Wilful Defaulter by any bank or financial institution or government or any government authority.

**(vii)** 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.

**C 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.

**D 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.

**E Material Adjustments in Restated Profit & Loss Account:**

(₹ in Lakhs)

Particulars	For the Period Ended			
	30.09.2024	31.03.2024	31.03.2023	31.03.2022
<b>Profit After Tax as per Books of Accounts</b>	<b>248.75</b>	<b>313.36</b>	<b>144.79</b>	<b>24.62</b>
Adjustment for provision of Gratuity		24.42	(2.76)	(21.46)
Adjustment for provision of Income Tax		33.10	(20.11)	20.57
Adjustment for provision of Deferred Tax		(6.07)	0.69	5.40
Adjustment for Revenue		(103.05)	103.05	
<b>Profit After Tax as per Restated</b>	<b>248.75</b>	<b>261.76</b>	<b>225.66</b>	<b>29.13</b>

Particulars	For the period ended			
	30.09.2024	31.03.2024	31.03.2023	31.03.2022
<b>Reserve &amp; Surplus as per Books of Accounts</b>	<b>445.35</b>	<b>196.59</b>	<b>269.23</b>	<b>120.47</b>
Adjustment in Profit & Loss Accounts	27.22	27.23	79.99	4.50
Adjustment in opening Balance			(1.16)	
<b>Reserve &amp; Surplus as per Restated</b>	<b>472.57</b>	<b>223.82</b>	<b>348.06</b>	<b>124.97</b>

**F 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 September 30, 2024 & March 31, 2024, 2023 & 2022 to Micro, Small and Medium Enterprises on account of principal amount together with interest, aggregate to ₹ 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.

**G** 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.

**H Corporate Social Responsibility:**

Trade Receivables, Trade Payables, Borrowings, Loans & Advances and Deposits

**I 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.

**J Re-grouping/re-classification of amounts**

The figures have been grouped and classified wherever they were necessary.

**K 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.

**L 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.

**M Deferred Tax Asset / Liability: [AS-22]**

The company has created Deferred Tax Asset / Liability as required by Accounting Standard (AS) - 22.

**N Disclosure under AS - 15 Employee Benefits**

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:

<b>Defined benefit plans</b>	<b>For the period ended 30.09.2024</b>	<b>For the year ended 31.03.2024</b>	<b>For the year ended 31.03.2023</b>	<b>For the year ended 31.03.2022</b>
	<b>Gratuity (Unfunded)</b>	<b>Gratuity (Unfunded)</b>	<b>Gratuity (Unfunded)</b>	<b>Gratuity (Unfunded)</b>
<b>Expenses recognised in statement of profit and loss during the year:</b>				
Current service cost	1,16,591	2,43,683.00	2,23,003.00	2,11,748.00
Past service cost				-
Expected return on plan assets				
Net interest cost / (income) on the net defined benefit liability / (asset)	1,08,287	1,81,549.00	1,60,942.00	1,35,203.00
Immediate Recognition of (Gain)/Losses	(2,63,247)	1,41,347.00	(1,09,187.00)	(3,765.00)
Loss (gain) on curtailments				-
<b>Total expenses included in Employee benefit expenses</b>	<b>(38,369.00)</b>	<b>5,66,579.00</b>	<b>2,74,758.00</b>	<b>3,43,186.00</b>
<b>Discount Rate as per para 78 of AS 15 R (2005)</b>				

<b>Defined benefit plans</b>	<b>For the period ended 30.09.2024</b>	<b>For the year ended 31.03.2024</b>	<b>For the year ended 31.03.2023</b>	<b>For the year ended 31.03.2022</b>
	<b>Gratuity (Unfunded)</b>	<b>Gratuity (Unfunded)</b>	<b>Gratuity (Unfunded)</b>	<b>Gratuity (Unfunded)</b>
<b>Net asset /(liability) recognised as at balance sheet date:</b>				
Present value of defined benefit obligation	29,48,849	29,87,228.00	24,20,649.00	21,45,891.00
Fair value of plan assets		-	-	-
<b>Funded status [surplus/(deficit)]</b>	<b>(29,48,849.00)</b>	<b>(29,87,228.00)</b>	<b>(24,20,649.00)</b>	<b>(21,45,891.00)</b>
<b>Movements in present value of defined benefit obligation</b>				
Present value of defined benefit obligation at the beginning of the year	29,87,228.00	24,20,649.00	21,45,891.00	18,02,705.00
Current service cost	1,16,591.00	2,43,683.00	2,23,003.00	2,11,748.00
Past service cost	-	-	-	-
Interest cost	1,08,287.00	1,81,549.00	1,60,942.00	1,35,203.00
Actuarial (gains) / loss	(2,63,247.00)	1,41,347.00	(1,09,187.00)	(3,765.00)
Benefits paid	-	-	-	-
<b>Present value of defined benefit obligation at the end of the year</b>	<b>29,48,859.00</b>	<b>29,87,228.00</b>	<b>24,20,649.00</b>	<b>21,45,891.00</b>
<b>Classification</b>				
Current liability				
Non-current liability	29,48,859.00	29,87,228.00	24,20,649.00	21,45,891.00

#### Best estimate for contribution during next Period

#### Sensitivity analysis method

Significant actuarial assumptions for the determination of the defined benefit obligation are discount rate and expected salary increase rate. Effect of change in mortality rate is negligible. Please note that the sensitivity analysis presented below may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumption would occur in isolation of one another as some of the assumptions may be correlated.

#### Actuarial assumptions:

(Amount in Lakhs, Unless Otherwise Stated)

<b>Particulars</b>	<b>For the period ended 30.09.2024</b>	<b>For the year ended 31.03.2024</b>	<b>For the year ended 31.03.2023</b>	<b>For the year ended 31.03.2022</b>
Expected Return on Plan Assets				
Discount rate	7.00%	7.25%	7.50%	7.50%
Expected rate of salary increase	5.00%	5.00%	5.00%	5.00%
Mortality Rate During Employment	IALM 2012-14	IALM 2012-14	IALM 2012-14	IALM 2012-14
Retirement age	60	60	60	60

As per our report of even date attached

For and on behalf of Board of Directors  
For Armour Security (India) Ltd.

For and on behalf of  
For PDMS And Co.  
Firm No. 019621C  
(Chartered Accountants)

Sd/-  
Brij Bhushan Gupta  
(Director)  
DIN: 10954912

Sd/-  
Arnima Gupta  
(Director)  
DIN: 02212966

Sd/-  
CA Sachin Pathak  
Membership No.099065  
UDIN :25099065BMNURD1759

Sd/-  
Subodh Jindal  
(CFO)  
PAN: XXXXX5403R

Sd/-  
Shakshi Mishra  
(Company Secretary)  
MN: ACS 57243

Date: 24.02.2025  
Place: Delhi

Date: 24.02.2025  
Place: Delhi

## ANNEXURE –VI

### Statement of Accounting & Other Ratios, As Restated

Particulars		30.09.2024	31.03.2024	31.03.2023	(₹ in Lakhs) 31.03.2022
Net Profit as Restated	(A)	248.75	261.76	225.66	29.13
Add: Depreciation		10.69	22.22	19.25	21.72
Add: Interest on Loan		7.97	9.71	2.02	2.03
Add: Income Tax/ Deferred Tax		85.06	88.04	75.90	9.79
Less: Other Income		9.10	16.81	12.44	10.00
<b>EBITDA</b>		343.38	364.92	310.38	52.67
<b>EBITDA Margin (%)</b>		19.93%	11.08%	10.76%	1.96%
Net Worth as Restated	(B)	1,694.57	1,445.82	349.06	125.97
<b>Return on Net worth (%) as Restated</b>	(A/B)	14.68%	18.10%	64.65%	23.12%
Equity Share at the end of year (in Nos.)	(C)	1,22,20,000	1,22,20,000	10,000	10,000
Weighted No. of Equity Shares (Pre-Bonus)	(D)	1,22,20,000	68,00,000	10,000	10,000
Weighted No. of Equity Shares (Post-Bonus)	(E)	1,22,20,000	1,22,20,000	54,30,000	54,30,000
(after considering Bonus Impact with retrospective effect)					
<b>Basic Earnings per Equity Share as Restated</b>	(A/D)	2.04	2.14	2,256.60	291.27
<b>Adjusted Earnings per Equity Share as Restated after considering Bonus Impact with retrospective effect</b>	(A/E)	2.04	2.14	4.16	0.54
<b>Net Asset Value per Equity share as Restated</b>	(B/C)	13.87	11.83	3,490.57	1,259.67
<b>Net Asset Value per Equity share as Restated after considering Bonus Impact with retrospective effect</b>	(B/E)	13.87	11.83	6.43	2.32

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.

**As per our report of even date attached**

**For and on behalf of Board of Directors  
For Armour Security (India) Ltd.**

**For and on behalf of  
For PDMS And Co.  
Firm No. 019621C  
(Chartered Accountants)**

Sd/-  
**Brij Bhushan Gupta**  
(Director)  
DIN: 10954912

Sd/-  
**Arnima Gupta**  
(Director)  
DIN: 02212966

Sd/-  
**CA Sachin Pathak**  
Membership No.099065  
UDIN :25099065BMNURD1759

Sd/-  
**Subodh Jindal**  
(CFO)  
PAN: XXXXX5403R

Sd/-  
**Shakshi Mishra**  
(Company Secretary)  
MN: ACS 57243

Date: 24.02.2025  
Place: Delhi

Date: 24.02.2025  
Place: Delhi

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**ANNEXURE –VII**

**Statement of Analytical Ratios, As Restated**

Sr. No.	Ratio	Numerator	Denominator	As At 30/09/2024	As At 31/03/2024	As At 31/03/2023	As At 31/03/2022
1	Current Ratio	Current Assets	Current Liabilities	1.88	1.39	0.99	0.79
2	Debt-Equity Ratio	Total Debt (Long term + Short term)	Shareholder's Equity	0.08	0.12	0.24	0.56
3	Return on Equity (ROE) (%)	Profit for the year less Preference dividend (if any)	Total shareholders equity	14.68%	18.10%	64.65%	23.12%
4	Trade receivables turnover ratio	Revenue from operations	Average Trade Receivables	2.56	3.87	3.70	4.06
5	Net capital turnover ratio	Revenue from operations	Working capital (i.e. Total current assets less Total current liabilities)	3.56	11.17	(192.57)	(12.85)
6	Net profit ratio(%)	Profit after tax	Revenue from operations	14.43%	7.95%	7.82%	1.09%
7	Return on capital employed (ROCE)(%)	Earning before interest and taxes	Capital employed = Total Shareholder Equity+Total Debt	18.75%	22.26%	70.20%	22.72%
8	Interest Coverage ratio	Earning before interest and taxes	Finance Cost	35.56	29.96	88.41	7.92
9	EBITDA Margin	Profit before tax + Depreciation + Finance Costs – Other Income	Revenue from Operations	19.93%	11.08%	10.76%	1.96%

Sr. No.	Ratio	Numerator	Denominator	As At 30/09/2024	As At 31/03/2024	Variance	Remarks
1	Current Ratio	Current Assets	Current Liabilities	1.88	1.39	0.49	Increases due to reduction in short term provisions
2	Debt-Equity Ratio	Total Debt (Long term + Short term)	Shareholder's Equity	0.08	0.12	(0.04)	Reduction in borrowings
3	Return on Equity (ROE)(%)	Profit for the year less Preference dividend (if any)	Total shareholders equity	14.68%	18.10%	-3.4%	Return on Equity are not annualized
4	Trade receivables turnover ratio	Revenue from operations	Average Trade Receivables	2.56	3.87	(1.31)	Sales are not annualized
5	Net capital turnover ratio	Revenue from Operations	Working capital (i.e. Total current assets less Total current liabilities)	3.56	11.17	(7.61)	Sales are not annualized
6	Net profit ratio(%)	Profit after tax	Revenue from operations	14.43%	7.95%	6.5%	Improved profitability
7	Return on capital employed (ROCE)(%)	Earning before interest and taxes	Capital employed = Total Shareholder Equity+Total Debt	18.75%	22.26%	-3.5%	Earning before interest and taxes not annualized

Sr. No.	Ratio	Numerator	Denominator	As At 30/09/2024	As At 31/03/2024	Variance	Remarks
8	Interest Coverage ratio	Earning before interest and taxes	Finance Cost	35.56	29.96	5.60	NA
9	EBITDA Margin	Profit before tax + Depreciation + Finance Costs – Other Income	Revenue from Operations	19.93%	11.08%	8.8%	NA

As per our report of even date attached

For and on behalf of Board of Directors  
For Armour Security (India) Ltd.

For and on behalf of  
For PDMS And Co.  
Firm No. 019621C  
(Chartered Accountants)

Sd/-  
CA Sachin Pathak  
Membership No.099065  
UDIN :25099065BMNURD1759

Sd/-  
Brij Bhushan Gupta  
(Director)  
DIN: 10954912

Sd/-  
Arnima Gupta  
(Director)  
DIN: 02212966

Sd/-  
Subodh Jindal  
(CFO)  
PAN: XXXXX5403R

Sd/-  
Shakshi Mishra  
(Company Secretary)  
MN: ACS 57243

Date: 24.02.2025  
Place: Delhi

Date: 24.02.2025  
Place: Delhi

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**ANNEXURE –VIII**

**Statement of Capitalization, As Restated**

(₹ in Lakhs)

<b>Particulars</b>	<b>Pre-Issue</b>	<b>Post Issue</b>
<b>Debt :</b>		
Long Term Debt	101.25	
Short Term Debt	36.19	
<b>Total Debt</b>		<b>137.44</b>
<b>Shareholders Funds</b>		
Equity Share Capital	1,222.00	
Reserves and Surplus	472.57	
Less: Misc. Expenditure		
<b>Total Shareholders' Funds</b>		<b>1,694.57</b>
<b>Long Term Debt/ Shareholders' Funds</b>		<b>0.06</b>
<b>Total Debt / Shareholders Fund</b>		<b>0.08</b>

As per our report of even date attached

**For and on behalf of Board of Directors  
For Armour Security (India) Ltd.**

**For and on behalf of  
For PDMS And Co.  
Firm No. 019621C  
(Chartered Accountants)**

**Sd/-  
Brij Bhushan Gupta  
(Director)  
DIN: 10954912**

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**Sd/-  
Subodh Jindal  
(CFO)  
PAN: XXXXX5403R**

**Sd/-  
Shakshi Mishra  
(Company Secretary)  
MN: ACS 57243**

**Date: 24.02.2025  
Place: Delhi**

**Date: 24.02.2025  
Place: Delhi**

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**ANNEXURE -IX**

**Statement of Tax Shelter, As Restated**

(₹ in Lakhs)

<b>Particulars</b>	<b>As At</b>			
	<b>30.09.2024</b>	<b>2024</b>	<b>2,023</b>	<b>2,022</b>
<b>Profit Before Tax as per books of accounts (A)</b>	<b>333.82</b>	<b>349.80</b>	<b>301.56</b>	<b>38.92</b>
-- Normal Tax rate	25.17%	25.17%	25.17%	25.17%
-- Minimum Alternative Tax rate				
<b>Permanent differences</b>				
Other adjustments				
Prior Period Item				
<b>Total (B)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Timing Differences</b>				
Depreciation as per Books of Accounts	10.69	22.22	19.25	21.72
Depreciation as per Income Tax	9.69	21.35	18.49	19.82
Difference between tax depreciation and book depreciation	1.00	0.87	0.76	1.90
Other adjustments	4.15	5.66	2.75	21.45
Deduction under chapter VI-A				
<b>Total (C)</b>	<b>5.15</b>	<b>6.53</b>	<b>3.51</b>	<b>23.35</b>
<b>Net Adjustments (D = B+C)</b>	<b>5.15</b>	<b>6.53</b>	<b>3.51</b>	<b>23.35</b>
<b>Total Income (E = A+D)</b>	<b>338.97</b>	<b>356.33</b>	<b>305.06</b>	<b>62.27</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>338.97</b>	<b>356.33</b>	<b>305.06</b>	<b>62.27</b>
Tax Payable for the year	85.31	89.68	76.78	15.67
Tax payable as per MAT	-	-	-	-
Tax expense recognised	<b>85.31</b>	<b>89.68</b>	<b>76.78</b>	<b>15.67</b>
Tax payable as per normal rates or MAT (whichever is higher)	<b>85.31</b>	<b>89.68</b>	<b>76.78</b>	<b>15.67</b>

As per our report of even date attached

**For and on behalf of Board of Directors  
For Armour Security (India) Ltd.**

**For and on behalf of  
For PDMS And Co.  
Firm No. 019621C  
(Chartered Accountants)**

**Sd/-  
Brij Bhushan Gupta  
(Director)  
DIN: 10954912**

**Sd/-  
Arnima Gupta  
(Director)  
DIN: 02212966**

**Sd/-  
CA Sachin Pathak  
Membership No.099065  
UDIN :25099065BMNURD1759**

**Sd/-  
Subodh Jindal  
(CFO)  
PAN: XXXXX5403R**

**Sd/-  
Shakshi Mishra  
(Company Secretary)  
MN: ACS 57243**

**Date: 24.02.2025  
Place: Delhi**

**Date: 24.02.2025  
Place: Delhi**

## ANNEXURE -X

### Related Party Transactions

#### Key Managerial Person

1. Subodh Jindal Chief Financial Officer
2. Anshu Singh Ex-Company Secretary
3. Shakshi Mishra, Company Secretary

#### Promoters

1. Arnima Gupta
2. Brij Bhushan Gupta

#### Directors

1. Arnima Gupta
2. Brij Bhushan Gupta
3. Krishna Kumar Singh
4. Shrikant Shriram Modak
5. Nilendra Kumar

#### Enterprise where Directors have significant Influence

Related Party	Person Interested	Type of Relationship
Vinod Gupta & Sons (HUF)	Vinod Gupta	Karta
Armour IT Solutions Pvt Ltd	Vinod Gupta & Arnima Gupta	Associate Company
Viarn Infrastructure Pvt Ltd	Vinod Gupta & Arnima Gupta	Associate Company
Bindrite Welding Pvt Ltd	Arnima Gupta	Associate Company
Tridib Industries Ltd	Vkrishna Kumar Singh & Shrikant Shriram Modak	Associate Company
Exschain Travel & Private Limited	Vkrishna Kumar Singh	Associate Company
Armour Security India	Vinod Gupta	Proprietor

#### Relatives of Key Managerial Persons and Directors

Name of Relatives	Relationship with Key Managerial Persons/Directors
Aruna Gupta	Relative of director/promoter
Mayur Gupta	Relative of director/promoter
Bhavnesh Gupta	Relative of director/promoter
Shashi Gupta	Relative of director/promoter
Ravinder Gupta	Relative of director/promoter

#### Summary of related party transactions\*

Particulars	As at 30 September 2024 Amount in Lakhs	As at 31 March 2024 Amount in Lakhs	As at 31 March 2023 Amount in Lakhs	As at 31 March 2022 Amount in Lakhs
<b>Transactions</b>				
<b>Director and Key Managerial Remuneration</b>				
Arnima Gupta	-	13.50	18.00	18.00
Vinod Gupta	16.00	18.00	18.00	18.00
Subodh Jindal	3.00	6.00	6.00	4.80
Anshu Singh	0.90	0.30	-	-

Particulars	As at 30 September 2024 Amount in Lakhs	As at 31 March 2024 Amount in Lakhs	As at 31 March 2023 Amount in Lakhs	As at 31 March 2022 Amount in Lakhs
Brij Bhushan Gupta	1.80	0.30	-	-
<b><u>Transaction &amp; Balances with Related Parties</u></b>				
<b>Loan from Directors and Relatives</b>				
<b>Bhavnesh Gupta</b>				
Opening Balance	3.01	3.01	1.51	1.51
Received during the year	-		1.50	-
Repaid during the year	-	-	-	-
Closing Balance	3.01	3.01	3.01	1.51
<b>Shashi Gupta</b>				
Opening Balance			0.30	0.30
Received during the year			-	-
Repaid during the year			-0.30	-
Closing Balance			-	0.30
<b>Arnima Gupta</b>				
Opening Balance			61.48	94.67
Received during the year			33.50	49.36
Repaid during the year			-55.86	-82.55
Closing Balance			39.11	61.48

**Advances to Directors and Relatives (for services to be rendered)**

Particulars	As at 30 September 2024 Amount in Lakhs	As at 31 March 2024 Amount in Lakhs	As at 31 March 2023 Amount in Lakhs	As at 31 March 2022 Amount in Lakhs
<b>Arnima Gupta</b>				
Opening Balance	45.69	-39.11	0	
Given during the year	3.95	143.22	0	
Received during the year	-0.35	-58.42	0	
Closing Balance	49.29	45.69	0	-
<b>Aruna Gupta</b>				
Opening Balance	9.27	9.27	9.27	9.27
Given during the year	-	-	0	-
Received during the year	-	-	0	-
Closing Balance	9.27	9.27	9.27	9.27
<b>Vinod Gupta</b>				
Opening Balance	159.85	50.84	53.36	11.14
Given during the year	75.97	217.59	149.60	205.08
Received during the year	-47.06	-108.58	-152.12	-162.85
Closing Balance	188.76	159.85	50.84	53.36
<b>Mayur Gupta</b>				
Opening Balance	5.00	-	0	-
Given during the year	-	20.00	0	-

Particulars	As at 30 September 2024 Amount in Lakhs	As at 31 March 2024 Amount in Lakhs	As at 31 March 2023 Amount in Lakhs	As at 31 March 2022 Amount in Lakhs
Received during the year	-	-15.00	0	-
Closing Balance	5.00	5.00	0	-
<b>Ravinder Gupta</b>				
Opening Balance	-	1.20	1.20	1.20
Given during the year	-	-	0	
Received during the year	-	-1.20	0	
<b>Closing Balance</b>	-	-	<b>1.20</b>	<b>1.20</b>

#### Transactions with Related Parties

Particulars	As at 30 September 2024 Amount in Lakhs	As at 31 March 2024 Amount in Lakhs	As at 31 March 2023 Amount in Lakhs	As at 31 March 2022 Amount in Lakhs
<b>Viarn Infrastructure Pvt Ltd</b>				
Opening Balance	11.43	10.75	8.17	8.56
Given during the year	0.00	0.68	3.22	18.91
Received during the year	-		-0.64	-19.30
Closing Balance	11.43	11.43	10.75	8.17
<b>Armour Security India</b>				
Opening Balance	24.91	-	0	-
Given during the year	24.29	24.91	0	-
Received during the year		-	0	-
Closing Balance	49.20	24.91	0	-
<b>Vinod Gupta &amp; Sons (HUF)</b>				
Opening Balance	45.85	42.30	22.83	7.88
Given during the year	-	3.55	20.47	22.70
Received during the year	-		-1.00	-7.75
Closing Balance	45.85	45.85	42.30	22.83
<b>Rent paid/accrued</b>				
Rent paid/accrued to Arnima Gupta	9.00	18.00	18.00	18.00
<b>Security Deposit given</b>				
Security deposit given to Arnima Gupta	3.00	3.00	3.00	3.00

#### ANNEXURE -XI

##### Statement of Dividends

No Dividend Paid till Date

#### ANNEXURE -XII

##### Changes in the Significant Accounting Policies

There have been no changes in the accounting policies of the company for the period covered under audit

**ANNEXURE -XIII****Contingent Liabilities**

	Particulars	As at 30 September 2024 Amount in Lakhs	As at 31 March 2024 Amount in Lakhs	As at 31 March 2023 Amount in Lakhs	As at 31 March 2022 Amount in Lakhs
(a)	Bank guarantees issued	96.21	96.11	202.46	207.47
(b)	Demand notice for service tax	329.75	329.75	329.75	329.75
(c)	Demand against TDS	5.09	5.06	5.00	3.12

**As per our report of even date attached**

**For and on behalf of Board of Directors  
For Armour Security (India) Ltd.**

**For and on behalf of  
For PDMS And Co.  
Firm No. 019621C  
(Chartered Accountants)**

**Sd/-  
Brij Bhushan Gupta  
(Director)  
DIN: 10954912**

**Sd/-  
Arnima Gupta  
(Director)  
DIN: 02212966**

**Sd/-  
CA Sachin Pathak  
Membership No.099065  
UDIN :25099065BMNURD1759**

**Sd/-  
Subodh Jindal  
(CFO)  
PAN: XXXXX5403R**

**Sd/-  
Shakshi Mishra  
(Company Secretary)  
MN: ACS 57243**

**Date: 24.02.2025  
Place: Delhi**

**Date: 24.02.2025  
Place: Delhi**

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**ANNEXURE -XIV**

**Deferred Tax Workings**

Particulars	As At			
	30.09.2024	2,024	2,023	2,022
DTA - Opening Balance	18.99	17.34	16.46	10.58
Timing Differences due to Depreciation	1	0.87	0.76	1.90
Timing Differences due to Gratuity Provision	0.00	5.66	2.75	21.46
Total Timing Difference	1.00	6.53	3.51	23.36
DTA Adjustment during the year	0.25	1.64	0.88	5.88
DTA - Closing Balance	19.24	18.99	17.34	16.46

**As per our report of even date attached**

**For and on behalf of Board of Directors  
For Armour Security (India) Ltd.**

**For and on behalf of  
For PDMS And Co.  
Firm No. 019621C  
(Chartered Accountants)**

**Sd/-  
Brij Bhushan Gupta  
(Director)  
DIN: 10954912**

**Sd/-  
Arnima Gupta  
(Director)  
DIN: 02212966**

**Sd/-  
CA Sachin Pathak  
Membership No.099065  
UDIN :25099065BMNURD1759**

**Sd/-  
Subodh Jindal  
(CFO)  
PAN: XXXXX5403R**

**Sd/-  
Shakshi Mishra  
(Company Secretary)  
MN: ACS 57243**

**Date: 24.02.2025  
Place: Delhi**

**Date: 24.02.2025  
Place: Delhi**

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## OTHER FINANCIAL INFORMATION

### Statement of Accounting & Other Ratios, As Restated

(₹ in Lakhs)

Particulars		30-09-2024	31/03/2024	31/03/2023	31/03/2022
Net Profit as Restated	(A)	248.75	261.76	225.66	29.13
Add: Depreciation		10.69	22.22	19.25	21.72
Add: Interest on Loan		7.97	9.71	2.02	2.03
Add: Income Tax/ Deferred Tax		85.06	88.04	75.90	9.79
Less: Other Income		9.10	16.81	12.44	10.00
<b>EBITDA</b>		343.38	364.92	310.38	52.67
<b>EBITDA Margin (%)</b>		19.93%	11.08%	10.76%	1.96%
Net Worth as Restated	(B)	1,694.57	1,445.82	349.06	125.97
<b>Return on Net worth (%) as Restated</b>	(A/B)	14.68%	18.10%	64.65%	23.12%
Equity Share at the end of year (in Nos.)	(C)	1,22,20,000	1,22,20,000	10,000	10,000
Weighted No. of Equity Shares (Pre-Bonus)	(D)	1,22,20,000	68,00,000	10,000	10,000
Weighted No. of Equity Shares (Post-Bonus)	(E)	1,22,20,000	1,22,20,000	54,30,000	54,30,000
(after considering Bonus Impact with retrospective effect)					
<b>Basic &amp; Diluted Earnings per Equity Share as Restated</b>	(A/D)	2.04	2.24	2,256.60	291.27
<b>Adjusted Earnings per Equity Share as Restated after considering Bonus Impact with retrospective effect</b>	(A/E)	2.04	2.14	4.16	0.54
<b>Net Asset Value per Equity share as Restated</b>	(B/C)	13.87	11.83	3,490.57	1,259.67
<b>Net Asset Value per Equity share as Restated after considering Bonus Impact with retrospective effect</b>	(B/E)	13.87	11.83	63.23	22.82

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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## **RELATED PARTY TRANSACTIONS**

For details on related party transactions (As per the requirement under Accounting Standard 18 “Related Party Disclosure” issued by ICAI) of our Company during the restated audit period as mentioned in this Draft Red Herring Prospectus i.e., for the period ended 30 September 2024, for the financial year ended on March 31, 2024, March 31, 2023 and March 31, 2022 please refer to head titled “Related Party Transactions” annexed with the restated financial statements, on page 236 of this Draft Red Herring Prospectus.

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## MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL POSITION AND RESULTS OF OPERATIONS

*The following discussion and analysis of our financial condition and results of operations should be read in conjunction with our restated financial statements including the schedules, notes and significant accounting policies thereto for the Financial Years ended March 31, 2024, March 31, 2023, and March 31, 2022 and stub period ended September 30, 2024. The restated financial statements have been derived from audited financial statements and restated in accordance with SEBI (ICDR) Regulations and Guidance Notes issued by ICAI in this respect, as described in the Examination Report of auditors dated February 24, 2024, which is included under the chapter titled "Financial Information" beginning on page 194242 of this Prospectus.*

*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 set forth in "Forward-Looking Statements" and "Risk Factors" beginning on pages 19 and 2719 27 respectively, of this Draft Red Herring Prospectus.*

### COMPANY OVERVIEW

Our Company was incorporated as "ARMOUR SECURITY (INDIA) PVT. LTD." on August 27, 1999, vide certification of incorporation bearing No. 101313 under the provision of Companies Act, 1956 issued by the Registrar of Companies, NCT of Delhi and Haryana. Further, our Company was converted into a public limited company, pursuant to a special resolution passed in the Extraordinary General Meeting of our Shareholders held on February 09, 2024, and the name of our Company was changed to 'ARMOUR SECURITY (INDIA). LTD.', and a fresh certificate of incorporation dated May 03, 2024 was issued to our Company by the RoC, CPC. Our Corporate Identification Number is U74920DL1999PLC101313.

Our Company was started under the leadership of **Mr. Vinod Gupta** with the goal to provide cost effective and complete security solutions to Corporate and Government Organisations. Subsequently during FY 2007-2008 **Mrs. Arnima Gupta** joined our Company its Promoter. We have our registered office situated at B-87, 2nd Floor, Defence Colony, New Delhi-110024 and have our branch offices located in Haryana, Himachal Pradesh, Uttar Pradesh, Punjab and Maharashtra.

Originating from a single office in Defence Colony, Delhi, over the last two decades we have expanded our operations across PAN India, consistently delivering our quality services. We established branch offices in various states of India which helped us to navigate the ever-changing dynamics of the security market. By meticulously selecting our clients, we've accumulated substantial experience, developed methodologies, and honed our capabilities, ensuring the provision of Manpower Security, Integrated Facility Solutions.

Mr. Vinod Gupta, our Promoter, brings with him over two decades of experience in the security planning and management industry. With a deep understanding of our business domain, he plays a pivotal role in guiding our company towards success. His extensive experience and strategic insights are instrumental in shaping our company's vision and ensuring continued growth and prosperity.

Mrs. Arnima Gupta, our Promoter and Managing Director, brings with her over 15 years of experience in the security planning and management industry. She is responsible for the overall management of the Company which includes but not limited to setting new strategies for our company, business development, financial decision, identification and mitigation of risk etc.

We deliver comprehensive private security solutions to our clientele, encompassing security planning and management services. We provide both individual security personnel and full security teams, tailored to diverse sectors such as corporate, industrial, banking, healthcare, governmental institutions, educational establishments, and universities. Our services are tailored to address the distinct security needs of each client. To effectively meet the varied requirements and increasing demands of our clients nationwide, we leverage modern equipment and a trained workforce. Additionally, we offer integrated facility management, housekeeping, and manpower services, comprising skilled, semi-skilled, and unskilled personnel.

Our USP includes finding the right man for the job by paying close attention towards manpower and necessary skill requirement to optimally cater towards the client specific needs.

## **SIGNIFICANT DEVELOPMENTS SUBSEQUENT TO THE LAST AUDITED PERIOD**

The Directors of our Company confirm that:

Since the date of the last audited period i.e., September 30, 2024, as disclosed in this Draft Red Herring Prospectus, there are no circumstances that materially or adversely affect or are likely to affect the trading or profitability of our Company, the value of its assets or its ability to pay its material liabilities, within the next twelve months, except as follows:

1. The company has undertaken the following loans:

<b>Sr. No.</b>	<b>Name of the Lender Bank</b>	<b>Purpose of the loan</b>	<b>Loan amount (in ₹ Lakhs)</b>	<b>Sanction letter dated</b>
<b>1</b>	Deutsche Bank	Medium term working capital	100.00	November 30 <sup>th</sup> , 2024
<b>2</b>	IDFC Bank	Business use: Business expansion	51.00	November 22 <sup>nd</sup> , 2024, EMI for the same shall start on January 03, 2025
<b>3</b>	Poonawalla Fincorp EMI	Business Loan	50.00	November 18 <sup>th</sup> , 2024, EMI for the same shall start on January 03, 2025
<b>4</b>	Tata Capital Limited	Increase in drop down overdraft facility for working capital purpose to ₹ 60.15 lakh	60.15	November 28, 2024

2. The Board of the company had accepted the resignation of Anshu Singh from the post of whole-time company Secretary with effect from October 31 2024 and appointed Shakshi Mishra as a Whole Time Company Secretary in the board meeting held on November 01, 2024.
3. The Object Clause i.e. Clause III of MOA of the Company was amended pursuant to which six new sub-clauses were inserted in the existing clause III(A) of the Main Objects in MOA of the Company vide passing a Special Resolution at the Extraordinary General Meeting held on January 12, 2025 .
4. The Managing Director, Mr. Vinod Gupta has resigned with effect from February 18, 2025.
5. Mrs. Arnima Gupta, Non Executive Director has been designated as the Managing Director of the Company with effect from February 18, 2025.
6. Mr. Brij Bhushan Gupta has been appointed Whole-time director with effect from February 18, 2025.

*(For the above details relating to material developments, we have relied upon the certificate dated 24 February 2025 vide UDIN: 25099065BMNUSB5269, issued by the Statutory Auditors of our Company i.e. M/s PDMS AND Co.)*

## **FACTORS AFFECTING THE RESULTS OF OUR OPERATIONS**

Our business is subject to various risks and uncertainties.

The results of operations and financial condition are affected by a number of important factors including:

- Inability to balance the demand and supply of skilled labor.
- Failure to adapt to changing economic conditions affecting hiring trends.
- Non-compliance with evolving labor laws and regulations.
- Weakness in maintaining strong client relationships.
- Inadequate quality and performance of the workforce.
- Lagging behind in adopting new technologies.
- Inability to stay competitive in the market.

- Inefficiency in internal processes.
- Failure to keep up with market trends.
- Poor financial management practices.
- Over-reliance on manpower without leveraging digital automation.
- Underutilization of AI and machine learning in operations.
- Lack of integration of remote monitoring and surveillance.
- Inability to meet client-specific security requirements.
- Inadequate training and certification of employees.
- Absence of effective crisis management plans.
- Non-compliance with health and safety regulations.
- Failure to differentiate services in a competitive market.
- Delayed integration of new technologies for service delivery.
- Vulnerability to economic and political instability in operational regions.
- Lack of preparedness for environmental disruptions.

Refer section titled “Risk Factors” beginning on page no 27 of this Draft Red Hearing Prospectus.

## SIGNIFICANT ACCOUNTING POLICIES

For significant accounting policies, please refer “Significant Accounting Policies to the Restated Financial Statements”, under Section titled “Financial Information” beginning on page 194 of the Draft Red Herring Prospectus.

## KEY PERFORMANCE INDICATORS OF OUR COMPANY

A list of our KPIs for Financial Years ended March 31, 2024, 2023, 2022 and period ended September 2024 is set out below:

(in ₹, unless stated otherwise)

Key Financial Performance	Period Ended September 30, 2024 **	Financial Year ended March 31, 2024	Financial Year ended March 31, 2023	Financial Year ended March 31, 2022
Revenue from Operations <sup>(1)</sup>	1,723.29	3,293.29	2,884.64	2,680.84
EBITDA <sup>(2)</sup>	343.38	364.92	310.39	52.67
EBITDA Margin (%) <sup>(3)</sup>	19.93%	11.08%	10.76%	1.96%
PAT	248.75	261.76	225.66	29.13
PAT Margin (%) <sup>(4)</sup>	14.43%	7.95%	7.82%	1.09%
Profit after tax growth (%)		16.00%	674.74%	22.86%
Trade Receivables days <sup>(5)</sup>	142.30	94.21	98.70	89.96
Trade Payable days <sup>(6)</sup>	20.81	33.57	60.63	75.10
Return on equity (%) <sup>(7)</sup>	14.68%	18.10%	64.65%	23.12%
Return on capital employed (%) <sup>(8)</sup>	18.75%	22.26%	70.20%	22.72%
Debt-Equity Ratio (times) <sup>(9)</sup>	0.08	0.12	0.24	0.56
Net fixed asset turnover ratio (times) <sup>(10)</sup>	2.28	8.18	36.53	28.95
Current Ratio (times) <sup>(11)</sup>	1.88	1.39	0.99	0.79
Net Asset Value per equity share <sup>(12)</sup> (in ₹)	₹ 13.87	₹ 11.83	₹ 3,490.57	₹ 1,259.67
Net Asset Value per equity share - Adjusted <sup>(13)</sup> (in ₹)	₹13.87	₹ 11.83	₹ 6.43	₹ 2.32

### Notes:

(1) Revenue from operation means revenue from sale of the products

(2) EBITDA is calculated as Profit before tax + Depreciation + Interest Costs – Other Income

(3) EBITDA Margin is calculated as EBITDA divided by Revenue from Operations

(4) PAT Margin is calculated as PAT for the period/year divided by revenue from operations

(5) Trade receivable days is calculated as average trade receivables divided by revenue from operations multiplied by 365 for fiscal years

(6) Trade payable days is calculated as average trade payables divided by employee benefit expenses multiplied by 365 for fiscal years. Employee benefit expenses have been defined as salary expenses of employee other benefits provided to employees

(7) Return on Equity is calculated by comparing the proportion of net income against the amount of shareholder equity

(8) Return on Capital Employed is calculated as follows: Profit for the period/ year plus finance cost plus tax expenses (EBIT) divided by Capital employed (Equity share capital plus reserves plus long term and short term borrowings).

(9) Debt to Equity ratio is calculated as Total Debt (short term and long term) divided by equity

(10) Net fixed asset turnover ratio is calculated by dividing net sales by the average fixed assets (property plant and equipment)

(11) Current Ratio is calculated by dividing Current assets to Current Liabilities

(12) Net Asset Value per share (in ₹) = Restated net worth at the end of the year (or) period / Number of Equity Shares outstanding at the end of period

(13) Net Asset Value Per Share (In ₹) Adjusted = Restated Net Worth at The End of The Year (or) period / Number of Equity Shares (Adjusted for The Bonus Issue and split shares)

#### Explanations for the certain financial data based on Restated Financial Statements

Key Financial Performance	Explanations
Revenue from Operations	Revenue from Operations is used by the management to track the revenue profile of the business and in turn helps to assess the overall financial performance of the Company and volume of the business.
EBITDA	EBITDA provides information regarding the operational efficiency of the business
EBITDA Margin	EBITDA Margin (%) is an indicator of the operational profitability and financial performance of the business
PAT	Profit after tax provides information regarding the overall profitability of the business
PAT Margin	PAT Margin (%) is an indicator of the overall profitability and financial performance of the business
Profit after tax growth	Profit after tax growth provides information regarding the growth of the operational performance for the respective period
Trade Receivables days	Trade Receivables days is the average number of days required for a company to receive payments from its customers
Trade Payable days	Since the Company is into manpower supply services, the major expenses incurred by the Company is employee related. Therefore, in the present case, Trade Payable days are customised and calculated as the average number of days required for a company to pay its employees.
Return on Equity	Return on equity provides how efficiently the Company generates profits from shareholders' funds
Return on Capital Employed	Return on capital employed provides how efficiently the Company generates earnings from the capital employed in the business
Debt-Equity Ratio	Debt / Equity Ratio is used to measure the financial leverage of the Company and provides comparison benchmark against peers
Working Capital Cycle	Working Capital Cycle is the time it takes to convert net current assets and current liabilities into cash
Net fixed asset turnover ratio	Net fixed asset turnover ratio is indicator of the efficiency with which the company is able to leverage its assets to generate revenue from operations
Current Ratio	The current ratio is a liquidity ratio that measures the company's ability to pay short-term obligations or those due within one year
Net Asset Value per share (in ₹)	NAV represents the per share book value of the company.
Net Asset Value Per Share (In ₹) Adjusted	NAV represents the per share book value of the company where the weighted number of shares have been adjusted for bonus issues and shares split.

(For the above details relating to KPI, we have relied upon the certificate dated February 24, 2025 vide UDIN: 25099065BMNURYI283 issued by the Statutory Auditors of our Company i.e.M/s PDMS AND CO., Chartered Accountants).

For further details regarding Key performance indicators, kindly refer the head tilted "Key Performance Indicators" under the chapter titled "Basis for Issue Price" on page 109 of this Draft Red Herring Prospectus.

## DISCUSSION ON RESULTS OF OPERATIONS

The following table sets forth select financial data from restated profit and loss accounts for six month ended September, 30, 2024 and financial year ended on March 31, 2024, March 31, 2023, and March 31, 2022. The components of which are also expressed as a percentage of total income for such periods.

(Amount in ₹ Lakhs)

Particulars	For the period ended							
	30-09-2024	%	2024	%	2023	%	2022	%
Revenue from operations	1,723.29	99.47%	3,293.29	99.49%	2,884.64	99.57%	2,680.84	99.63%
Other Income	9.10	0.53%	16.81	0.51%	12.44	0.43%	10.00	0.37%
<b>Total Income (I+II)</b>	<b>1,732.39</b>	<b>100%</b>	<b>3,310.10</b>	<b>100%</b>	<b>2,897.08</b>	<b>100.00%</b>	<b>2,690.84</b>	<b>100.00%</b>
<b>Expenses:</b>								
Employee benefits expense	1,305.00	75.33%	2,649.57	80.05%	2,438.62	84.18%	2,519.91	93.65%
Finance costs	9.66	0.56%	12.08	0.36%	3.45	0.12%	5.62	0.21%
Depreciation and amortisation expense	10.69	0.62%	22.22	0.67%	19.25	0.66%	21.72	0.81%
Other expenses	73.22	4.23%	276.43	8.35%	134.21	4.63%	104.67	3.89%
<b>Total expenses</b>	<b>1,398.57</b>	<b>80.73%</b>	<b>2,960.30</b>	<b>89.43%</b>	<b>2,595.52</b>	<b>89.59%</b>	<b>2,651.92</b>	<b>98.55%</b>
<b>Profit / (Loss) before tax (V-VI)</b>	<b>333.82</b>	<b>19.27%</b>	<b>349.80</b>	<b>10.57%</b>	<b>301.56</b>	<b>10.41%</b>	<b>38.92</b>	<b>1.45%</b>
Total Tax expense								
(a) Current tax expense	85.31	4.92%	89.68	2.71%	76.78	2.65%	15.67	0.58%
(b) Deferred tax charge / (credit)	(0.25)	-0.01%	(1.64)	-0.05%	(0.88)	-0.03%	(5.88)	-0.22%
<b>Profit after tax for the year (VII-VIII)</b>	<b>248.75</b>	<b>14.36%</b>	<b>261.76</b>	<b>7.91%</b>	<b>225.66</b>	<b>7.79%</b>	<b>29.13</b>	<b>1.08%</b>

## KEY COMPONENTS OF OUR STATEMENT OF PROFIT AND LOSS BASED ON OUR RESTATED FINANCIAL STATEMENTS INCOME

Our Total Income comprises of Revenue from operations and Other Income.

### REVENUE FROM OPERATIONS

Revenue from operations consists of income derived from Manpower Supply Services and Integrated Facility Management Services.

Manpower Supply Services include the provision of Private Security Services, where highly trained security personnel, including guards, are provided to ensure safety and security across various sectors. Additionally, Other Management Services encompass the supply of skilled, semi-skilled, or unskilled blue-collar manpower, catering to a variety of tasks, from administrative roles to operational support, based on client needs and Recruitment Services, offering staffing solutions for specific client needs, including recruitment and HR management.

Integrated Facility Management Services include a wide range of services such as Housekeeping Services, professional cleaning, and maintenance for client facilities. Other services under this category encompass Event Management Services, where we organize and manage corporate events, seminars, and large-scale gatherings; Firefighting Services, which involve the installation, maintenance, and management of fire safety systems and Security Training programs designed to enhance the skills of security personnel; Supervision Services, which involve managing daily operations and ensuring compliance with safety standards.

**Following is the revenue bifurcation with respect to the services offered by our Company:**

Service Category	Upto September 30 2024	%	FY 23-24	%	FY 22-23	%	FY 21-22	%
Integrated facility management	928.45	53.88%	1,723.45	52.33%	1,606.10	55.68%	1,309.45	48.84%

Service Category	Upto September 30 2024	%	FY 23-24	%	FY 22-23	%	FY 21-22	%
Security services and manpower	794.84	46.12%	1,569.84	47.67%	1,278.54	44.32%	1,371.39	51.16%
<b>Total revenue from operations</b>	<b>1,723.29</b>	<b>100.00%</b>	<b>3,293.29</b>	<b>100.00%</b>	<b>2,884.64</b>	<b>100.00%</b>	<b>2,680.84</b>	<b>100%</b>

(For the above details relating to revenue bifurcated into nature of services, we have relied upon the certificate dated February 24, 2025 vide UDIN: 25099065BMNURK5792 issued by the Statutory Auditors of our Company i.e. M/s PDMS AND CO., Chartered Accountants)

**Following is the revenue bifurcation with respect to the contribution of our top customers towards our revenue from operations:**

Category of Customers	Uptill September 2024		FY 2023-24		FY 2022-23		FY 2021-22	
	Amount	% of Total Sales	Amount	% of Total Sales	Amount	% of Total Sales	Amount	% of Total Sales
<b>Top 5 Customers</b>	1139.10	66.10%	1952.29	59.28%	1847.96	64.06%	1702.81	63.52%
<b>Top 10 Customers</b>	1369.91	79.49%	2451.77	74.45%	2217.85	76.88%	2044.95	76.28%

(For the above details relating to top 5/10 customers, we have relied upon the certificate dated February 24, 2025 vide UDIN: 25099065BMNURM7223 issued by the Statutory Auditors of our Company i.e. M/s PDMS AND CO., Chartered Accountants)

For detailed information regarding the product offerings and revenue bifurcation by geography, please refer to the "Our Business" chapter on page 145 of this draft red herring prospectus.

## Other Income

Other income comprises interest income received from bank deposits, including fixed deposits maintained for issuing bank guarantees required for the procurement of tenders from government organizations and institutions. Additionally, it includes other non-operating income. Other income constitutes a very negligible portion of the total revenue from operations.

## EXPENSES

Our total expenditure primarily consists of Employee benefit expenses, Finance Costs, Depreciation and Amortization Expenses and Other Expenses. The Total Expenses constitute 80.73%, 89.43%, 89.59% and 98.55% of total income for Stub period September 2024 and for year ended March 2024, 2023, and 2022 respectively. Further details of each Financial statement line item of total expenses are explained in detail herein below:

### Employee Benefit Expenses

Based on the company's operations, line of services, and business model, employee expenses represent a primary and significant portion of the overall expenses. The company actively staffs employees based on current contracts with customers as well as expected tenders or projects that are anticipated to be procured. Therefore, employee expenses are directly linked to the company's revenue from operations.

Employee benefit expenses include both variable expenses (directly linked to revenue from operations) and fixed expenses, such as annual costs. These expenses encompass salaries, wages, and bonuses, directors' remuneration, gratuity, provident fund and other employee funds, as well as staff welfare expenses. Based on the restated financials, employee benefit expenses accounted for approximately 75.33%, 80.05%, 84.18%, and 93.65% of total income for the stub period of September 2024, and for the years ended March 2024, 2023, and 2022, respectively.

### Finance costs

Finance costs primarily include charges incurred from banking services, other financial charges associated with taking loans or credit facilities, and the interest paid on loans. These costs are a direct result of the company's financing activities and play a crucial role in supporting its operations and driving business growth. Based on the restated financials, finance cost are negligible as percentage of total income which are accounted for approximately 0.56%,

0.36%, 0.12%, and 0.21% of total income for the stub period of September 2024, and for the years ended March 2024, 2023, and 2022, respectively.

### **Depreciation and Amortization expenses**

Depreciation and amortization include depreciation on tangible assets, specifically Property, Plant, and Equipment. These depreciable assets encompass equipment used by the company to provide services to customers, such as metal detectors and other tools necessary for service delivery. Additionally, depreciable assets also include cars, office furniture, and fixtures used for office operations. Based on the restated financials, depreciation and amortization expenses are negligible as a percentage of total income, accounting for approximately 0.62%, 0.67%, 0.66%, and 0.81% of total income for the stub period of September 2024, and for the years ended March 2024, 2023, and 2022, respectively.

### **Other Expenses**

In line with the company's operations and business model, the company incurs tender fees to participate in bids and tenders for government institutions and organizations. Additionally, the company also incurs costs for consumable items used by office staff. Other expenses include office rent, paid for offices located in different states, as well as professional fees, electricity charges, interest on delayed GST compliances and various other operational expenses. Based on the restated financials, other expenses, as a percentage of total income, accounted for approximately 4.23%, 8.35%, 4.63%, and 3.89% of total income for the stub period of September 2024, and for the years ended March 2024, 2023, and 2022, respectively.

### **Tax Expenses**

Tax expenses include both current tax and deferred tax. The provision for current taxation is computed in accordance with the relevant tax regulations. Deferred tax is recognized on timing differences between accounting income and taxable income for the year, and it is quantified using the tax rates and laws enacted or subsequently enacted as of the balance sheet date. Deferred tax assets are recognized in the company's books due to timing differences, such as those arising from depreciation, provisions for gratuity under the Income Tax Act, and other differences between amounts recognized in the books and actual amounts reported for tax purposes. Based on the restated financials, tax expenses as a percentage of total income accounted for approximately 4.91%, 2.66%, 2.62%, and 0.36% of total income for the stub period of September 2024, and for the years ended March 2024, 2023, and 2022, respectively. Furthermore, the effective tax rate as per the books has been approximately 25% to 26% during the past 3 years and the stub period of September 2024.

## **REVIEW OF OPERATIONS FOR THE PERIOD ENDED SEPTEMBER 30, 2024**

**Revenue from Operations** - Our revenue from operations for the period ended September 30, 2024, was ₹1,723.29 Lakhs, accounting for 99.47% of the total income. This revenue primarily includes income from the manpower supply services and integrated facility management services provided by the company.

**Other Income** - Our other income for the period ended September 30, 2024, was ₹9.10 Lakhs, representing 0.53% of the total income. This primarily includes interest earned on fixed deposits, which were placed as collateral against bank guarantees issued.

**Total Expenses** - The total expenses amount to ₹1,398.57 Lakhs, which represents 80.73% of the total income for the period. These expenses include various financial line items, as detailed below:

**Employee Benefit Expenses** - Employee benefit expenses, which include costs related to salaries, wages, and welfare benefits for employees and executives, amounted to ₹1,305 Lakhs for the period ended September 30, 2024. This represents 75.33% of the total income for the period. These expenses are a significant component of the company's overall expenditure and are primarily tied to its workforce and operations.

**Finance cost** - The finance and interest costs incurred during the period ended September 30, 2024, amounted to ₹9.66 Lakhs. These costs primarily include bank charges and interest on borrowings, representing approximately 0.56% of the total income for the period.

**Depreciation and amortization expense** - During the period ended September 30, 2024, the depreciation and amortization expense of the company amounted to ₹10.69 Lakhs, which represents 0.62% of the total income for the period.

**Other Expenses** – Other expenses for the period ended September 30, 2024, amounted to ₹73.22 Lakhs, which represents 4.23% of the total income. These expenses include recurring costs such as rent, tender fees, water, and electricity, as well as non-recurring expenses like interest on delayed GST compliances and professional fees.

**Profit/ (Loss) After Tax** - The Profit After Tax (PAT) for the period ended September 30, 2024, was ₹248.75 Lakhs, resulting in a PAT margin of 14.43% (i.e. Profit after tax divided by the total revenue from operations).

#### COMPARISON OF FINANCIAL YEAR ENDED MARCH 31, 2024 WITH FINANCIAL YEAR ENDED MARCH 31, 2023

Particulars	Comments
<b>Total Income</b>	Our Total Income increased by 14.26% to ₹3,310.10 Lakhs for Fiscal 2024 from ₹2897.08 Lakhs for Fiscal 2023.
<b>Revenue from operations</b>	<p>Our revenue from operations increased by 14.17%, reaching ₹3,293.29 Lakhs in Fiscal Year 2024, compared to ₹2,884.64 Lakhs in Fiscal Year 2023. This increase of ₹408.65 Lakhs can primarily be attributed to the successful procurement of new tenders. The company has leveraged its brand value and established reputation, this growing recognition has been a significant factor in securing new contracts, driving overall revenue growth during the fiscal year.</p> <p>In FY2024, the company was able to successfully procure contracts based on its eligibility criteria, along with the availability of sufficient funds to cover necessary requirements, such as performance guarantees and Earnest Money Deposits (EMD). However, it is important to note that this increase in revenue is in line with the company's ongoing operations and aligns with industry trends.</p>
<b>Other Income</b>	Our other income increased by 35.13%, rising to ₹16.81 Lakhs in Fiscal Year 2024, compared to ₹12.44 Lakhs in Fiscal Year 2023. The increase of ₹4.37 Lakhs is primarily attributable to the interest earned, which resulted from a higher average security deposit and an overall improvement in bank balances compared to the previous year.
<b>Employee Benefit Expenses</b>	<p>The employee benefits expense increased by 8.65%, rising to ₹2,649.57 Lakhs for Fiscal Year 2024, compared to ₹2,439 Lakhs for Fiscal Year 2023. This increase of ₹211 Lakhs was primarily attributed to higher salaries and wages. As mentioned earlier, employee benefit expenses are a significant component of our overall costs, directly linked to our revenue generation, reflecting our business model.</p> <p>The increase in salaries and wages is primarily driven by the growth in sales, following the procurement of new tenders, which necessitated the expansion of our workforce to meet the demands of these new contracts. As a result, employee expenses increased in line with the growth in labour force required for the new projects. Despite the rise in employee expenses, the percentage increase in these costs is lower than the growth in revenue, indicating that the company is efficiently utilizing its workforce for the awarded projects, optimizing labour allocation and managing expenses effectively.</p>
<b>Finance Costs</b>	<p>Our finance costs increased by 250.14%, rising from ₹3.45 Lakhs in Fiscal 2023 to ₹12.08 Lakhs in Fiscal 2024. This increase of ₹8.63 Lakhs can primarily be attributed to higher working capital loans, driven by the increased capital requirements to participate in tenders.</p> <p>As the company expands and secures more tenders and projects, the demand for working capital grows. To address these financial needs, the company has relied on working capital loans and credit facilities, leading to a rise in finance costs.</p>
<b>Depreciation &amp; Amortization</b>	Our depreciation and amortization expenses increased by 15.43% rising from ₹19.25 Lakhs in Fiscal 2023 to ₹22.22 Lakhs in Fiscal 2024. This increase of ₹2.97 Lakhs is primarily due to the addition of depreciable tangible assets, such as office cars, during the fiscal year.

Particulars	Comments
<b>Other Expenses</b>	Other expenses increased by 105.97%, rising from ₹134.21 Lakhs in Fiscal 2023 to ₹276.43 Lakhs in Fiscal 2024. The increase of ₹142.22 Lakhs is primarily attributable to recurring expenses, such as tender fees paid for bidding on projects. These expenses vary depending on the number of tenders applied for, and they are closely linked to the increase in revenue driven by the award of new tenders and projects. Additionally, there were non-recurring or one-time costs incurred, including interest and late fees paid for delayed compliance under ROC, EPF, and TDS. Moreover, there was a significant increase in non-recurring professional charges, primarily due to business support services availed.
<b>Profit Before Tax</b>	Profit before tax increased by 16%, rising from ₹301.56 Lakhs in Fiscal 2023 to ₹349.80 Lakhs in Fiscal 2024. The increase of ₹48.24 Lakhs can be attributed to the faster growth in revenue from operations, which outpaced the rise in the company's expenses, particularly employee benefit expenses, as previously discussed. The company successfully secured new tenders, contributing to overall revenue growth. However, the company efficiently managed its labour force, ensuring that the percentage increase in employee expenses was lower than the percentage increase in revenue. Despite this growth, increases in other expenses partially offset the rise in profit before tax. The profit before tax margin for the Fiscal year 2024 was 10.62% and that for the Fiscal year 2023 was 10.45%. As can be seen from the figures, the margins remains consistent with the prior year's margin, showing minimal variance.
<b>Tax Expense</b>	Our tax expense increased from ₹75.90 Lakhs in Fiscal 2023 to ₹88.04 Lakhs in Fiscal 2024. The increase of ₹12.14 Lakhs is primarily attributable to the rise in profit before tax by ₹48.24 Lakhs, reflecting an effective tax rate of 25.17%. We anticipate a further increase in tax expenses in the coming periods, in line with the growth in profitability.
<b>Profit After Tax</b>	For the reasons discussed above, Profit after Tax (PAT) has increased by 16%, from ₹225.66 Lakhs in Fiscal 2023 to ₹261.76 Lakhs in Fiscal 2024. The increase in PAT is primarily attributed to the growth in revenue from operations during FY 2024. PAT margin for FY 2024 was 7.95% while that for FY 2023 was 7.82%. As can be seen from the PAT margin numbers, it is worth noting that the PAT margin remains consistent with the prior year's margin, with only minor differences. This consistency is due to the company's efficient management of its labor force, ensuring that the percentage increase in employee expenses was lower than the percentage increase in revenue. While there was growth in PAT, increases in other expenses wholly offset the rise in profit before tax. As a result, although PAT has increased in absolute terms, the relative increase in PAT is marginal.

#### COMPARISON OF FINANCIAL YEAR ENDED MARCH 31, 2023 WITH FINANCIAL YEAR ENDED MARCH 31, 2022

Particulars	Comments
<b>Total Income</b>	Our Total Income increased by 7.66% to ₹2,897.08 Lakhs for Fiscal 2023 from ₹2,690.84 Lakhs for Fiscal 2022.
<b>Revenue from operations</b>	Our Revenue from Operations increased by 7.60%, rising to ₹2,884.64 Lakhs in Fiscal 2023, compared to ₹2,680.84 Lakhs in Fiscal 2022. The increase of ₹208 Lakhs in revenue is primarily attributed to the normal growth of the business, which aligns with macroeconomic factors such as GDP growth. However, at the beginning of FY 2022, the second wave of Covid-19 impacted operations in India, causing a temporary disruption to our business. Despite this setback, the company gradually recovered. During such period, the company faced a cash crunch, as employees had to be paid even though revenue from customers was delayed. This also hindered the company's ability to bid on government and other institutions tenders, as these tenders often require an initial margin deposit and associated costs. Nevertheless, the growth in revenue reflects the company's normal sales performance and recovery from the pandemic's effects.
<b>Other Income</b>	Our other income increased by 24.40%, rising to ₹12.44 Lakhs for Fiscal 2023, compared to ₹10.00 Lakhs for Fiscal 2022. The increase of ₹2.44 Lakhs is primarily attributed to higher interest income from bank deposits. This growth in interest

Particulars	Comments
	income is a result of an overall increase in the security deposit, which led to higher interest earnings during the fiscal year.
<b>Employee Benefit Expenses</b>	The employee benefits expense decreased by 3.23%, falling to ₹2,438.62 Lakhs for Fiscal 2023, from ₹2,519.91 Lakhs in Fiscal 2022. As noted earlier, the second wave of Covid-19 at the beginning of FY 2022 impacted operations in India, causing a temporary disruption to our business. During this period, the company faced a cash crunch, as employees had to be paid despite delays in revenue from customers. Additionally, the company took steps to support its employees during this challenging time, which contributed to an increase in employee expenses in FY 2022. This also affected the company's ability to bid on tenders from government and other institutions, as these tenders often require an initial margin deposit and associated costs, which the company was unable to fund due to the cash shortfall. However, by FY 2023, the company had successfully recovered and managed its labour force more efficiently, resulting in a decrease in employee benefit expenses, both in absolute terms and as a percentage of revenue, compared to FY 2022
<b>Finance Costs</b>	Our finance costs decreased by 38.61% from ₹5.62 Lakhs for Fiscal 2022 to ₹3.45 Lakhs for Fiscal 2023. The decrease of ₹2.17 Lakhs in finance costs is primarily due to the excessive borrowing costs and charges incurred in FY 2022. During that period, the company faced a cash crunch and was unable to negotiate favourable terms with lenders, resulting in higher borrowing costs. In contrast, as the company recovered and improved its cash flow in FY 2023, finance costs were reduced.
<b>Depreciation &amp; Amortization</b>	The depreciation and amortization expense decreased by 11.37% from ₹21.72 Lakhs in Fiscal 2022 to ₹19.25 Lakhs in Fiscal 2023. The decrease of ₹2.47 Lakhs is mainly due to fewer new assets being added, which leads to a lower depreciation charge. Since the company follows the Written Down Value (WDV) method of depreciation, the reduction in asset additions results in a lower depreciation expense for the year. This happens because the depreciation is based on the value of the assets, and if fewer assets are added or if they are not significant enough to offset the depreciation of existing assets, the overall depreciation expense reduces.
<b>Other Expenses</b>	Other expenses increased by 28.22%, rising from ₹104.67 Lakhs in Fiscal 2022 to ₹134.21 Lakhs in Fiscal 2023. The increase of ₹29.5 Lakhs is primarily attributable to an increase in recurring expenses, such as the cost of consumable items incurred for employees engaged in providing services to the customers. Additionally, there were non-recurring or one-time costs, including interest and late fees paid for delay in compliance-related matters such as GST filings. Furthermore, other expenses have significantly increased due to higher service charges on manpower supply. This increase is primarily attributed to the need to obtain subcontracted services for providing the required manpower supply to the customers. As a result, the company incurs additional costs related to subcontracting, which has a direct impact on the overall expense structure.
<b>Profit Before Tax</b>	Profit before tax increased significantly by 674.82% from ₹38.92 Lakhs in Fiscal 2022 to ₹301.56 Lakhs in Fiscal 2023. This rise in Profit before Tax by ₹262.64 Lakhs can be primarily attributed to a reduction in employee benefit expenses compared to FY 2022. As mentioned in the section above, the reduction in employee expenses is due to more efficient management of labour costs and the recovery from the second wave of the Covid-19 pandemic. This decrease in employee expenses was observed not only in absolute terms but also in percentage terms relative to revenue. Although revenue grew moderately, the company's ability to reduce employee benefit expenses contributed significantly to the increase in profit before tax.
<b>Tax Expense</b>	Our Tax Expense increased significantly by 775.28% from ₹9.79 Lakhs for Fiscal 2022 to ₹75.90 Lakhs for Fiscal 2023. The increase of ₹66.11 Lakhs is primarily attributable to the rise in profit before tax by ₹262.64 Lakhs. The effective tax rate for FY 2023 was 25.17% and that in FY 2022 was 25.25%, depicting consistency. This increase in tax expense aligns with the higher profit before tax and the application of the consistent effective tax rate.

Particulars	Comments
<b>Profit After Tax</b>	For the reasons discussed above, Profit After Tax (PAT) increased by 674.67% from ₹29.13 Lakhs for Fiscal 2022 to ₹225.66 Lakhs for Fiscal 2023. This rise in PAT can be attributed to the reduction in employee benefit expenses, not only in absolute terms but also as a percentage of revenue. Additionally, while revenue from operations increased, employee expenses decreased both in percentage terms and absolute value, which significantly contributed to the increase in PAT. This effective management labour and employee related costs, along with revenue growth, has positively impacted the company's profitability.

### RELATED PARTY TRANSACTIONS

For information regarding Related Party Transactions, refer chapter titled "Related Party transactions" beginning on page 242 of this Draft Red Herring Prospectus.

### CONTINGENT LIABILITIES

For information regarding Contingent liabilities of our company, refer relevant chapter in chapter titled "Restated Financial Statement" beginning on page 239242 of this Draft Red Herring Prospectus.

### DISCUSSION OF THE STATEMENT OF CASH FLOWS

The table below summaries our cash flows from our Restated Audited Financial Information for the six months period ended September 2024 and financial year ended March 31, 2024, 2023 and 2022:

Particulars	For the Period ended September 30, 2024	(Amount in ₹ Lakhs)		
		Year ended March 31, 2024	Year ended March 31, 2023	Year ended March 31, 2022
Net Cash (used in)/ generated from Operating activities	(30.60)	54.06	45.42	223.45
Net Cash (used in)/ generated from Investing activities	(42.49)	(200.59)	(54.94)	(176.62)
Net Cash (used in)/ generated from Finance activities	(52.28)	277.55	11.95	(52.83)
<b>Net Increase/(Decrease) in Cash and Cash Equivalents</b>	<b>(125.37)</b>	<b>131.02</b>	<b>2.43</b>	<b>(6.00)</b>

**Note:** In FY24, the company issued the right shares for consideration other than cash, for the procurement of property, plant, and equipment worth ₹640 Lakhs. This transaction is not considered in the cash flow statement as it does not involve cash flow. For further details regarding this transaction, please refer to the page number 78 in the chapter titled Capital Structure of this Draft Red Herring Prospectus.

### CASH FLOW FROM OPERATING ACTIVITIES

#### For the period ended September 30, 2024

The Net cash (used in)/ Generated from operating activities is ₹ (30.60) Lakhs which consists of profit before tax of ₹ 333.82 Lakhs as adjusted primarily for:

- Depreciation and Amortization expenses amounting to ₹ 10.69 Lakhs.
- Interest amounting to ₹ 9.66 Lakhs.
- (Gain)/Loss on sale of assets amounting to ₹ 1.40 Lakhs
- Interest Income amounting to ₹ 2.07 Lakhs.
- Working capital changes primarily due to decrease in Trade Receivables amounting to ₹ 205.32 Lakhs, increase in loans and advances amounting to ₹ 311.81 Lakhs, increase in trade payables and other current liabilities amounting to ₹ 0.08 Lakhs, decrease in short term provisions amounting to ₹ 274.51 Lakhs and decrease in the long term provisions amounting to ₹ 0.38 Lakhs

### **For the financial year ended March 31, 2024**

The Net cash (used in)/ Generated from operating activities is ₹ 54.06 Lakhs which consists of profit before tax of ₹ 349.80 Lakhs as adjusted primarily for:

- Depreciation and Amortization expenses amounting to ₹ 22.22 Lakhs.
- Bank and Other Finance Charges and Interest on Loans amounting to ₹ 12.08 Lakhs.
- Interest Income amounting to ₹ 12.10 Lakhs.
- Working capital changes primarily due to decrease in Trade Receivables amounting to ₹ 151.05 Lakhs, decrease in loans and advances amounting to ₹ 1.73 Lakhs, decrease in trade payables and other current liabilities amounting to ₹ 559.99 Lakhs, increase in short term provisions amounting to ₹ 134.89 Lakhs and increase in Long Term provisions ₹ 5.66 Lakhs
- Direct tax paid (net of refund) amounting to ₹ 51.28 Lakhs.

### **For the financial year ended March 31, 2023**

The Net cash (used in)/ Generated from operating activities is ₹ 45.42 Lakhs which consists of profit before tax of ₹ 301.56 Lakhs as adjusted primarily for:

- Depreciation and Amortization expenses amounting to ₹ 19.25 Lakhs.
- Bank and Other Finance Charges and Interest on Loans amounting to ₹ 3.45 Lakhs.
- Interest Income amounting to ₹ 10.95 Lakhs.
- Pre period adjustment of ₹ 2.57 Lakhs.
- Working capital changes primarily due to Increase in Trade Receivables amounting to ₹ 291.04 Lakhs, increase in loans and advances amounting to ₹ 15.02 Lakhs, increase in trade payables and other current liabilities amounting to ₹ 69.99 Lakhs, increase in short term provisions amounting to ₹ 4.25 Lakhs and increase in long term provisions amounting to ₹ 2.75 Lakhs
- Direct tax paid (net of refund) amounting to ₹ 36.24 Lakhs.

### **For the financial year ended March 31, 2022**

The Net cash (used in)/ Generated from operating activities is ₹ 223.45 Lakhs which consists of profit before tax of ₹ 38.92 Lakhs as adjusted primarily for:

- Depreciation and Amortization expenses amounting to ₹ 21.72 Lakhs.
- Bank and Other Finance Charges and Interest on Loans amounting to ₹ 5.62 Lakhs.
- Interest Income amounting to ₹ 8.79 Lakhs.
- Pre period adjustment of ₹ 10.14 Lakhs.
- Working capital changes primarily due to decrease in Trade Receivables amounting to ₹ 52.43 Lakhs, decrease in loans and advances amounting to ₹ 42.68 Lakhs, decrease in trade payables and other current liabilities amounting to ₹ 66.06 Lakhs, increase in short term provisions amounting to ₹ 133.49 Lakhs and increase in long term provisions amounting to ₹ 21.46 Lakhs
- Direct tax paid (net of refund) amounting to ₹ 25.46 Lakhs.

## **CASH FLOW FROM INVESTING ACTIVITIES**

### **For the period ended September 30, 2024**

Net cash used in investing activities was ₹ (42.49) lakhs, primarily due to:

- Addition of Fixed Assets & WIP of ₹59.12 lakhs.
- Decrease in Non-Current Assets of ₹13.16 lakhs.
- Interest and other income of ₹3.47 lakhs.

### **For the financial year ended March 31, 2024**

Net cash used in investing activities was ₹ (200.59) lakhs, primarily due to:

- Addition of Fixed Assets & WIP of ₹37.78 lakhs.
- Increase in Non-Current Assets of ₹174.91 lakhs.
- Interest and other income of ₹12.10 lakhs.

### **For the financial year ended March 31, 2023**

Net cash used in investing activities was ₹ (54.94) lakhs, primarily due to:

- Addition of Fixed Assets & WIP of ₹11.03 lakhs.
- Increase in Non-Current Assets of ₹ 54.86 lakhs.
- Interest and other income of ₹ 10.95 lakhs.

### **For the financial year ended March 31, 2022**

Net cash used in investing activities was ₹ (176.62) lakhs, primarily due to:

- Addition of Fixed Assets & WIP of ₹2.69 lakhs.
- Increase in Non-Current Assets of ₹165.14 lakhs.
- Interest and other income of ₹ 8.79 lakhs.

## **CASH FLOW FROM FINANCING ACTIVITIES**

### **For the period ended September 30, 2024**

Net cash used in financing activities was ₹ (52.28) lakhs, primarily due to:

- Decrease in Long Term Borrowings of ₹23.66 lakhs.
- Decrease in Short Term Borrowings of ₹18.96 lakhs.
- Interest Paid of ₹ 9.66 lakhs.

### **For the financial year ended March 31, 2024**

Net cash generated from financing activities was ₹277.55 lakhs, primarily due to:

- Increase in Long Term Borrowings of ₹39.48 lakhs.
- Increase in Short Term Borrowings of ₹55.15 lakhs.
- Issue of Share Capital of ₹195.00 lakhs.
- Interest Paid of ₹ 12.08 lakhs.

### **For the financial year ended March 31, 2023**

Net cash generated from financing activities was ₹11.95 lakhs, primarily due to:

- Increase in Long Term Borrowings of ₹15.40 lakhs.
- Interest Paid of ₹ 3.45 lakhs.

### **For the financial year ended March 31, 2022**

Net cash used in financing activities was ₹ (52.83) lakhs, primarily due to:

- Decrease in Long Term Borrowings of ₹41.81 lakhs.
- Decrease in Short Term Borrowings of ₹5.40 lakhs.
- Interest Paid of ₹ 5.62 lakhs.

## **CAPITAL EXPENDITURE IN THE LAST THREE YEARS**

For details and ageing of Capital Expenditure and Capital Work-in-progress, refer chapter titled “Restated Financial Statements” beginning on page 194242 of this Prospectus.

## **QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

### **QUALITATIVE DISCLOSURE ABOUT MARKET RISK**

#### **Financial market Risk**

Market risk is the risk of loss related to adverse changes in market prices, including interest rate risk. We are exposed to interest rate risk, inflation and credit risk in the normal course of our business.

## **Interest rate Risk**

Our financial results are subject to changes in interest rates, which may affect our debt service obligations and our access to funds.

## **Liquidity Risk**

Liquidity risk is the risk that we will encounter difficulties in meeting the obligations associated with our financial liabilities that are settled by delivering cash or another financial asset. Our approach to managing liquidity is to ensure, to the extent possible, that we will have sufficient liquidity to meet our liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to our reputation. We manage liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

## **Effect of Inflation**

We are affected by inflation as it has an impact on the raw material cost, wages, etc. In line with changing inflation rates, we rework our margins so as to absorb the inflationary impact.

## **Credit Risk**

Credit risk refers to the risk of default on its obligation by the counterparty resulting in a financial loss. The maximum exposure to the credit risk at the reporting date is primarily from trade receivables. Majority of the clients of the company are Government entities, with no history of defaults. Hence, credit risk on the trade receivables are negligible. The company takes adequate precaution in terms of evaluation of the creditworthiness of its direct clients. The track record of collection of Trade Receivables has been very healthy.

## **OTHER FACTORS**

### **Information required as per Item 11 (II) (C) (iv) of Part A of Schedule VI to the SEBI (ICDR) Regulation:**

#### **1. Unusual or infrequent events or transactions**

There has not been any unusual trend on account of our business activity.

#### **2. Significant economic changes that materially affected or are likely to affect income from continuing operations.**

Our business has been subject to economic changes, 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 2727 of this Draft Red Herring Prospectus. To our knowledge, except as we have described in this 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 2727 of the 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**

Other than as described in the section titled “Risk Factors” and chapters titled “Our Business” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” on pages 2727, 145 and 243 of this Draft Red Herring Prospectus respectively, to our knowledge, no future relationship between expenditure and income is expected to have a material adverse impact on our operations and finances.

**5. Extent to which material increases in net sales or revenue are due to increased sales volume, introduction of new products or services or increased sales prices**

Changes in revenue in the stub period as well as the last three financial years are as explained in the part “*COMPARISON OF FINANCIAL YEAR ENDED MARCH 31, 2024 WITH FINANCIAL YEAR ENDED MARCH 31, 2023*” and “*COMPARISON OF FINANCIAL YEAR ENDED MARCH 31, 2023 WITH FINANCIAL YEAR ENDED MARCH 31, 2022*” above.

**6. Total Turnover of Each Major Industry Segment in which the Issuer Operates**

Following is the revenue bifurcation with respect to the services offered by our Company:

Service Category	Up to September 30 2024	%	FY 23-24	%	FY 22-23	%	FY 21-22	%
Integrated facility management	928.45	53.88%	1,723.45	52.33%	1,606.10	55.68%	1,309.45	48.84%
Security services and manpower	794.84	46.12%	1,569.84	47.67%	1,278.54	44.32%	1,371.39	51.16%
<b>Total revenue from operations</b>	<b>1,723.29</b>	<b>100.00%</b>	<b>3,293.29</b>	<b>100.00%</b>	<b>2,884.64</b>	<b>100.00%</b>	<b>2,680.84</b>	<b>100%</b>

(For the above details relating to revenue bifurcated into nature of services, we have relied upon the certificate dated February 24, 2025 vide UDIN: 25099065BMNURK5792 issued by the Statutory Auditors of our Company i.e. M/s PDMS AND CO., Chartered Accountants)

For detailed information regarding the product offerings and revenue bifurcation by geography, please refer to the "Our Business" section on page 145 of this Draft Red Herring Prospectus.

**7. Status of any publicly announced New Products or Business Segment**

Except as disclosed in the chapter titled “Our Business” beginning on page 145 of this Draft Red Herring Prospectus, our Company has not announced any new product or service. Further, there is no publicly announced new products or business segment.

**8. The extent to which business is seasonal**

Services provided by the Issuer Company are such that they are required throughout the year and hence, the business of the Issuer Company is not seasonal.

**9. Significant Dependence on a single or few suppliers or customers**

The table set forth below are contribution of our top customers towards our revenue from operations:

Category of Customers	Up to September 2024		FY 2023-24		FY 2022-23		FY 2021-22	
	Amount	% of Total Sales	Amount	% of Total Sales	Amount	% of Total Sales	Amount	% of Total Sales
<b>Top 5 Customers</b>	1139.10	66.10%	1952.29	59.28%	1847.96	64.06%	1702.81	63.52%
<b>Top 10 Customers</b>	1369.91	79.49%	2451.77	74.45%	2217.85	76.88%	2044.95	76.28%

(For the above details relating to top 5/10 customers, we have relied upon the certificate dated February 24, 2025 vide UDIN: 25099065BMNURM7223 issued by the Statutory Auditors of our Company i.e. M/s PDMS AND CO., Chartered Accountants)

**10. Competitive conditions**

Competitive conditions are as described under the head ‘Competition’ under chapters titled “Our Business” on pages 154 of this Draft Red Herring Prospectus.

## CAPITALISATION STATEMENT

The following table sets forth our Company's capitalization as of September 30, 2024, derived from our Restated Financial Information, and as adjusted for the Issue. This table should be read in conjunction with "Risk Factors", "Restated Financial Information" and "Management Discussion and Analysis of Financial Position Results of Operations", on pages 27, 194 and 243 respectively.

Particulars	Pre-Issue (As of September 30, 2024)	As adjusted for the proposed issue (₹ in Lakhs)
<b>Debt</b>		
Short Term Debt	36.19	[●]
Long Term Debt	101.25	[●]
<b>Total Debts</b>	<b>137.44</b>	[●]
<b>Equity (Shareholder's Fund)</b>		[●]
Share Capital	1222	[●]
Reserves & Surplus	472.57	[●]
<b>Total Equity</b>	<b>1694.57</b>	[●]
		[●]
<b>Total Debt/ Equity Shareholder's funds</b>	0.08	[●]
<b>Notes:</b>		
1. Short term Debts represent debts which are expected to be paid/payable within 12 months and includes current maturity of long-term debt and Loans repayable on demand.		
2. Long term Debts represent debts other than short term Debts as defined above but excludes installment of term loans repayable within 12 months.		
3. The figures disclosed above are based on restated statement of Assets and Liabilities of the Company as at 30-09-2024.		

*As certified by PDMS & Co, Chartered Accountants vide certificate dated February 24, 2025 having UDIN: 25099065BMMNURI3010*

*\* The corresponding post-Issue capitalization data is not determinable at this stage pending the completion of the public issue and hence has not been furnished.*

*# These terms shall carry the meaning as per Schedule III of the Companies Act, 2013.*

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## FINANCIAL INDEBTEDNESS

Our Company avails loans in its ordinary course of business for purposes such as working capital, business requirements and other general corporate purposes. For details regarding the borrowing powers of our Board, please see “Our Management – Borrowing Powers of Our Board” on page 171.

<b>Nature of Borrowing</b>	<b>Amount (₹ in Lakhs)</b>
<b>Secured Borrowings</b>	
<b>Fund Based</b>	<b>129.65</b>
Auto Loan- ICICI Bank	2.53
Car Loan- HDFC Bank	13.49
Business Loan-Tata Capital Finance Ltd	62.21
Cash Credit- Deutsche Bank	25.16
Business Loan- Tata Capital Finance Limited	27.18
Auto Loan- Union Bank of India	3.86
<b>Non Fund Based</b>	
<b>Unsecured Borrowings</b>	-
<b>Fund Based</b>	<b>3.01</b>
Bhavnesh Gupta	3.01
<b>Non Fund Based</b>	-
<b>Total</b>	<b>137.44</b>

\*As certified by PDMS & Co., pursuant to their certificate dated March 01, 2025 having UDIN: 25099065BMNURI3010

### Details of Secured Borrowings

Name of Lender	Sanction Date	Nature of the Facility	Amount Sanctioned (₹ In Lakhs)	Amount outstanding as on 30-09-2024 (₹ In Lakhs)	Principal Terms & Conditions
ICICI	23-05-2022	Auto Loan	5.3	2.53	1. Interest Rate: 7.9% p.a 2. Repayment: 48 Monthly Instalments 3. Security: Vehicle
HDFC	24-07-2023	Car Loan	20.00	13.49	1. Interest Rate: 10.5% p.a 2. Repayment: 36 Monthly Instalments 3. Security: Vehicle
Tata Capital Financial Services Limited	04-01-2024	Business Loan	68.76	62.21	1. Interest Rate: 10.5% p.a Fixed and floating with Spread of 9.25% 2. Repayment: 36 Monthly Instalments 3. Security: Plot No. B-105, Second floor (Rear side portion), Near Kotla Mubarakpurred Light defence colony, New Delhi, 110024 - property being owned by Vinod Gupta and Arnima Gupta 4. Delayed Payment: Interest Rate is 24% p.a 5. Foreclosure charges applicable
Deutsche Bank	30-08-2023	Cash Credit/Overdraft	360	25.16	1. Interest Rate: MBOR+2.5% (floating) 2. Repayment: Recallable on demand 3. Security: Residential Property bearing Plot No. - C- 589, Second floor (with Roof Rights Defense Colony, New Delhi, 110024 property being owned by Arnima Gupta

Tata Capital Financial Services Limited	28-03-2023	Business Loan	35.1	27.18	1. Interest Rate: 16% p.a 2. Repayment: 36 Monthly Instalments 3. Security: Property Plot No-B-105, Second floor, (rear side portion), near kotla mubarakpur road light defence colony, new Delhi – 110024 property being owned by Vinod Gupta and Arnima Gupta
Union Bank of India	03-05-2024	Vehicle Loan	4.00	3.86	1. Interest Rate: 9.75% (floating) 2. Repayment: 84 Monthly Instalments 3. Secured: Against Motor vehicle

(For the above details relating financial indebtedness we have relied upon the certificate dated March 01, 2025 vide UDIN: 25099065BMNUSF4634 issued by the Statutory Auditors of our Company i.e., M/s. PDMS & Co., Chartered Accountants)

**Details showed under contingent liabilities of the Restated Financial Statements as on 30 September 2024.**

The bank guarantees issued in favour of the Company for the performance of the customers contract amounts to ₹ 96.21 lakhs. The Company is required to maintain the fixed deposits as required by the banks for the issuance of such bank guarantees, on which the company earns an interest income.

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## **SECTION VIII - LEGAL AND OTHER INFORMATION**

### **OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENT**

Our Company, promoters/ promoting company(ies), group companies, companies promoted by the promoters/ promoting company(ies) and our Directors 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)

Our Board of Directors, in its meeting held on May 06, 2024, determined that pending litigation involving the Company, its promoters, directors, subsidiaries and group companies shall be considered "material" for the purpose of disclosure in the Offer Documents if: -

- The aggregate amount involved in such individual litigation exceeds 10% of profit after tax of the Company, as per the last audited financial statements; or
- Where the decision in one litigation is likely to affect the decision in similar litigations, even though the amount involved in such single litigation individually may not exceed 10% of profit after tax of the Company as per the last audited financial statements, if similar litigations put together collectively exceed 10% of the profit after tax of the Company; or
- 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 May 06, 2024, determined that outstanding dues to the creditors exceeding 10% of the total consolidated trade payables of the Company as per the latest restated financial statements of the Company, as disclosed in the Offer Documents shall be considered as material dues ("Material Dues") for the Company.

Our Board of Directors, in its meeting held on May 06, 2024, determined that Group companies of the Company shall include such companies with which there were related party transactions as per the Restated Financial Statements of our Company and other Companies as considered material by our Board. Further, for the purpose of disclosure in relation to Group Company in connection with the offer, a company shall be considered material and disclosed as a Group Company if the Company is member of the Promoter Group with which our company has entered into one or more transactions during the most recent Financial Year as included in the Restated Financial Statements, that which individually or cumulatively exceeds 10% of the revenue of our Company derived from the Restated Financial Information of the last completed full financial year.

Our Company, its Directors and its Promoters are not Willful Defaulters and there have been no violations of securities laws in the past or pending against them.

Except as disclosed below there are no criminal cases filed or nature of the investigation being undertaken with regard to alleged commission of any offence by any of its directors and its effect on the business of the company, where all or any of the directors of issuer have or has been charge-sheeted with serious crimes like murder, rape, forgery, economic offences.

## SUMMARY OF OUTSTANDING LITIGATION

Nature of Cases	Number of Cases	Total Amount Involved (₹)
<b>Proceedings against our Company</b>		
Civil Proceedings	Nil	Nil
Criminal Proceedings	Nil	Nil
Tax Proceedings	2	3,34,83,586
Action by regulatory authorities	Nil	Nil
<b>Proceedings by our Company</b>		
Civil Proceedings	Nil	Nil
Criminal Proceedings	Nil	Nil
Tax Proceedings	Nil	Nil
Action by regulatory authorities	Nil	Nil
<b>Proceedings against our Promoters &amp; Directors</b>		
Civil Proceedings	Nil	Nil
Criminal Proceedings	Nil	Nil
Tax Proceedings	2	4,59,426
Action by regulatory authorities	Nil	Nil
<b>Proceedings by our Promoters &amp; Directors</b>		
Civil Proceedings	Nil	Nil
Criminal Proceedings	1	7,00,000
Tax Proceedings	Nil	Nil
Action by regulatory authorities	Nil	Nil
<b>Proceedings against our Group Companies</b>		
Civil Proceedings	Nil	Nil
Criminal Proceedings	Nil	Nil
Tax Proceedings	Nil	Nil
Action by regulatory authorities	Nil	Nil
<b>Proceedings by our Group Companies</b>		
Civil Proceedings	Nil	Nil
Criminal Proceedings	1	10,00,000
Tax Proceedings	Nil	Nil
Action by regulatory authorities	Nil	Nil

## Part-I LITIGATION RELATING TO THE COMPANY

### I. FILED AGAINST THE COMPANY

- Litigation Involving Criminal Laws – **NIL**
- Litigation Involving Civil Laws-**NIL**
- Litigation Involving Actions by Statutory/Regulatory Authorities- **NIL**
- Litigation Involving Tax Liabilities;
  - Direct Tax-

Our company has an outstanding demand of ₹ 5,08,892.50, which pertains to the following:

- Interest on the delay in the deposit of TDS under Section 201 of the Income Tax Act amounting to ₹ 2,84,191.
- Late filing fees under Section 234E of the Income Tax Act amounting to ₹ 1,84,682.
- Interest under Section 220(2) for failure to pay the amount as per notices received by the company, amounting to ₹ 40,019.50.

#### ii. Indirect Tax-

Our company is in receipt of a SCN issued by the Commissioner Central Tax dated 09.02.2022 raising an outstanding service tax demand of Rs 3,29,74,693 (Rupees Three Crore Twenty-Nine

Lakh Seventy-Four Thousand Six Hundred Ninety-Three). The brief facts of the matter are such that an enquiry was conducted against our company and subsequently a show cause notice dated 09.02.2022 was issued for contraventions of S. 75,76 and 77 of the Service Tax Act 1994. Our company has submitted its response to SCN denying all the allegations, however the same is pending adjudication before the Hon'ble Forum.

- e. Other Pending Litigation- **NIL**

## **II. CASES FILED BY THE COMPANY**

- a. Litigation Involving Criminal Laws – **NIL**
- b. Litigation Involving Civil Laws- **NIL**
- c. Litigation Involving Actions by Statutory/Regulatory Authorities- **NIL**
- d. Litigation Involving Tax Liabilities
  - i. Direct Tax – **NIL**
  - ii. Indirect Tax- **NIL**
- e. Other Pending Litigation -**NIL**

## **Part-II LITIGATION RELATING TO THE DIRECTORS AND PROMOTERS OF THE COMPANY.**

### **1. CASES FILED AGAINST THE COMPANY DIRECTOR AND PROMOTER**

- a. Litigation Involving Criminal Laws – **NIL**
- b. Litigation Involving Actions by Statutory/Regulatory Authorities- **NIL**
- c. Litigation Involving Tax Liabilities
  - i. Direct Tax –
    - a. Except as disclosed below, there are no proceedings related to direct and/ or indirect taxes pending against our Promoters and Directors:

Particular	No of Proceedings	Amount (₹)
Arnima Gupta	1	3,51,960
Vinod Gupta	1	1,07,466
    - ii. Indirect Tax- **NIL**
  - d. Other Pending Litigation-**NIL**

### **2. CASES FILED BY COMPANY DIRECTORS AND PROMOTERS**

- a. Litigation Involving Criminal Laws –
  - 1. One of our Promoter and Director namely Mr. Vinod Gupta (hereinafter referred to as '**the Complainant**') has filed a complaint case bearing case no: CT CASES 16419/2019 under section 138, 141 and 142 of the Negotiable Instruments Act, 1881, before the CMM Court South-East Saket. The brief facts of the matter are such that one Mr. Rahul Puri (hereinafter referred to as '**the Accused**') approached the complainant with a demand of a loan od ₹ 18,00,000 (Rupees Eighteen Lakhs) as Director of M/s Viarn Infrastructure Pvt. Ltd. to restructure their business to be loaned over a period of 1 (one) year. The Accused promised a health rate of interest at the rate of 18 % p.a on the loan amount. On repeated requests made by the accused, the complainant disbursed the total amount of ₹ 18,00,000 (Rupees Eighteen Lakhs) in case to the accused person from June 2017-March 2018. That thereafter the accused did not return the money in due time and in order to discharge his liability handed over 2 cheques to the Complainant company for an amount of ₹

5,00,000 (Rupees Five Lakhs) each. Both the cheques issued were dishonored with the remarks ‘Funds insufficient’. Thereafter, a legal notice was sent to the accused and as a result a settlement was agreed upon wherein the complainant again issued two different cheques one in the name of Vinod Gupta (Director of the Complainant Company) for sum of ₹ 7,00,000 [Rupees Seven Lakhs] and other in the name of Complainant Company for a sum of ₹ 10,00,000 [Rupees Ten Lakhs]. The cheque was presented to the banker for clearance but was returned dishonored vide return memo dated 07.6.2019 with remarks “Drawer Signature Different” and thus the present suit under section 138, 141 and 142 of the Act has been filed by our director demanding an outstanding amount of ₹ 7,00,000 [Rupees Seven Lakhs]. The matter is still pending before the Hon’ble court.

- b. Litigation Involving Actions by Statutory/Regulatory Authorities- **NIL**
- c. Litigation Involving Tax Liabilities
  - a. Direct Tax – **NIL**
  - b. Indirect Tax- **NIL**
- d. Other Pending Litigation- **NIL**

### **Part III- LITIGATION RELATING TO GROUP COMPANIES OTHER THAN CORPORATE PROMOTRES**

#### **1. CASES FILED AGAINST GROUP COMPANIES OTHER THAN CORPORATE PROMOTRES**

- a. Litigation Involving Criminal Laws – **NIL**
- b. Litigation Involving Civil Laws-**NIL**
- c. Litigation Involving Actions by Statutory/Regulatory Authorities- **NIL**
- d. Litigation Involving Tax Liabilities
  - a. Direct Tax-**NIL**
  - b. Indirect Tax- **NIL**
- e. Other Pending Litigation – **NIL**

#### **2. CASES FILED BY GROUP COMPANIES OTHER THAN CORPORATE PROMOTRES**

- a. Litigation Involving Criminal Laws –

1. One of our group companies namely M/s VIARN INFRASTRUCTURE PRIVATE LIMITED (hereinafter referred to as ‘**the Complainant**’) has filed a complaint case bearing case no: 16450/2019 under section 138 and 142 of the Negotiable Instruments Act, 1881, before the CMM Court South-East Saket. The brief facts of the matter are such that one Mr. Rahul Puri (hereinafter referred to as ‘**the Accused**’) approached the directors of the complainant company with a demand of a loan of ₹18,00,000 (Rupees Eighteen Lakhs) to restructure their business to be loaned over a period of 1 (one) year. The Accused promised a health rate of interest at the rate of 18 % p.a on the loan amount. On repeated requests made by the accused, the complainant disbursed the total amount of ₹ 18,00,000 (Rupees Eighteen Lakhs) in case to the accused person from June 2017-March 2018. That thereafter the accused did not return the money in due time and in order to discharge of his liability handed over 2 cheques to the Complainant company for an amount of ₹ 5,00,000 (Rupees Five Lakhs) each. Both the cheques issued were dishonored with the remarks ‘Funds insufficient’. Thereafter, a legal notice was sent to the accused and as a result a settlement was agreed upon wherein the complainant again issued two different cheques one in the name of Vinod Gupta (Director of the Complainant Company) for sum of ₹ 7,00,000 [Rupees Seven Lakhs] and other in the name of Complainant Company for a sum of ₹ 10,00,000 [Rupees Ten Lakhs]. The cheque was presented to the banker for clearance but was returned dishonored vide return memo dated 07.6.2019 with remarks “Drawer Signature Different” and thus the present suit under

section 138 and 142 of the Act has been filed by the complainant company demanding an outstanding amount of ₹ 10,00,000 [Rupees Ten Lakhs]. The case is pending before the Hon'ble court.

- b. Litigation Involving Actions by Statutory/Regulatory Authorities- **NIL**
- c. Litigation Involving Tax Liabilities
  - a. Direct Tax – **NIL**
  - b. Indirect Tax- **NIL**
- d. Other Pending Litigation- **NIL**

#### **OUTSTANDING LITIGATION AGAINST OTHER PERSONS AND COMPANIES WHOSE OUTCOME COULD HAVE AN ADVERSE EFFECT ON OUR COMPANY**

As on the date of the Red Herring Prospectus, there is no outstanding litigation against other persons and companies whose outcome could have a material adverse effect on our Company

#### **DISCIPLINARY ACTION INCLUDING PENALTY IMPOSED BY SEBI OR STOCK EXCHANGES AGAINST THE ISSUER/ ITS DIRECTORS/ PROMOTERS/ SUBSIDIARIES IN THE LAST FIVE FINANCIAL YEARS INCLUDING OUTSTANDING ACTION**

Nil

#### **DISCLOSURES PERTAINING TO WILFUL DEFAULTERS**

Neither our Company, nor our Promoters, nor Group Companies and nor Directors have been categorized or identified as willful defaulters by any bank or financial institution or consortium thereof, in accordance with the guidelines on willful defaulters issued by the Reserve Bank of India. There are no violations of securities laws committed by them in the past or are currently pending against any of them.

#### **OUTSTANDINGS DUE TO MICRO, SMALL AND MEDIUM ENTERPRISES OR ANY OTHER CREDITORS**

A creditor of the Company shall be considered to be material for the purpose of disclosure in the Offer Documents, if amounts due to such creditor exceeds 10% of the total consolidated trade payables of the Company as per the latest restated financial statements of the Company, as disclosed in the Offer Documents.

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 <https://www.armoursecurities.com/>.

In accordance with our Company's materiality policy, below are the details of the Creditors where there are outstanding amounts as on September 30, 2024:

<b>Type of Creditors</b>	<b>Number of Creditors</b>	<b>Amount Outstanding (Rs in Lakh)</b>
Dues to micro, small and medium enterprises	Nil	Nil
Dues to Material Creditors	02	29.52
Dues to other creditors	29	44.64
<b>Total</b>	<b>31</b>	<b>74.16</b>

#### **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 no. 243 of this Draft Red Herring Prospectus, there have been no material developments, since the date of the last audited balance sheet.

## GOVERNMENT AND OTHER APPROVALS

Our Company is in receipt of the necessary consents, licenses, registrations, permissions and approvals from the Government of India and various governmental agencies required to undertake this Issue and carrying on our present business activities. Our Company undertakes to obtain all material approvals and licenses and permissions required to operate our present business activities. Unless otherwise stated, these approvals and licenses are valid as on the date of this Draft Red Herring Prospectus and in case of licenses and approvals which have expired; we have either made application for renewal or are in the process of making an application for renewal. In order to operate our business, we require various approvals and/or licenses under various laws, rules and regulations.

The main objects clause of the Memorandum of Association and objects incidental to the main objects enable our Company to undertake its existing business activities.

In view of the approvals listed below, the Company can undertake this Issue and its current business activities and no further major approvals from any governmental or regulatory authority except proposed activities of Company or any other entity are required to undertake the Issue or continue its business activities.

Following statement sets out the details of licenses, permissions and approvals obtained by the Company under various central and state legislations for carrying out its business activities for details in connection with the regulatory and legal framework within which our Company operates, see “Key Industrial Regulations and Policies” on page no. 158 of this Draft Red Herring Prospectus.

### COMPANY RELATED APPROVALS FOR THE ISSUE

Our Company was incorporated as “ARMOUR SECURITY (INDIA) PVT. LTD.” on August 27, 1999, vide certification of incorporation bearing No. 101313 under the provision of Companies Act, 1956 issued by the Registrar of Companies, NCT of Delhi and Haryana. Our Company is in the business of Security services, Manpower services and Integrated Facility Management services.

Further, our Company was converted into a public limited company, pursuant to a special resolution passed in the Extraordinary General Meeting of our Shareholders held on February 09, 2024, and the name of our Company was changed to ‘ARMOUR SECURITY (INDIA). LTD.’, and a fresh certificate of incorporation dated May 03, 2024 was issued to our Company by the RoC, CPC. Our Corporate Identification Number is U74920DL1999PLC101313. Our Company has its registered office situated at B-87, Second Floor Defence Colony, New Delhi - 110024

The Fresh Issue of Equity Shares in terms of this Draft Red Herring Prospectus has been authorized by a resolution of the Board of Directors of the Company passed at their meeting held on 28th August 2024, pursuant to Section 62(1) (c) of the Companies Act.

The Fresh Issue of Equity Shares in terms of this Draft Red Herring Prospectus has been authorized by a special resolution of the shareholders of the Company passed at the Annual General Meeting held on 30th September 2024, pursuant to Section 62(1)(c) and other applicable provisions of the Companies Act 2013.

### IN-PRINCIPAL APPROVAL FROM THE STOCK EXCHANGE

The Company has received In-principal approval from NSE vide their letter dated [●] to use the name of NSE in this Draft Red Herring Prospectus for listing of the Equity Shares NSE SME.NSE is the Designated Stock Exchange.

### AGREEMENTS WITH NSDL AND CDSL

The Company has entered into an agreement dated March 05, 2024 with the Central Depository Services (India) Limited (“CDSL”) and dated March 07, 2024 with National Securities Depository Limited (NSDL) and the Registrar Transfer Agent, who in this case is, Skyline Financial Services Private Limited dated December 20, 2024 for the dematerialization of its shares.

The Company's International Securities Identification Number ("ISIN") is INE0TZX01019

## APPROVALS IN RELATION TO THE BUSINESS OPERATIONS

### Regulatory approvals of our Company

Sr. No.	Details of Registration/ Certificate/	Registration No./ Reference No./ License No.	Issuing Authority	Date of Expiry
1	Licenses under the Private Security Agencies (Regulation) Act, 2005	PSA/L/7/PB/2022/AUG/3/462	The Controlling Authority, Government of Punjab	August 15, 2026
2	Licenses under the Private Security Agencies (Regulation) Act, 2005	PSA/L/59/DL/2021/DEC/3/68 6	The Controlling Authority, NCT of Delhi	December 29, 2026
3	Licenses under the Private Security Agencies (Regulation) Act, 2005	PSA/L/2/MH/2020/AUG/3/269	The Controlling Authority, Government of Maharashtra	August 19, 2025
4	Licenses under the Private Security Agencies (Regulation) Act, 2005	455	The Controlling Authority, Government of Himachal Pradesh	April 29, 2027
5	Licenses under the Private Security Agencies (Regulation) Act, 2005	PSA/L/10/HR/2023/JUN/3/857	The Controlling Authority, Government of Haryana	May 31, 2028
6	Licenses under the Private Security Agencies (Regulation) Act, 2005	PSA/L/65/UP/2024/MAY/3/20 50	The Controlling Authority, Government of Uttar Pradesh	April 18, 2028
7	Maharashtra Shops & Establishment	2452300319426395	Additional Commissioner of Labour, Maharashtra Shop and Establishments (Regulations of Employment and conditions of Service) Act, 2017	Applied
8	Uttar Pradesh Shops and Commercial Establishment	UPSA10733565	Chief Inspector of Shops and Commercial Establishment, Uttar Pradesh	Till the date of Establishment exists
9	Himachal Pradesh Shops & Establishment	9201L1324E114	Inspector, Shops and Commercial Establishment Sirmour, Himachal Pradesh	December 31, 2028
10	Haryana Shops & Establishment	PSA/REG/GGN/LI-GGN- 3/0204132	Inspector, Shop and Commercial Establishment, Chandigarh	Valid Till Cancelled
11	Punjab Shops & Establishment	DER01/202112/54730	Inspector, Shop and	Valid Till Cancelled

Sr. No.	Details of Registration/ Certificate/	Registration No./ Reference No./ License No.	Issuing Authority	Date of Expiry
			Commercial Establishment	
12	Delhi Shops & Establishment	20230725 18	Chief Inspector, Department of Labour, Delhi	Valid till Cancelled
13	UDYAM Registration certificate	UDYAM-DL-08-0016418	Ministry of Micro, Small and Medium Enterprises	NA
14	Government Purchase Enlistment Certificate	NSIC/GP/DEL/2017/59594	Sr. Manager NSIC BO DELHI	March, 15, 2026
15	Store Details Certificate	NSIC/GP/DEL/2017/0030852	Sr. Manager NSIC BO DELHI	March, 15, 2026

**Note:** Few of aforesaid License/certificate are in the name of the **ARMOUR SECURITY (INDIA) PVT. LTD.**, our company are under process for updating name on License/certificate.

#### EMPLOYEE RELATED APPROVALS

Sr. No.	Details of Registration/ Certificate/	Issuing Authority	Registration No./ Reference No./ License No.	Date of Issue/ Renewal	Date of Expiry
1.	Employees' Provident Fund Registration	Office of the Regional Provident Fund Commissioner	DLCMP0022673000	24/08/2022	NA
2	Employees' State Insurance Corporation Registration	Sub-Regional Office, Employees' State Insurance Corporation, Delhi	20000553830001018	08/06/2010	NA
3	Employees' State Insurance Corporation Registration	Sub-Regional Office, Employees' State Insurance Corporation, Gurgaon (Haryana)	69200553830011018	01/07/2014	NA
4	Employees' State Insurance Corporation Registration	Sub-Regional Office, Employees' State Insurance Corporation, Jalandhar (Punjab)	29200553830011018	01/06/2015	NA
5	Employees' State Insurance Corporation Registration	Sub-Regional Office, Employees' State Insurance Corporation, Baddi (Himachal Pradesh)	14200553830011018	22/06/2015	NA
6	Employees' State Insurance Corporation Registration	Sub-Regional Office, Employees' State Insurance Corporation, Noida (Uttar Pradesh)	67200553830011018	01/10/2017	NA
7	Employees' State Insurance Corporation Registration	Sub-Regional Office, Employees' State Insurance Corporation, Nagpur (Maharashtra)	23200553830011018	01/11/2020	NA

**Note:** Few aforesaid License/certificate are in the name of the **Armour Security (India) Private Limited**, our company are under process for updating name on License/certificate.

**Note:** The details of the above licenses, which are active and operational as on date, are provided.

#### TAX RELATED APPROVALS

Sr. No.	Nature of Registration/ License	Registration/ License No.	Applicable Laws	Issuing Authority	Date of Expiry
1.	Permanent Account Number (PAN)	AADCA5862E	Income Tax Act, 1961	Income Tax Department	Valid till cancelled
<b>Tax Deduction Account Number</b>					
2.	Tax Deduction Account Number (TAN)	DELA15513B	Income Tax Act, 1961	Income Tax Department	Valid till cancelled
<b>Goods and Services Tax</b>					
3.	GST Registration, Haryana	06AADCA5862E1ZV	Central Goods and Services Tax Act, 2017	Government of India	Valid till cancelled
	GST Registration Delhi	07AADCA5862E2ZS			
	GST Registration, Punjab	03AADCA5862E1Z1			
	GST Registration, U.P	09AADCA5862E1ZP			
<b>Professional Tax</b>					
4.	Professional Tax	27721822667P	Maharashtra State Tax on Professions, Trades, callings and Employment Act, 1975	Government of Maharashtra	Valid till cancelled

*Note: Few of aforesaid License/certificate are in the name of the Armour Security (India) Private Limited, our company are under process for updating name on License/certificate.*

*Note: The details of the above licenses, which are active and operational as on date, are provided.*

#### OTHER APPROVALS AND QUALITY CERTIFICATIONS

Sr. No.	Details of Registration/ Certificate	Issuing Authority	Registration No./ Reference No./ License No.	Date of Issue/ Renewal	Date of Expiry
1.	ISO 9001:2015 (Quality Management System)	Magnitude Management Services Pvt Ltd	24MEQSC19	23/05/2024	22/05/2027
2	SA 8000:2014 (Social Accountability Management System)	Optimum Certifications Inc.	SA/242693	18/10/2024	17/10/2027
3	ISO 45001:2018 (Occupational Health and Safety Management system)	Magnitude Management Services Pvt. Ltd.	23EOMR01	25/09/2023	24/09/2026
4	ISO/IEC 27001:2022 (Information Security Management System)	Magnitude Management Services Pvt. Ltd.	23MEQOT96	28/11/2023	27/11/2026
5	ISO 14001:2015 (Environmental Management System)	Magnitude Management Services Pvt. Ltd.	23EEMB02	25/09/2023	24/09/2026

*Note: - Few of aforesaid License/certificate are in the name of the ARMOUR SECURITY (INDIA) PVT. LTD., our company are under process for updating name on License/certificate.*

## INTELLECTUAL PROPERTY RELATED APPROVALS

Sr. No.	Word/ Label/ Mark/Design	Application No.	Class	Registration / Application date	Status/ Validity
1.	ARMOUR SECURITY (INDIA) PVT. LTD 	6302911	45	February 14, 2024	Registered
2.	ARMOUR SECURITY (INDIA) LTD 	6519770	45	October 07, 2024	Formalities check Pass

## APPROVALS DETAILS OF DOMAIN NAME REGISTERED IN THE NAME OF THE COMPANY

SR. NO.	DOMAIN NAME AND ID	IANA ID	CREATION DATE	EXPIRY DATE
1.	Domain name – <a href="http://www.armoursecurities.com">www.armoursecurities.com</a> <a href="http://www.armoursecurities.in">www.armoursecurities.in</a>	303	February 23, 2015	July 21, 2025

## MATERIAL APPROVALS APPLIED FOR INCLUDING RENEWAL APPLICATIONS BUT NOT RECEIVED BY OUR COMPANY AND SUBSIDIARIES

NIL

## MATERIAL LICENSES / APPROVALS FOR WHICH OUR COMPANY IS YET TO APPLY FOR

NIL

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## OTHER REGULATORY AND STATUTORY DISCLOSURES

### AUTHORITY FOR THE ISSUE

#### Corporate Approval:

The Fresh Issue of Equity Shares in terms of this Draft Red Herring Prospectus has been authorized by a resolution of the Board of Directors of the Company passed at their meeting held on August 28, 2024, pursuant to Section 62(1) (c) of the Companies Act.

The Fresh Issue of Equity Shares in terms of this Draft Red Herring Prospectus has been authorized by a special resolution of the shareholders of the Company passed at the Annual General Meeting held on September 30, 2024, pursuant to Section 62(1)(c) and other applicable provisions of the Companies Act 2013.

Our Board has approved the Draft Red Herring Prospectus through its resolution dated March 03, 2025 and Red Herring Prospectus through resolution dated [●].

#### Government and other Approvals

Our Company has also obtained all necessary contractual approvals required for the Issue. For further details, refer to the chapter titled 'Government and Other Approvals on Page 266 of this Draft Red Herring Prospectus.

#### In-Principle Listing Approval

The Company has received In-principle approval from NSE vide their letter dated [●] to use the name of NSE in this Red Herring Prospectus for listing of the Equity Shares on Emerge Platform of NSE. Emerge Platform of NSE is the Designated Stock Exchange.

### PROHIBITION BY SEBI, RBI OR ANY OTHER GOVERNMENTAL AUTHORITY

Our Company, our Promoter, Promoter Group, our directors or person(s) in control of the promoter of our Company 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 SEBI or any securities market regulator in any other jurisdiction or any other authority/court.

Our Company, our Promoter, Promoter' Group are in compliance with the Companies (Significant Beneficial Ownership) Rules, 2018.

None of our Directors are in any manner associated with the securities market and there has been no action taken by the SEBI against the Directors or any other entity with which our directors are associated as Promoter or directors.

There is neither any violation of securities law committed and/or pending by any of them in the past, nor have any company with which the Issuer Company, its Promoter, Directors, persons in control of the Company or any natural person behind the Promoter are or were associated as a promoter, director or person in control, been debarred or prohibited from accessing the capital markets under any order or direction passed by the SEBI or any other regulatory or government authority.

### PROHIBITION WITH RESPECT TO WILFUL DEFAULTER OR FRAUDULENT BORROWER

Neither our Company, our Promoter, our Directors, our Promoter Group or our Group Companies have been identified as willful defaulter or fraudulent borrower by the RBI or any other governmental authority as defined by SEBI ICDR Regulations, 2018.

### COMPLIANCE WITH THE COMPANIES (SIGNIFICANT BENEFICIAL OWNERSHIP) RULES, 2018

Our Company, our Promoter and our Promoter' Group are in compliance with the Companies (Significant Beneficial Ownership) Rules, 2018 ('SBO Rules'), to the extent applicable, as on the date of this Draft Red Herring Prospectus.

## **ELIGIBILITY FOR THE ISSUE**

The Company is eligible for this issue in terms of Chapter IX of the SEBI (ICDR) Regulations, as:

Our Company is an ‘Unlisted Issuer’ in terms of SEBI (ICDR) Regulations, 2018 and this Issue is an ‘Initial Public Issue’ in terms of such regulations.

Our Company is eligible for this Issue in accordance with Regulation 229(2) and other provisions of Chapter IX of SEBI ICDR Regulations, as we are an issuer whose post issue capital is more than Ten Crores Rupees and up to Twenty-Five Crores Rupees, and we may hence issue Equity shares to public and propose to list the same on Small and Medium Enterprise Exchange [in this case being the EMERGE platform of NSE i.e. NSE Emerge]

### **We confirm that:**

- In accordance with Regulation 260 of the SEBI (ICDR) Regulations, this issue will be 100% underwritten and that the BRLM to the Issue shall underwrite minimum 15% of the Total Issue Size. For further details pertaining to said underwriting please refer the head titled “Underwriting Agreement” under the chapter titled “General Information” on Page no. 74 of this Draft Red Herring Prospectus.
- In accordance with Regulation 268 of the SEBI (ICDR) Regulations, we shall ensure that the total number of proposed allottees in the Issue shall be greater than or Equal to fifty (50), otherwise, the entire application money will be unblocked forthwith. If such money is not repaid within specified 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 timeline, be liable to repay such application money, with interest at the rate 15% per annum.
- In terms of Regulation 246(5) of the SEBI (ICDR) Regulations, we shall ensure that our Book Running Lead Manager submits a copy of the Red Herring Prospectus along with a Due Diligence Certificate including additional confirmations as required to SEBI at the time of filing the Red Herring Prospectus with Stock Exchange and the Registrar of Companies. Further, in terms of Regulation 246(2), SEBI shall not issue observation on the Red Herring Prospectus.
- In accordance with Regulation 261(1) of the SEBI (ICDR) Regulations, we hereby confirm that we will enter into an agreement with the Book Running Lead Manager and with Market Maker to ensure compulsory Market Making for a minimum period of three (3) years from the date of listing of Equity Shares on the SME Platform of NSE (NSE EMERGE). For further details of the arrangement of market making please refer heading titled “Details of Market Making Arrangement for this Issue” under the chapter titled “General Information” on page no. 75 of this Draft Red Herring Prospectus.
- In accordance with Regulation 228(c) of the SEBI (ICDR) Regulations, Neither the issuer nor any of its promoters or directors is a willful defaulter or a fraudulent borrower.
- In accordance with Regulation 228(d) of the SEBI (ICDR) Regulations, None of the Issuer’s promoters or directors is a fugitive economic offender.
- In accordance with Regulation 230(1)(a) of the SEBI (ICDR) Regulations, Application is being made to SME Platform of NSE and National Stock Exchange of India Limited is the Designated Stock Exchange.
- In accordance with Regulation 230(1)(b) of the SEBI (ICDR) Regulations, our Company has entered into an agreement with depositories for dematerialization of specified securities already issued and proposed to be issued.
- In accordance with Regulation 230(1)(c) of the SEBI (ICDR) Regulations, all the present Equity share Capital is fully Paid-up.
- In accordance with Regulation 230(1)(d) of the SEBI (ICDR) Regulations, all the specified securities held by the promoters are already in dematerialized form.
- Our Company shall mandatorily facilitate trading in Demat securities for which we have entered into an agreement with the Central Depository Services Limited (CDSL) dated March 05, 2024, and National Securities Depository Limited (NSDL) dated March 07, 2024 for establishing connectivity.

- Our Company has a website i.e. [www.armoursecurities.com](http://www.armoursecurities.com)
- There has been no change in the promoters of the Company in the preceding one year from the date of this 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, as amended from time to time and subsequent circulars and guidelines issued by SEBI and the Stock Exchange

#### **NSE EMERGE ELIGIBILITY NORMS**

- We confirm that we comply with all the below requirements / conditions so as to be eligible to be listed on the SME Platform of NSE:
- In terms of Regulation 229(3) of the SEBI (ICDR) Regulations, we confirm that we have fulfilled eligibility criteria for SME platform of NSE, which are as under:

#### **Incorporation**

Our Company was incorporated as a Private Limited Company on August 27, 1999, under the Companies Act, 1956. Later our Company was converted into a public limited Company pursuant to a special resolution passed in the Extraordinary General Meeting of Shareholders held on February 09, 2024, and the name of our Company was changed to 'ARMOUR SECURITY (INDIA). LTD.'. Consequent to conversion a fresh certificate of incorporation dated May 03, 2024 was issued to our Company by the Registrar of Companies, CPC.

#### **Post Issue Paid up Capital**

The post issue paid up capital of the company will be ₹1687 Lakhs. So, the company has fulfilled the criteria of post issue paid up capital of not be more than ₹ 2500 Lakhs. Refer table as below:

(₹ In Lakh)	
<b>Description</b>	<b>As on date of Draft Red Herring Prospectus</b>
Paid-Up Share Capital Pre-IPO	1,222
Initial Public Offer Size	465
<b>Total Post Issue Paid-Up Capital</b>	<b>1,687</b>

#### **Track Record**

Our Company was incorporated in 1999 and hence, our company has track record of more than 3 years as on date of filing of Draft Red Herring Prospectus. Further, the Promoters of our Company also has more than 3 years of experience in the same line of business and holds more than 20% of the post issue equity share capital individually or jointly.

#### **Positive Net worth**

Our Company has a net worth of ₹ 1,694.57/- Lakhs as on September 30, 2024.

#### **Operating profit (earnings before interest, depreciation, and tax)**

Our company has reported an operating profit (earnings before interest, depreciation, and tax) of more than ₹1 crore from operations in 2 out of the 3 financial years preceding the application.

<b>Particulars</b>	<b>September 30, 2024</b>	(₹ In Lakhs)		
		<b>Year 3</b>	<b>Year 2</b>	<b>Year 1</b>
		<b>FY 2023-24</b>	<b>FY 2022-23</b>	<b>FY 2021-22</b>
Profit Before Tax	333.82	349.80	301.56	38.92
Add: Interest	7.97	9.71	2.02	2.03
Add: Depreciation	10.69	22.22	19.25	21.72
Less: other Income	9.10	16.81	12.44	10.00

<b>Operating profit (earnings before interest, depreciation, and tax from operations)</b>	343.38	364.92	310.38	52.67
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#### **Free cash flow to Equity (FCFE)**

Our Company has positive Free cash flow to Equity (FCFE) for 3 financial years preceding the application

(₹ In Lakh)

<b>Particulars</b>	<b>September 30, 2024</b>	<b>Year 3</b>	<b>Year 2</b>	<b>Year 1</b>
		<b>FY 2023-24</b>	<b>FY 2022-23</b>	<b>FY 2021-22</b>
Cash Flow from Operating Activity	(30.60)	54.06	45.42	223.45
(-) Purchase of Fixed Assets/PP&E	(59.12)	(37.78)	(11.03)	(2.69)
<b>Free Cash Flow to the Firm</b>	<b>(89.72)</b>	<b>16.28</b>	<b>34.39</b>	<b>220.76</b>
Long Term Borrowings	(23.66)	39.48	15.40	(41.81)
Short Term Borrowings	(18.96)	55.15	-	(5.40)
<b>Net Borrowings</b>	<b>(42.62)</b>	<b>94.63</b>	<b>15.40</b>	<b>(47.21)</b>
Interest Expenses (net of Tax)	(5.96)	(7.27)	(1.51)	(1.52)
<b>Free Cash Flow to Equity</b>	<b>(138.31)</b>	<b>103.65</b>	<b>48.28</b>	<b>172.03</b>

#### **Offer for sale (OFS)**

The proposed IPO of our company involves only the issuance of fresh equity shares, with no selling shareholders participating in the Offer for Sale (OFS). Therefore, the eligibility criteria related to the Offer for Sale, which states that the OFS by selling shareholders in an SME IPO cannot exceed 20% of the total issue size and that selling shareholders cannot sell more than 50% of their holding, is not applicable.

#### **Status w.r.t. Board for Industrial and Financial Reconstruction (BIFR)**

Our Company has not been referred to the Board for Industrial and Financial Reconstruction (BIFR).

#### **Status w.r.t. Insolvency and Bankruptcy Code (IBC)**

No proceedings have been admitted under Insolvency and Bankruptcy Code against our issuer and/ or our Promoters.

#### **Winding up petition**

There is no winding up petition against our Company, which has been admitted by the NCLT/ any Court.

#### **Regulatory or Disciplinary Action**

There are no material regulatory or disciplinary action taken any stock exchange or regulatory authority in the past three years against our company.

#### **Declaration w.r.t. Merchant Banker**

We confirm that the Corpwis Advisors Private Limited, the Book Running Lead Manager to the issue does not have any instances wherein any of the Draft Offer Document has been returned by the NSE in the last six months.

#### **Objects to the Issue**

We confirm that the proceeds from the Proposed issue shall not be utilised for repayment of loan to Promoter, Promoter Group or any related party, directly or indirectly.

#### **Rejection by Exchange**

We confirm that the Company has not approached NSE for listing before the date of this Draft Red Herring Prospectus.

## **DISCLAIMER CLAUSE OF SEBI**

**IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THE OFFER DOCUMENT 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 ISSUE IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE OFFER DOCUMENT. THE BOOK RUNNING LEAD MANAGER HAS CERTIFIED THAT THE DISCLOSURES MADE IN THE OFFER DOCUMENT 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 ISSUER IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE OFFER DOCUMENT, THE BOOK RUNNING LEAD MANAGER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE ISSUER DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE BOOK RUNNING LEAD MANAGER, CORPWIS ADVISORS PRIVATE LIMITED HAS FURNISHED TO SEBI AND STOCK EXCHANGE A DUE DILIGENCE CERTIFICATE DATED [●] IN THE FORMAT PRESCRIBED UNDER SCHEDULE V(A) OF THE SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 WHICH SHALL ALSO BE SUBMITTED TO SEBI AFTER FILING THE PROSPECTUS WITH ROC AND BEFORE OPENING OF THE ISSUE IN ACCORDANCE WITH THE SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018.**

**THE FILING OF THIS OFFER DOCUMENT 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 LAPSSES IN THE OFFER DOCUMENT.**

## **DISCLAIMER FROM OUR COMPANY AND THE BOOK RUNNING LEAD MANAGER**

The Company and the Book Running Lead Manager accept no responsibility for statements made otherwise than those contained in this Draft Red Herring Prospectus or in the advertisements or any other material issued by or at the Company's instance and that anyone placing reliance on any other source of information would be doing so at his or her own risk.

## **CAUTION**

The Book Running Lead Manager accepts no responsibility, save to the limited extent as provided in the Issue Agreement entered between our Company and the Book Running Lead Manager i.e. Corpwis Advisors Private Limited on January 21, 2025, and the Underwriting Agreement dated [●] entered into between our Company and the Underwriters 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 our Company and the Book Running Lead Manager 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, at collection centers or elsewhere.

The Book Running Lead Manager and their respective associates and affiliates may engage in transactions with, and perform services for, our Company, its Promoter Group, or its affiliates or associates in the ordinary course of business and have engaged, or may be engaged in the future, in commercial banking and investment banking transactions with our Company, its Promoter Group, Group Entities, and its affiliates or associates, for which they have received and may in future receive compensation.

Note: Investors who apply in the Issue will be required to confirm and will be deemed to have represented to our Company and the Underwriters and their respective directors, officers, agents, affiliates and representatives that they are eligible 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 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 the Equity Shares in the Issue.

#### **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 majors, HUFs, companies, corporate bodies and societies registered under applicable laws in India and authorized to invest in shares, Indian mutual funds registered with SEBI, Indian financial institutions, commercial banks, regional rural banks, cooperative banks (subject to RBI permission), or trusts under applicable trust law and who are authorized under their constitution to hold and invest in shares, public financial institutions as specified in Section 2(72) of the Companies Act, 2013, VCFs, state industrial development corporations, insurance companies registered with the Insurance Regulatory and Development Authority, provident funds (subject to applicable law) with a minimum corpus of ₹ 2,500.00 Lakh and pension funds with a minimum corpus of ₹ 2,500.00 Lakh, and permitted non-residents including FIIs, Eligible NRIs, multilateral and bilateral development financial institutions, FVCIs and eligible foreign investors, insurance funds set up and managed by army, navy or air force of the Union of India and insurance funds set up and managed by the Department of Posts, India, provided that they are eligible under all applicable laws and regulations to hold Equity Shares of the Company. This Draft Red Herring Prospectus does not, however, constitute an Issue to sell or an invitation to subscribe for Equity Shares Issued hereby in any jurisdiction other than India to any person to whom it is unlawful to make an Issue or invitation in such jurisdiction. Any person into whose possession this Draft Red Herring Prospectus comes is required to inform himself or herself about, and to observe, any such restrictions.

Any dispute arising out of this Issue will be subject to jurisdiction of the competent court(s) in Mumbai, India only.

No action has been, or will be, taken to permit a public issuing in any jurisdiction where action would be required for that purpose. Accordingly, the Equity Shares represented hereby may not be Issued or sold, directly or indirectly, and this 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 this Draft Red Herring Prospectus nor any sale hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of our Company from the date hereof or that the information contained herein is correct as of any time subsequent to this date.

#### **DISCLAIMER CLAUSE OF THE STOCK EXCHANGE (NSE EMERGE)**

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 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 Draft Offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Issuer. It is to be distinctly understood that the aforesaid permission given by NSE should not in any way be deemed or construed that the 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 Promoter, its management or any scheme or project of this Issuer.

Every person who desires to apply for or otherwise acquire any securities of this Issuer may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Exchange whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription/ acquisition whether by reason of anything stated or omitted to be stated herein or any other reason whatsoever.

#### **DISCLAIMER CLAUSE UNDER RULE 144A OF THE U.S. SECURITIES ACT, 1933**

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 Issued or sold within the United States or to, or for the account or benefit of, "U.S. persons" (as defined in Regulation S under 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 Issued and sold outside the United States in compliance with Regulations of the Securities Act 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 Issued or sold, and Applicants may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Further, each Applicant where required agrees that such Applicant will not sell or transfer any Equity Shares 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**

The Offer Document will not be filed with SEBI, nor will SEBI issue any observation on the Offer Document in terms of Regulation 246(2) of SEBI (ICDR) Regulations. However, pursuant to Regulation 246(5) of the SEBI (ICDR) Regulations, the copy of the Offer Document shall be furnished to the Board (SEBI) in soft form.

Pursuant to SEBI Circular No. SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018, a copy of the Red Herring 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 documents required to be filed under Section 26 of the Companies Act, 2013 will be filed online with the Registrar of Companies, Delhi, situated at Registrar of Companies, G7X3+X57, Nehru Place, New Delhi, Delhi - 110019 at least (3) three working days prior from the date of opening of the Issue.

## **LISTING**

Application will be made to the NSE Emerge for obtaining permission to deal in and for an official quotation of the Equity Shares.

NSE Emerge is the Designated Stock Exchange, with which the Basis of Allotment will be finalized. The Emerge Platform of NSE has given its in-principal approval for using its name in our Offer documents vide its letter [●].

If the permissions to deal in and for an official quotation of our Equity Shares are not granted by the Emerge Platform of NSE Limited, our Company will forthwith repay, without interest, all moneys received from the Applicants in pursuance of the Draft Red Herring Prospectus. If such money is not repaid within 4 days after our Company becomes liable to repay it (i.e. from the date of refusal or within 15 working days forms the Issue Closing Date), then our Company and every Director of our Company who is an officer in default shall, on and from such expiry of such days as may be prescribed, be liable to repay the money, with interest at the rate of 15 per cent per annum on application money, as prescribed under section 40 of the Companies Act, 2013.

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 (3) Working Days from the Issue Closing Date.

## **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 to action under Section 447 of the Companies, Act 2013.

## CONSENTS

Consents in writing of (a) The Directors, Promoters, Key Managerial Personnels, Peer Review Statutory Auditor, (b) Book Running Lead Manager, Registrar to the Issue, Banker(s) to the Issue, Bankers to the Company, Legal Advisor to the issue, Underwriter(s) to the issue and Market Maker to the issue to act in their respective capacities, as required under Section 26 of the Companies Act, 2013 and shall be filed along with a copy of the Prospectus with the RoC, as required under Sections 32 of the Companies Act, 2013 and such consents will not be withdrawn up to the time of delivery of the Prospectus for filing with the RoC.

In accordance with the Companies Act, 2013 and the SEBI (ICDR) Regulations, M/s. PDMS & Co. Chartered Accountants the Statutory Auditors of our Company has given their consent for the following:

- (i) The examination report dated 24<sup>th</sup> February 2025 on the Restated Financial Statement for the Company for the financial years ended 31 March 2022, 31 March 2023, 31 March 2024 and the stub period 30 September 2024, ("Restated Financial Statements"), which are prepared in accordance with the SEBI ICDR regulations, the Companies Act, 2013 and the Guidance Note on Reports in Company Prospectus (Revised 2019) issued by the Institute of Chartered Accountants of India, and
- (ii) Report on the Statement of Possible Tax Benefits issued on 2<sup>nd</sup> March 2025, in accordance with the requirements of the SEBI ICDR Regulations (examination reports and our report on the statement of possible tax benefits as aforesaid, collectively referred to as 'Reports') and
- (iii) Certificate of Key Performance Indicators issued on 24<sup>th</sup> February 2025.
- (iv) Various other certificates issued for the purpose of this offer document.

## EXPERTS OPINION

Except for the following documents as issued by M/s PDMS & Co., Chartered Accountants (Peer Review Auditors) of our Company we have not obtained any expert opinions. However, the term "expert" shall not be construed to mean an "expert" as defined under the U.S. Securities Act 1933.

- The examination report dated 24<sup>th</sup> February 2025 on the Restated Financial Statement for the Company for the financial years ended 31 March 2022, 31 March 2023, 31 March 2024 and the stub period 30 September 2024, ("Restated Financial Statements"), which are prepared in accordance with the SEBI ICDR regulations, the Companies Act, 2013 and the Guidance Note on Reports in Company Prospectus (Revised 2019) issued by the Institute of Chartered Accountants of India, and
- Report on the Statement of Possible Tax Benefits issued on 2<sup>nd</sup> March 2025, in accordance with the requirements of the SEBI ICDR Regulations (examination reports and our report on the statement of possible tax benefits as aforesaid, collectively referred to as 'Reports') and
- Certificate of Key Performance Indicators issued on 24<sup>th</sup> February 2025.
- Various other certificates issued for the purpose of this offer document.

## PARTICULARS REGARDING PUBLIC OR RIGHTS ISSUES DURING THE LAST FIVE (5) YEARS

Except as stated under Section titled "Capital Structure" beginning on page 76 of this Draft Red Herring Prospectus, our Company has not undertaken any previous public or rights issue. Further, we are an "Unlisted Issuer" in terms of the SEBI (ICDR) Regulations, amended from time to time and the Issue is an "Initial Public Issue" in terms of the SEBI (ICDR) Regulations.

## UNDERWRITING COMMISSION, BROKERAGE AND SELLING COMMISSION ON PREVIOUS ISSUES IN LAST 5 YEARS

Since this is the Initial Public Offer of the Company's Equity Shares, no sum has been paid as commission or brokerage for subscribing for or procuring or agreeing to procure subscription for any of the Equity Shares since the incorporation.

**PARTICULARS IN REGARD TO THE COMPANY AND OTHER LISTED GROUP COMPANIES / SUBSIDIARIES/ ASSOCIATES UNDER THE SAME MANAGEMENT WITHIN THE MEANING OF SECTION 186 OF THE COMPANIES ACT, 2013 WHICH MADE ANY CAPITAL ISSUE DURING THE LAST THREE YEARS:**

Neither the Company nor any other companies under the same management within the meaning of Section 186 of the Companies Act, 2013, had made any public issue or rights issue during the last three year except as mentioned in this Draft Red Herring Prospectus. This is the Initial Public Offer of the Company's Equity Shares

**PERFORMANCE VIS-A-VIS OBJECTS-PUBLIC/RIGHT ISSUE OF THE COMPANY**

Except as stated under Section titled "Capital Structure" beginning on page 76 of this Draft Red Herring Prospectus the Company has not undertaken any previous public or rights issue.

**PERFORMANCE VIS-A-VIS OBJECTS - LAST ISSUE OF LISTED SUBSIDIARIES/ LISTED PROMOTER**

We don't have any listed subsidiaries or any listed Promoter as on date of this Draft Red Herring Prospectus

**OUTSTANDING DEBENTURES OR BOND ISSUES OR REDEEMABLE PREFERENCE SHARES OR ANY OTHER CONVERTIBLE INSTRUMENTS ISSUED BY THE COMPANY**

The Company does not have any outstanding Debentures or Bonds or Preference Redeemable Shares as on the date of filing this Draft Red Herring Prospectus.

**OPTION TO SUBSCRIBE**

Equity Shares being issued through the Draft Red Herring Prospectus can be applied for in dematerialized form only.

**STOCK MARKET DATA OF THE EQUITY SHARES**

Since the Equity Shares of the Company are not listed on any Stock Exchange, this will be an Initial Public Offer for the Company

**MECHANISM FOR REDRESSAL OF INVESTOR GRIEVANCES**

The Company has appointed "Skyline Financial Services Private Limited" as the Registrar to the Issue, to handle the investor grievances in co-ordination with the Compliance Officer of the Company.

The Agreement dated December 20, 2024 amongst the Registrar to the Issue and the Company provides for retention of records with the Registrar to the Issue for a period of at least three (3) year from the last date of dispatch of the letters of allotment, or demat credit or where refunds are being made electronically, giving of unblocking instructions to the clearing system, to enable the investors to approach the Registrar to the Issue for redressal of their grievances.

All grievances relating to the Issue may be addressed to the Registrar to the Issue, giving full details such as name, address of the applicant, application number, number of Equity Shares applied for, amount paid on application, Depository Participant, and the bank branch or collection center where the application was submitted.

All grievances relating to the ASBA process may be addressed to the SCSBs, giving full details such as name, address of the applicant, number of Equity Shares applied for, amount paid on application and the relevant Designated Branch or the collection center of the SCSBs where the Application Form was submitted by the ASBA Applicants in ASBA account or UPI ID linked bank account number in which the amount equivalent to the Bid Amount was blocked. Further, the investor shall also enclose the Acknowledgment Slip from the Designated Intermediaries in addition to the documents/information mentioned hereinabove.

The Applicant should give full details such as name of the sole/first Applicant, Application Form number, Applicant DP ID, Client ID, Bank Account No./UPI ID, PAN, date of the Application Form, address of the Applicant, number of the Equity Shares applied for and the name and address of the Designated Intermediary where the Application Form was submitted by the Applicant. Further, the investor shall also enclose the Acknowledgement Slip from the Designated Intermediaries in addition to the documents or information mentioned hereinabove.

## DISPOSAL OF INVESTOR GRIEVANCES BY THE COMPANY

Our Company estimates that the average time required by the Company or the Registrar to the Issue for the redressal of routine investor grievances shall be fifteen (15) Working Days from the date of receipt of the complaint. In case of complaints that are not routine or where external agencies are involved, our Company will seek to redress these complaints as expeditiously as possible.

The Company has appointed Ms. Shakshi Mishra, Company Secretary, as the Compliance Officer to redress complaints, if any, of the investors participating in the Issue. Contact details for the Company Secretary and the Compliance Officer are as follows:

Ms. Shakshi Mishra  
Company Secretary & Compliance Officer  
ARMOUR SECURITY (INDIA). LTD.  
B-87, Second Floor Defence Colony, New Delhi, Delhi, India - 110024  
Tel No: +91-9810139833  
Email: [cs@armoursecurities.com](mailto:cs@armoursecurities.com)  
Website: [www.armoursecurities.com](http://www.armoursecurities.com)

Investors can contact the Compliance Officer or the Registrar in case of any pre-issue or post-issue related problems such as non-receipt of letters of allocation, credit of allotted Equity Shares in the respective beneficiary account etc.

Pursuant to press release no. PR. No. 85/2011 dated June 8, 2011, SEBI has launched a centralized web-based complaints redress system "SCORES". This would enable investors to lodge and follow up their complaints and track the status of redressal of such complaints from anywhere. For more details, investors are requested to visit the website [www.scores.gov.in](http://www.scores.gov.in)

## STATUS OF INVESTOR COMPLAINTS

We confirm that we have not received any investor complaint during the three years preceding the date of this Draft Red Herring Prospectus and hence there are no pending investor complaints as on the date of this Draft Red Herring Prospectus

## DISPOSAL OF INVESTOR GRIEVANCES BY LISTED COMPANIES UNDER THE SAME MANAGEMENT AS OUR COMPANY:

We don't have any listed company under the same management or any listed subsidiaries or any listed Promoter.

## EXEMPTION FROM COMPLYING WITH ANY PROVISIONS OF SECURITIES LAWS, IF ANY, GRANTED BY SEBI

The Company has not sought for any exemptions from complying with any provisions of securities laws.

## PRICE INFORMATION OF PAST ISSUES HANDLED BY THE BOOK RUNNING LEAD MANAGER

### Disclosure of Price Information of Past Issues Handled by Corpwis Advisors Private Limited

Sr. No.	Issue 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	Aluwind Architectural Limited (SME Platform of NSE – EMERGE)	29.70	45.00	April 9, 2024	47.25	(+14.71%,) (+9.91%)	(+50.89%) (+29.06%)	(+35.45%) (+5.86%)
2	Jeyyam Global Foods Limited (SME Platform of NSE – EMERGE)	81.94	61.00	September 09, 2024	61.00	(-13.82%) (-1.31%)	(-17.87%) (+4.22%)	-
3	SAJ Hotels (SME	27.63	65.00	October 07,	55.00	(-25.38%)	(-25.15%)	-

	Platform of NSE – EMERGE)			2024		(+9.05%)	(+10.35%)	
4	Garuda Construction and Engineering Limited (NSE and BSE (BSE being the Designated Stock Exchange)	264.10	95.00	October 15, 2024	105.00	(-11.47%) (-1.65%)	(+24.94%) (-2.25%)	-

Note: 1. The Nifty SME Emerge is considered as the Benchmark. 2. “Issue Price” is taken as “Base Price” for calculating % Change in Closing Price of the respective Issues on 30th/ 90th/180th 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 30th/ 90th/180th 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 30th/ 90th/180th 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

Financial year	Total no. of IPO	Total funds Raised (₹ in Cr)	Nos of IPOs trading at discount on 30th Calendar Day from listing date			Nos of IPOs trading at premium on 30 <sup>th</sup> Calendar day from listing date			Nos of IPOs trading at discount on 180 <sup>th</sup> Calendar day from listing date			Nos of IPOs trading at premium 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	4	403.36	-	1	2	-	-	1	-	-	-	-	1	-
2023-24	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2022-23	-	-	-	-	-	-	-	-	-	-	-	-	-	-

Note: 1. Listing date is considered for calculation of total number of IPO's in the respective financial year

### Break -up of past issues handled by Corpwis Advisors Private Limited:

Financial Year	No. of SME IPOs	No. of Main Board IPOs
2023-24	-	-
2024-25	3	1

### Notes:

- Source: All share price data is from [www.nseindia.com](http://www.nseindia.com)
- NSE Nifty is considered as the Benchmark Index
- In case 30th/ 90th is not a trading day, closing price on NSE of the previous trading day for the respective Script has been considered, however, if script is not traded on that previous trading day then last trading price has been considered.

For details regarding the track record of the Book Running Lead Manager, as specified in Circular reference CIR/MIRSD/1/2012 dated January 10, 2012 issued by SEBI, please refer the website of the Corpwis Advisors Private Limited - <https://corpwis.com/>

*(Rest of the page is intentionally left blank)*

## SECTION IX: ISSUE INFORMATION

### TERMS OF THE ISSUE

The Equity Shares being issued and allotted and transferred pursuant to this Issue shall be subject to the provisions of the Companies Act, SEBI ICDR Regulations, SEBI Listing Regulations, SCRA, SCRR, our Memorandum of Association and Articles of Association, the terms of the Red Herring Prospectus, the Prospectus, the Abridged Prospectus, the Bid cum Application Form, the Revision Form, the CAN or Allotment Advice and other terms and conditions as may be incorporated in the Allotment Advices and other documents or certificates that may be executed in respect of the Issue. The Equity Shares shall also be subject to laws as applicable, guidelines, rules, notifications and regulations relating to the issue of capital and listing and trading of securities issued from time to time by SEBI, the Government of India, the Stock Exchanges, the RBI, the RoC and/or other authorities, as in force on the date of the issue and to the extent applicable or such other conditions as may be prescribed by SEBI, the RBI, the Government of India, the Stock Exchange, the RoC and/or any other authorities while granting their approval for the Issue.

#### THE ISSUE

The Issue comprises of a Fresh Issue of Equity shares.

#### AUTHORITY FOR THE ISSUE

The present Issue has been authorized pursuant to a resolution by our Board of Directors at its meeting held on August 28, 2024, and by the Shareholders of our company, vide a special resolution passed pursuant to Section 23 & 62 (1)(c) of the Companies Act, 2013 at their Annual general meeting held on September 30, 2024.

#### RANKING OF EQUITY SHARES

The Equity Shares being issued and allotted shall be subject to the provisions of the Companies Act 2013, our Memorandum of Associations and Articles of Association shall rank pari passu in all respects with the existing Equity Shares including in respect of the rights to receive dividends and other corporate benefits, if any, declared by us after the date of Allotment. For further details, please see the section titled “Main Provisions of the Articles of Association” beginning on pages 334 of this Draft Red Herring Prospectus.

#### MODE OF PAYMENT OF DIVIDEND

Our Company shall pay dividends, if declared, to the Shareholders in accordance with the provisions of the Companies Act, the Memorandum and Articles of Association and provisions of the SEBI LODR Regulations and any other guidelines or directions which may be issued by the Government in this regard. Dividends, if any, declared by our Company after the date of Allotment will be payable to the Bidders who have been allotted Equity Shares in the Issue, for the entire year, in accordance with applicable laws. For further details, in relation to dividends, see “Dividend Policy” and “Main Provisions of the Articles of Association” beginning on page 193 and 334, respectively of this Draft Red Herring Prospectus.

#### FACE VALUE, ISSUE PRICE AND PRICE BAND

The face value of each Equity Share is ₹10, and the Issue Price is ₹ [●] per Equity Share. The Floor Price is ₹ [●] per Equity Share and the Cap Price is ₹ [●] per Equity Share, being the Price Band. The Anchor Investor Issue Price is ₹ [●] per Equity Share.

The Price Band and the minimum Bid Lot will be decided by our Company in consultation with the Book Running Lead Manager and advertised in all editions of the English national daily newspaper, [●], all editions of the Hindi national daily newspaper, [●] and all Hindi editions of [●], a Hindi language newspaper (Hindi, being the regional language of Delhi, where our Registered Office 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 the same 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 website of the Stock Exchange. The Issue Price shall be determined by our Company, in consultation with the Book Running Lead Manager, after the Bid/ Issue Closing Date. At any given point of time there shall be only one denomination of Equity Shares.

## **COMPLIANCE WITH SEBI ICDR REGULATIONS, 2018**

Our Company shall comply with all requirements of the SEBI (ICDR) Regulations, 2018.

## **COMPLIANCE WITH DISCLOSURE AND ACCOUNTING NORMS**

|Our Company shall comply with all disclosure and accounting norms as specified by SEBI from time to time.

## **RIGHT OF EQUITY SHAREHOLDERS**

Subject to applicable laws, rules, regulations and guidelines and the Articles of Association, the Equity shareholders shall have the following rights:

- Right to receive dividend, if declared;
- Right to receive Annual Reports and notices to members;
- Right to attend general meetings and exercise voting rights, unless prohibited by law;
- Right to vote on a poll either in person or by proxy;
- Right to receive issue 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 law, including any RBI rules and regulations; and
- Such other rights, as may be available to a shareholder of a listed public limited company under the Companies Act 2013, the terms of the SEBI Listing Regulations, and the Memorandum and Articles of Association of our Company.

For a detailed description of the provisions of the Articles of Association relating to voting rights, dividend, forfeiture and lien and/or consolidation/splitting, please refer to the section titled “Main Provisions of the Articles of Association” beginning on page number 334 of this Draft Red Herring Prospectus.

## **ALLOTMENT ONLY IN DEMATERIALISED FORM**

Pursuant to Section 29 of the Companies Act and the SEBI ICDR Regulations, the Equity Shares shall be Allotted only in dematerialised form. As per the SEBI ICDR Regulations, the trading of Equity Shares shall only be in dematerialised form. In this context, two agreements have been signed amongst our Company, the respective Depositories and the Registrar to the Issue:

- a. Tripartite agreement dated March 07, 2024 between our Company, NSDL and the Registrar and Share Transfer Agent.
- b. Tripartite agreement dated March 05, 2024 between our Company, CDSL and the Registrar and Share Transfer Agent.
- c. The Company’s shares bear ISIN INE0TZX01019

## **MINIMUM APPLICATION VALUE, MARKET LOT AND TRADING LOT**

Trading of the Equity Shares will happen in the minimum contract size of [●] Equity Shares in terms of the SEBI circular no. CIR/MRD/DSA/06/2012 dated February 21, 2012 and the same may be modified by NSE Emerge 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 Share subject to a minimum allotment of [●] Equity Shares to the successful Bidders.

Further, in accordance with SEBI ICDR Regulations the minimum application size in terms of number of specified securities shall not be less than ₹1.00 Lakh per application.

## **MINIMUM NUMBER OF ALLOTTEES**

In accordance with 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 the amounts in the ASBA Account shall be unblocked within 2 Working Days of closure of Issue.

## **JOINT HOLDERS**

Subject to the provisions contained in our Articles of Association, where two or more persons are registered as the holders of the Equity Shares, they shall be entitled to hold the same as joint tenants with benefits of survivorship.

## **NOMINATION FACILITY TO INVESTOR**

In accordance with Section 72 of the Companies Act, 2013 the sole or first applicant, along with other joint applicant, may nominate any one person in whom, in the event of the death of sole applicant or in case of joint applicant, 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 in accordance with Section 72 of the Companies Act, 2013 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 the Registered Office of our Company or to the Registrar and Transfer Agents of our Company.

In accordance with Articles of Association of our Company, any Person who becomes a nominee by virtue of Section 72 of the Companies Act, 2013, shall upon the production of such evidence as may be required by the Board, elect either:

- to register himself or herself as the holder of the Equity Shares; or
- to 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 90 (ninety) days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys 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 is in dematerialized form, there is no need to make a separate nomination with us. Nominations registered with the respective depository participant of the applicant would prevail. If the investors require changing the nomination, they are requested to inform their respective depository participant.

## **WITHDRAWAL OF THE ISSUE**

Our Company in consultation with the Book Running Lead Manager, reserve the right to not to proceed with the Issue 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 (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 or the Sponsor Bank 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 Exchange on which Equity Shares are proposed to be listed. If the Issue is withdrawn after the designated Date, amounts that have been credited to the Public Issue Account shall be transferred to the Refund Account.

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, and (ii) the final ROC approval of the Prospectus after it is filed with the ROC. If our Company withdraws the Issue after the Issue Closing Date and thereafter determines that it will proceed with an Issue, our Company shall file a fresh Prospectus.

## **BID PROGRAM**

An indicative timetable in respect of the Issue is set out below:

<b>Event</b>	<b>Indicative Date</b>
Bid / Issue Opens on	[●]
Bid / Issue Closes on	[●] (T)
Finalization of Basis of Allotment with the Designated Stock Exchange	On or before [●] (T+1)
Initiation of Refunds / unblocking of funds from ASBA Account*	On or before [●] (T+2)
Credit of Equity Shares to demat account of the Allottees	On or before [●] (T+2)
Commencement of trading of the Equity Shares on the Stock Exchange	On or before [●] (T+3)

- 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 Bid Period shall be one Working Day prior to the Bid/ Issue Opening Date in accordance with the SEBI ICDR Regulations.

- Our Company, in consultation with the Book Running Lead Manager, may consider closing the Bid Period for QIBs one Working Day prior to the Bid/ Issue Closing Date in accordance with the SEBI ICDR Regulations.
- UPI mandate end time and date shall be at 5.00 p.m. on Bid/ Issue Closing Date.

\* In case of (i) any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) for cancelled/ withdrawn/ deleted ASBA Forms, the Applicant will be compensated at a uniform rate of ₹100 per day or 15% per annum of the application amount, whichever is higher, from the date on which the request for cancellation/ withdrawal/ deletion is placed in the Stock Exchanges platform up to the date on which the amounts are unblocked; (ii) any blocking of multiple amounts for the same ASBA Form (for amounts blocked through the UPI Mechanism), the Applicant will be compensated at a uniform rate ₹100 per day or 15% per annum of the total cumulative blocked amount, except the original application amount, whichever is higher from the date on which such multiple amounts were blocked up to the date of actual unblock; (iii) any blocking of amounts more than the application amount, the Applicant will be compensated at a uniform rate of ₹100 per day or 15% per annum of the difference in amount, whichever is higher from the date on which such excess amounts were blocked up to the date of actual unblock; (iv) any delay in unblocking of non-allotted/ partially allotted Application, exceeding two Working Days from the Issue Closing Date, the Applicant will be compensated at a uniform rate of ₹100 per day or 15% per annum of the application amount, whichever is higher for the entire duration of delay exceeding two Working Days from the Issue Closing Date, by the SCSB responsible for causing such delay in unblocking. The Book Running Lead Manager will be liable to compensate the Applicant at a uniform rate of ₹100 per day or 15% per annum of the application amount, whichever is higher from the date of receipt of the Investor grievance up to the date on which the blocked amounts are unblocked. The Applicant will be compensated in the manner specified in the SEBI master circular no. SEBI/HO/CFD/PoD-1/P/CIR/2024/0154 dated November 11, 2024.

The processing fees for applications made by the UPI Bidders may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI master circular no. SEBI/HO/CFD/PoD-1/P/CIR/2024/0154 dated November 11, 2024.

**The above timetable is indicative and does not constitute any obligation or liability on our Company or the Book Running Lead Manager.**

**While 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 Exchanges are taken within three Working Days of the Bid/Issue Closing Date or such period as prescribed by the SEBI, the timetable may change due to various factors, such as extension of the Bid/Issue Period by our Company in consultation with the BRLMs, 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.**

In terms of the UPI Circulars, in relation to the Issue, the Book Running Lead Manager will be required to submit reports of compliance with timelines and activities prescribed by SEBI in connection with the allotment and listing procedure within six Working Days from the Bid/ Issue Closing Date, identifying non-adherence to timelines and processes and an analysis of entities responsible for the delay and the reasons associated with it.

SEBI is in the process of streamlining and reducing the post timeline for IPOs. Any circulars or notifications from SEBI after the date of this Draft Red Herring Prospectus may result in changes to the above-mentioned timelines. Further, the issue procedure is subject to change to any revised SEBI circulars to this effect.

**Submission of issue Bids (other than Bids from Anchor Investors)**

<b>Bid/Issue Period (except the Bid/Issue Closing Date)</b>	
Submission and Revision in Bids	Only between 10.00 a.m. and 5.00 p.m. (Indian Standard Time ("IST"))
<b>Bid/Issue Closing Date*</b>	
Submission of Electronic Applications (Online ASBA through 3-in-1 accounts) – For RIBs, other than QIBs, Non-Institutional Investors and Eligible Employees Bidding in the Employee Reservation Portion	Only between 10.00 a.m. and up to 5.00 p.m. IST
Submission of Electronic Applications (Bank ASBA through Online channels like Internet Banking, Mobile Banking and Syndicate UPI ASBA applications)	Only between 10.00 a.m. and up to 4.00 p.m. IST

Submission of Electronic Applications (Syndicate Non-Retail, Non-Individual Applications)	Only between 10.00 a.m. and up to 3.00 p.m. IST
Submission of Physical Applications (Bank ASBA)	Only between 10.00 a.m. and up to 1.00 p.m. IST
Submission of Physical Applications (Syndicate Non-Retail, Non-Individual Applications)	Only between 10.00 a.m. and up to 12.00 p.m. IST
<b>Modification/ Revision/cancellation of Bids</b>	
Upward Revision of Bids by QIBs and Non-Institutional Bidders categories <sup>#</sup>	Only between 10.00 a.m. and up to 5.00 p.m. IST on Bid/ Issue Closing Date
Upward or downward Revision of Bids or cancellation of Bids by RIBs and Eligible Employees Bidding in the Employee Reservation Portion	Only between 10.00 a.m. and up to 5.00 p.m. IST

\* UPI mandate end time and date shall be at 5:00 pm IST on [●]

QIBs and Non-Institutional Bidders can neither revise their bids downwards nor cancel/withdraw their bids.

**On the Bid/ Issue Closing Date, the Bids shall be uploaded until:**

- 4.00 p.m. IST in case of Bids by QIBs and Non-Institutional Bidders, and
- until 5.00 p.m. IST or such extended time as permitted by the Stock Exchange in case of Bids by RIBs.

On Bid/ Issue Closing Date, extension of time will be granted by Stock Exchange only for uploading Bids received by RIBs after taking into account the total number of Bids received up to closure of timings for acceptance of Bid cum Application Forms as stated herein and as reported by the Book Running Lead Manager to the Stock Exchange.

The Registrar to the Issue shall submit the details of cancelled/withdrawn/deleted applications to the SCSB's on a daily basis within 60 minutes of the Bid closure time from the Bid/ Issue Opening Date until the Bid/ Issue Closing Date by obtaining the same from the Stock Exchange. The SCSB's shall unblock such applications by the closing hours of the Working Day and submit the confirmation to the BRLM and the Registrar to the Issue on a daily basis as per the format prescribed in SEBI master circular no. SEBI/HO/CFD/PoD-1/P/CIR/2024/0154 dated November 11, 2024.

**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 and are advised to submit their Bids no later than prescribed time 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 Bids are received on the Bid/ Issue Closing Date, 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 Working Days, during the Bid/ Issue Period. Investors may please note that as per letter no. NSE/IPO/25101- 6 dated July 6, 2006 issued by NSE, Bids and any revision in Bids shall not be accepted on Saturdays, Sundays and public holidays as declared by the Stock Exchange. Bids by ASBA Bidders shall be uploaded by the relevant Designated Intermediary in the electronic system to be provided by the Stock Exchange. The Designated Intermediaries shall modify select fields uploaded in the Stock Exchange Platform during the Bid/ Issue Period till 5.00 pm on the Bid/Issue Closing Date after which the Stock Exchange(s) send the bid information to the Registrar to the Issue for further processing.

Our Company in consultation with the Book Running Lead Manager, reserves the right to revise the Price Band during the Bid Period in accordance with the SEBI ICDR Regulations. 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, but the Floor Price shall not be less than the Face Value of the Equity Shares. In all circumstances, the Cap Price shall be less than or equal to 120% of the Floor Price provided that the Cap Price shall be at least 105% of the Floor Price. 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 Period will be extended by at least three additional Working Days following such revision of the Price Band, subject to the Bid 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 Period for a minimum of three Working Days, subject to the Bid Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid Period, if applicable, will be widely disseminated by notification to the Stock Exchanges, by issuing a public notice, and also by indicating the change on the respective websites of**

**the Book Running Lead Manager and at the terminals of the Syndicate Members and by intimation to Self-Certified Syndicate Banks (“SCSBs”), other Designated Intermediaries and the Sponsor Banks, as applicable. In case of revision of Price Band, the Bid Lot shall remain the same.**

#### **MINIMUM SUBSCRIPTION**

This Issue is 100% underwritten per Regulation 260(1) of SEBI ICDR Regulations and thus this Issue is not restricted to any minimum subscription level. However, in the event our Company does not receive minimum subscription in the Issue as specified under Rule 19(2)(b) of the SCRR including through devolvement of Underwriters, as applicable, within sixty (60) days from the date of Bid/ Issue Closing Date, or if the subscription level falls below the thresholds mentioned above after the Bid/ Issue Closing Date, on account of withdrawal of applications; or after technical rejections or in case of devolvement of Underwriting, aforesaid minimum subscription is not received within 60 days from the date of Bid/ Issue Closing Date; or if the listing or trading permission is not obtained from the Stock Exchange for the Equity Shares so issued pursuant to the Issue, our Company shall forthwith refund the entire subscription amount received in accordance with the applicable laws. If there is a delay beyond the prescribed time after our Company becomes liable to pay the amount, our Company shall pay interest at the rate of 15% per annum, in accordance with SEBI master circular no. SEBI/HO/CFD/PoD-1/P/CIR/2024/0154 dated November 11, 2024 and the 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 fifty (50), no allotment will be made pursuant to this Issue.

In accordance with Regulation 260 (1) of the SEBI ICDR Regulations, our Issue shall be 100% underwritten. Thus, the underwriting obligations shall be for the entire 100% of the Issue through this Draft Red Herring Prospectus and shall not be restricted to the minimum subscription level. Further, 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.

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 application law of such jurisdiction.

#### **ARRANGEMENTS FOR DISPOSAL OF ODD LOTS**

The trading of the Equity Shares will happen in the minimum contract size of [●] Equity Shares in terms of the SEBI Circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012. However, in terms of Regulation 261 (5) of the ICDR Regulations, 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 NSE EMERGE.

#### **RESTRICTIONS IF ANY ON TRANSFER AND TRANSMISSION OF EQUITY SHARES**

Except for the lock-in of the pre- Issue capital of our Company, lock-in of the Promoters' minimum contribution and the Anchor Investor lock-in as provided in “Capital Structure” beginning on page 76 of this Draft Red Herring Prospectus and except as provided in our 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, see “Main Provisions of the Articles of Association” beginning on page 334 of this Draft Red Herring Prospectus.

#### **AS PER THE EXTANT POLICY OF THE GOVERNMENT OF INDIA, OCBS CANNOT PARTICIPATE IN THIS ISSUE**

In accordance with RBI regulations, Overseas Corporate Body (“OCB”) shall not be able to participate in the Issue.

#### **NEW FINANCIAL INSTRUMENT**

As on the date of this Draft Red Herring Prospectus, there are no outstanding warrants, new financial instruments or any rights, which would entitle the shareholders of our Company, including our Promoter, to acquire or receive any Equity Shares after the Issue.

#### **MIGRATION TO MAIN BOARD**

As per the provisions of the Chapter IX of the SEBI (ICDR) Regulations, the migration policy of NSE was intimated vide circular Download Ref. No.: NSE/SME/26110 dated March 10, 2014, further revised vide circular Download Ref. No. NSE/SME/37551 dated April 18, 2018 and NSE/SME/47077 dated January 21, 2021. NSE has further reviewed and revised the migration policy effective from April 20, 2023 from NSE Emerge to NSE Main Board as follows:

The Securities Exchange Board of India (SEBI) vide Circular Nos. CIR/MRD/DSA/17/2010 dated May 18, 2010, has stipulated the requirements for migration from SME platform to main board. The migration policy of NSE was intimated vide Circular Ref. No.: NSE/SME/26110 dated March 10, 2014, further revised vide Circular Ref. No.: NSE/SME/37551 dated April 18, 2018, Circular Ref No.: NSE/SME/47077 dated January 21, 2021, Circular Ref No.: NSE/SME/56427 dated April 20, 2023 and Circular Ref. No.: NSE/SME/61057 dated March 07, 2024

1. 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.*

2. 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.
3. The company should have been listed on SME platform of the Exchange for at least 3 years.
4. 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.
5. The company has not received any winding up petition admitted by a NCLT.
6. The Net Worth of the company should be at least 75 crores
7. Total number of public shareholders on the last day of preceding quarter from date of application should be at least 1000.
8. The company desirous of listing its securities on the main board of the Exchange should also satisfy the Exchange on the following:
  - a. 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.
  - b. 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.
  - c. Redressal mechanism of Investor grievance
  - d. PAN and DIN no. of Director(s) of the Company
  - e. Change in Control of a Company/ Utilisation of funds raised from public

## **MARKET MAKING**

The shares issued through this Issue are proposed to be listed on the NSE Emerge 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 NSE Emerge. For further details of the market making arrangement please refer the chapter titled "General Information" beginning on page 67 of this Draft Red Herring Prospectus.

## **JURISDICTION**

Exclusive jurisdiction for the purpose of this Issue is with the competent courts / authorities in Mumbai, India.

The Equity Shares 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 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, registration requirements of the U.S. Securities Act and applicable U.S. state Securities laws. Accordingly, the Equity Shares are only being Issued or sold outside the United States in compliance with Regulation S under the Securities Act and the applicable laws of the jurisdictions 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 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.

*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 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 this 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.*

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## ISSUE STRUCTURE

This Issue is being made in terms of Regulation 229 (2) of the Chapter IX of SEBI ICDR Regulations, as amended from time to time, whereby, our post Issue face value capital exceeds ten crore rupees but less than twenty-five crore rupees. The Company shall issue specified securities to the public and propose to list the same on the Small and Medium Enterprise Exchange (“SME Exchange”, in this case being the NSE Emerge). For further details regarding the salient features and terms of such this Issue, please see the chapters titled “Terms of the Issue” and “Issue Procedure” beginning on page 282 and 294 respectively, of this Draft Red Herring Prospectus.

### ISSUE STRUCTURE

The present issue comprises of upto 46,50,000 Equity Shares of face value of ₹10.00 each fully paid for cash at price of ₹ [●]\* per Equity Share (including a premium of ₹ [●] per Equity Share) aggregating to ₹ [●].

*\*Subject to finalization of Basis of Allotment*

The issue comprises a reservation of up to [●] Equity Shares of face value of ₹10/- each for subscription by the designated Market Maker (“**the Market Maker Reservation Portion**”) and Net issue to Public of up to [●] Equity Shares of face value of ₹10/- each (“**the Net issue**”). The issue and the Net issue will constitute [●] % and [●] %, respectively of the post issue paid-up equity share capital of the Company. The issue is being made through the Book Building Process.

Particulars	Market Maker Reservation Portion	QIBs <sup>(1)</sup>	Non-Institutional Investors/Bidders	Retail Individual Investors/Bidders
<b>Number of Equity Shares available for allocation or allotment <sup>(2)</sup></b>	Upto [●] Equity Shares	Not more than [●] Equity Shares	Not less than [●] Equity Shares available for allocation or issue less allocation to QIB Bidders and Retail Individual Bidders	Not less than [●] Equity Shares available for allocation or issue less allocation to QIB Bidders and Non-Institutional Bidders
<b>Percentage of issue Size available for Allocation or allotment</b>	[●] % 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 will 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 (excluding the Anchor Investor 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 or issue less allocation to QIB Bidders and RIBs will be available for allocation	Not less than 35% of the Net issue or issue less allocation to QIBs and Non-Institutional Bidders will be available for allocation

Particulars	Market Maker Reservation Portion	QIBs <sup>(1)</sup>	Non-Institutional Investors/Bidders	Retail Individual Investors/Bidders
<b>Basis of Allotment <sup>(3)</sup></b>	Firm allotment	<p>Proportionate as follows (excluding the Anchor Investor Portion):</p> <p>(a) Up to [●] Equity Shares shall be available for allocation on a proportionate basis to Mutual Funds only; and</p> <p>Up to [●] Equity Shares shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds receiving allocation as per (a) above.</p> <p>Up to 60% of QIB Portion (of upto [●] Equity Shares) may be allocated on a discretionary basis to Anchor Investors of which one-third shall be available for allocation to Domestic Mutual Funds only, subject to valid Bid received from Mutual Funds at or above the Anchor Investor Allocation Price</p>	<p>Proportionate basis subject to minimum allotment of [●] Equity Shares and further allotment in multiples of [●] Equity Shares. For details, see “issue procedure” Procedure” beginning on page 294 of this Draft Red Herring Prospectus</p>	<p>Proportionate basis subject to minimum allotment of [●] Equity Shares. For details, see “issue procedure” Procedure” beginning on page 294 of this Draft Red Herring Prospectus</p>
<b>Mode of Bid</b>	Only through ASBA Process	ASBA only (excluding the UPI Mechanism) except for Anchor Investors <sup>(4)</sup>	Through ASBA Process, Through Banks or by using UPI ID for payment	Through ASBA Process, Through Banks or by using UPI ID for payment
<b>Mode of allotment</b>	Compulsorily in dematerialized form			
<b>Minimum Bid Size</b>	[●] 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 and in multiples of [●] Equity Shares that the Bid Amount exceeds ₹2.00 Lakhs	Such number of Equity Shares and in multiples of [●] Equity Shares that the Bid Amount does not exceeds ₹200,000
<b>Maximum Bid Size</b>	[●] Equity Shares	Such number of Equity Shares in multiples of [●]	Such number of Equity Shares in multiples of [●]	Such number of Equity Shares in multiples of [●]

Particulars	Market Maker Reservation Portion	QIBs <sup>(1)</sup>	Non-Institutional Investors/Bidders	Retail Individual Investors/Bidders
		Equity Shares not exceeding the size of the Net issue, (excluding the Anchor portion), subject to limits applicable to each Bidder	Equity Shares not exceeding the size of the Net issue (excluding the QIB portion), subject to applicable limits	Equity Shares so that the Bid Amount does not exceed ₹2.00 Lakhs
<b>Bid Lot</b>	[●] Equity Shares and in multiples of [●] Equity Shares thereafter			
<b>Trading Lot</b>	[●] 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 and in multiples thereof
<b>Who can apply? <sup>(5)</sup></b>	Market Maker	Public financial institutions as specified in Section 2(72) of the Companies Act 2013, scheduled commercial banks, multilateral and bilateral development financial institutions, mutual funds registered with SEBI, FPIs other than individuals, corporate bodies and family offices, VCFs, AIFs, FVCIs, registered with SEBI, state industrial development corporation, insurance company registered with IRDAI, provident fund with minimum corpus of ₹250 million, pension fund with minimum corpus of ₹250 million, National Investment Fund set up by the Government of India, insurance funds set up and managed by army, navy or air force of the Union of India, insurance funds set up	Resident Indian individuals, Eligible NRIs, HUFs (in the name of Karta), companies, corporate bodies, scientific institutions, societies, family offices, trusts, FPIs who are individuals, corporate bodies and family offices	Resident Indian individuals, HUFs (in the name of Karta) and Eligible NRIs applying for Equity Shares such that the Bid amount does not exceed ₹2.00 Lakhs in value

Particulars	Market Maker Reservation Portion	QIBs <sup>(1)</sup>	Non-Institutional Investors/Bidders	Retail Individual Investors/Bidders
		and managed by the Department of Posts, India and Systemically Important NBFCs, in accordance with Applicable laws Including FEMA Rules.		
Terms of Payment		<p><b>In case of all other Bidders:</b> Full Bid Amount shall be blocked by the SCSBs in the bank account of the ASBA Bidder (other than Anchor Investors) 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.</p> <p><b>In case of Anchor Investors:</b> Full Bid Amount shall be payable by the Anchor Investors at the time of submission of their Bids<sup>(6)</sup></p>		

<sup>1</sup>. Our Company in consultation with the Book Running Lead Manager, may allocate up to 60% of the QIB Portion to Anchor Investors at the Anchor Investor issue Price, on a discretionary basis, subject to there being (i) a maximum of two Anchor Investors, where allocation in the Anchor Investor Portion is up to ₹200.00 Lakhs, (ii) minimum of two and maximum of fifteen Anchor Investors, where the allocation under the Anchor Investor Portion is more than ₹200.00 Lakhs but up to ₹2,500.00 Lakhs under the Anchor Investor Portion, subject to a minimum Allotment of ₹100.00 Lakhs per Anchor Investor, and (iii) in case of allocation above ₹2,500.00 Lakhs under the Anchor Investor Portion, a minimum of five such investors and a maximum of fifteen Anchor Investors for allocation up to ₹2,500.00 Lakhs, and an additional ten Anchor Investors for every additional ₹2,500.00 Lakhs or part thereof will be permitted, subject to minimum allotment of ₹100.00 Lakhs per Anchor Investor. An Anchor Investor will make a minimum Bid of such number of Equity Shares, that the Bid Amount is at least ₹200.00 Lakhs. One-third of the Anchor Investor Portion will be reserved for domestic Mutual Funds, subject to valid Bids being received at or above the price at which allocation is made to Anchor Investors.

<sup>2</sup>. 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.

<sup>3</sup>. 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 Book Running Lead Manager and the Designated Stock Exchange, subject to applicable laws.

<sup>4</sup>. Anchor Investors are not permitted to use the ASBA process

<sup>5</sup>. In the event that a Bid is submitted in joint names, the relevant Bidders should ensure that the depository account is also held in the same joint names and the names are in the same sequence in which they appear in the Bid cum Application Form. 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. The signature of only such First Bidder would be required in the Bid cum Application Form and such First Bidder would be deemed to have signed on behalf of the joint holders. Our Company reserves the right to reject, in its absolute discretion, all or any multiple Bids in any or all categories.

<sup>6</sup>. Full Bid Amount shall be payable by the Anchor Investors at the time of submission of the Anchor Investor Application Forms provided that any difference between the Anchor Investor Allocation Price and the Anchor Investor Issue Price shall be payable by the Anchor Investor Pay-In Date as indicated in the CAN.

The Bids by FPIs with certain structures as described under “Issue Procedure” on page 294 of this Draft Red Herring Prospectus and having same PAN may be collated and identified as a single Bid in the Bidding process. The Equity Shares Allocated and Allotted to such successful Bidders (with same PAN) may be proportionately distributed.

## ISSUE PROCEDURE

All Bidders should read the General Information Document for investing in public issues prepared and issued in accordance with the circular no. SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020 issued by SEBI and the UPI Circulars (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 which is part of the abridged prospectus accompanying the Bid cum Application Form. The General Information Document is available on the website of the Stock Exchange and the Book Running Lead Manager. Please refer to the relevant provisions of the General Information Document which are applicable to the issue especially in relation to the process for Bids by the UPI Bidders. The investors should note that the details and process provided in the General Information Document should be read along with this section.

Additionally, all Bidders may refer to the General Information Document for information in relation to (i) category of investors eligible to participate in the issue; (ii) maximum and minimum Bid size; (iii) price discovery and allocation; (iv) payment instructions for ASBA Bidders; (v) issuance of Confirmation of Allocation Note (“CAN”) and Allotment in the issue; (vi) general instructions (limited to instructions for completing the Bid cum Application Form); (vii) designated date; (viii) disposal of applications; (ix) submission of Bid cum Application Form; (x) other instructions (limited to joint bids in cases of individual, multiple bids and instances when an application would be rejected on technical grounds); (xi) applicable provisions of the Companies Act relating to punishment for fictitious applications; (xii) mode of making refunds; and (xiii) interest in case of delay in Allotment or refund.

SEBI through the UPI Circulars has proposed to introduce an alternate payment mechanism using Unified Payments Interface (“UPI”) and consequent reduction in timelines for listing in a phased manner. UPI has been introduced in a phased manner as a payment mechanism with the ASBA for applications by Retail Individual Investors through intermediaries from January 1, 2019. The UPI Mechanism for Retail Individual Investors applying through Designated Intermediaries, in phase I, was effective along with the prior process and existing timeline of T+6 days (“UPI Phase I”), until 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 was applicable until further notice pursuant to SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, (“UPI Phase II”). Thereafter, the final reduced timeline of T+3 days for the UPI Mechanism for applications by UPI Bidders (“UPI Phase III”) and modalities of the implementation of UPI Phase III was notified by SEBI vide its circular no. SEBI/HO/CFD/TPDI/CIR/P/2023/140 dated August 9, 2023, and made effective 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 (“T+3 Notification”). Accordingly, the Issue will be undertaken pursuant to the processes and procedures under UPI Phase III on a mandatory basis, subject to any circulars, clarification or notification issued by the SEBI pursuant to the T+3 Notification.

Further, pursuant to SEBI master circular bearing reference no. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024 (“SEBI RTA Master Circular”) and circular (SEBI/HO/CFD/DIL2/P/CIR/2022/75) dated May 30, 2022, has introduced certain additional measures for streamlining the process of initial public offers and redressing investor grievances. The provisions of these circulars are deemed to form part of this Draft Red Herring Prospectus. Furthermore, pursuant to circular (SEBI/HO/CFD/DIL2/P/CIR/P/2022/45) dated April 5, 2022, all individual bidders in initial public offerings whose Application sizes are up to ₹500,000 shall use the UPI Mechanism for submitting their bids. Additionally, pursuant to circular (SEBI/HO/CFD/DIL2/P/CIR/2022/75) dated May 30, 2022, applications made using the ASBA facility in initial public offerings shall be processed only after application monies are blocked in the bank accounts of investors (all categories). The Book Running Lead Manager shall be the nodal entity for any issues arising out of public issuance process.

The BRLM shall be the nodal entity for any issues arising out of public issuance process. In terms of SEBI ICDR Regulations, the timelines and processes mentioned in SEBI circular no. SEBI/HO/CFD/TPDI/CIR/P/2023/140 dated August 9, 2023, shall continue to form part of the agreements being signed between the intermediaries involved in the public issuance process and BRLM shall continue to coordinate with intermediaries involved in the said process.

In case of (i) any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) for cancelled/ withdrawn/ deleted ASBA Forms, the Applicant will be compensated at a uniform rate of ₹100 per day or 15% per annum of the application amount, whichever is higher, from the date on which the request for cancellation/ withdrawal/ deletion is placed in the Stock Exchanges platform up to the date on which the amounts are unblocked; (ii) any blocking of multiple amounts for the same ASBA Form (for amounts blocked through the UPI Mechanism), the Applicant will be compensated at a uniform rate ₹100 per day or 15% per annum of the total cumulative blocked amount, except the original application amount, whichever is higher from the date on which such multiple amounts

were blocked up to the date of actual unblock; (iii) any blocking of amounts more than the application amount, the Applicant will be compensated at a uniform rate of ₹100 per day or 15% per annum of the difference in amount, whichever is higher from the date on which such excess amounts were blocked up to the date of actual unblock; (iv) any delay in unblocking of non-allotted/ partially allotted Application, exceeding two Working Days from the Issue Closing Date, the Applicant will be compensated at a uniform rate of ₹100 per day or 15% per annum of the application amount, whichever is higher for the entire duration of delay exceeding two Working Days from the Issue Closing Date, by the SCSB responsible for causing such delay in unblocking. The Book Running Lead Manager will be liable to compensate the Applicant at a uniform rate of ₹100 per day or 15% per annum of the application amount, whichever is higher from the date of receipt of the Investor grievance up to the date on which the blocked amounts are unblocked. The Applicant will be compensated in the manner specified in the SEBI master circular no. SEBI/HO/CFD/PoD-1/P/CIR/2024/0154 dated November 11, 2024.

*Our Company, Promoters and the Book Running Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated in this section and the General Information Document and are not liable for any amendment, modification or change in the applicable law which may occur after the date of this Draft Red Herring Prospectus. Applicants are advised to make their independent investigations and ensure that their Bids are submitted in accordance with applicable laws and do not exceed the investment limits or maximum number of the Equity Shares that can be held by them under applicable law or as specified in this Draft Red Herring Prospectus, the Red Herring Prospectus and the Prospectus.*

*Further, our Company and the members of the Syndicate are not liable for any adverse occurrences consequent to the implementation of the UPI Mechanism for application in this Issue.*

*This section applies to all the Applicants.*

## **BOOK BUILDING PROCEDURE**

In terms of Rule 19(2)(b) of the SCRR read with Regulation 252 of SEBI ICDR Regulations, the issue is being made for at least 25% of the post- issue paid-up Equity Share capital of our Company. The issue is being made under Regulation 229 (2) of Chapter IX of SEBI ICDR Regulations via book building process wherein not more than 50% of the issue shall be allocated on a proportionate basis to QIBs, provided that our Company may, in consultation with the Book Running Lead Manager, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations, of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription, or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the QIB Portion. Further, 5% of the QIB Portion (excluding the Anchor Investor Portion) shall be available for allocation on a proportionate basis only to Mutual Funds, and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIBs (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the issue Price. Further, not less than 15% of the issue shall be available for allocation on a proportionate basis to Non-Institutional Investors and not less than 35% 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.

Subject to valid Bids being received at or above the issue Price, under subscription, if any, in any category, except 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 Book Running Lead Manager, and the Designated Stock Exchange. However, undersubscription, if any, in the QIB Portion will not be allowed to be met with spillover from other categories or a combination of categories.

The Equity Shares, on Allotment, shall be traded only in the dematerialised segment of the Stock Exchange.

**Bidders should note that the Equity Shares will be Allotted to all successful Bidders only in dematerialized form. The Bid cum Application Forms, which do not have the details of the Bidders' depository account, including DP ID, Client ID, UPI ID (in case of UPI Bidders using the UPI Mechanism) and PAN, 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 the Equity Shares rematerialized subsequent to Allotment of the Equity Shares in the issue, subject to applicable laws.**

## **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 SEBI circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, SEBI circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, SEBI circular bearing number

SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, SEBI circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 (“**Previous UPI Circulars**”) and 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 UPI Bidders 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 and the Previous 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 was later. Subsequently, the timeline for implementation of Phase I was extended till June 30, 2019. Under this phase, a RIB 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 commenced on completion of Phase I, i.e., with effect from July 1, 2019, and was to be continued for a period of three months or launch of five main board public issues, whichever is later. Further, as per the SEBI circular No. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, the UPI Phase II has been extended until March 31, 2020. Further still, as per SEBI circular No. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, the current Phase II of Unified Payments Interface with Application Supported by Blocked Amount will be continued till further notice. Under this phase, submission of the Application Form by a Retail Individual Investor through intermediaries to SCSBs for blocking 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).

The processing fees for applications made by UPI 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/P/CIR/2021/570 dated June 2, 2021 read with SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022. NPCI vide circular reference no. NPCI/UPI/OC No. 127/2021-22 dated December 09, 2021, inter alia, has enhanced the per transaction limit in UPI from more than ₹2.00 Lakhs to ₹5.00 lakhs for UPI based ASBA in initial public issue.

For further details, please refer to the General Information Document available on the websites of the Stock Exchange and the BRLM.

All SCSBs offering facility of making application in public issues shall also provide facility to make application using UPI. Our Company 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 UPI Bidders using the UPI.

Pursuant to the UPI Circulars, SEBI has set out specific requirements for redressal of investor grievances for applications that have been made through the UPI Mechanism. The requirements of the UPI Circular include, appointment of a nodal officer by the SCSB and submission of their details to SEBI, the requirement for SCSBs to send SMS alerts for the blocking and unblocking of UPI mandates, the requirement for the Registrar to submit details of cancelled, withdrawn or deleted applications, and the requirement for the bank accounts of unsuccessful Bidders to be unblocked no later than one Working Day from the date on which the Basis of Allotment is finalised. Failure to unblock the accounts within the timeline would result in the SCSBs being penalised under the relevant securities law. Additionally, if there is any delay in the redressal of investors’ complaints, the relevant SCSB as well as the Book Running Lead Manager will be required to compensate the concerned investor.

## BID CUM APPLICATION FORM

Copies of the Bid cum Application Form (other than for Anchor Investors) and the abridged prospectus will be available at the offices of the Book Running Lead Manager, the Designated Intermediaries at Bidding Centres, and Registered Office of our Company. An electronic copy of the Bid cum Application Form will also be available for download on the website of the NSE ([www.nseindia.com](http://www.nseindia.com)), at least one day prior to the Bid/ issue Opening Date.

The Anchor Investor Application Form will be available at the offices of the Book Running Lead Manager. All Bidders (other than Anchor Investors) must compulsorily use the ASBA process to participate in the Issue. UPI Bidders shall Bid in the Issue through UPI Mechanism for submitting their bids to Designated Intermediaries and are allowed to use ASBA Process by way of ASBA Forms to submit their bids directly to SCSBs. Anchor Investors are not permitted to participate in this Issue through the ASBA process.

Bidders (other than Anchor Investors and UPI Bidders) must provide bank account details and authorisation by the ASBA account holder to block funds in their respective ASBA Accounts in the relevant space provided in the Bid cum Application Form and the Bid cum Application Form that does not contain such details are liable to be rejected.

UPI Bidders submitting their Bid cum Application Form to any Designated Intermediary (other than SCSBs) shall be required to bid using the UPI Mechanism and must provide the UPI ID in the relevant space provided in the Bid cum Application Form. UPI Bidders submitting their Bid cum Application Form to any Designated Intermediary (other than SCSBs) without mentioning the UPI ID are liable to be rejected. Applications made using third party bank account or using third party linked bank account UPI ID are liable for rejection. Further, ASBA Bidders shall ensure that the Bids are submitted at the Bidding Centers only on ASBA Forms bearing the stamp of a Designated Intermediary (except in case of electronic ASBA Forms) and ASBA Forms not bearing such specified stamp maybe liable for rejection. UPI Bidders using UPI Mechanism, will be required to submit their ASBA Forms, including details of their UPI IDs, with the Syndicate, Sub-Syndicate members, Registered Brokers, RTAs or CDPs. RIIs authorising an SCSB to block the Bid Amount in the ASBA Account may submit their ASBA Forms with the SCSBs. Bidders, using the ASBA process to participate in the Issue, must ensure that the ASBA Account has sufficient credit balance such that an amount equivalent to the full Bid Amount can be blocked therein. In order to ensure timely information to investors SCSBs are required to send SMS alerts to investors intimating them about the Bid Amounts blocked/unblocked.

Since the Issue is made under Phase III (on a mandatory basis), ASBA Bidders may submit the ASBA Form in the manner below:

- RIIs (other than UPI Bidders) may submit their ASBA Forms with SCSBs (physically or online, as applicable), or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.
- UPI Bidders may submit their ASBA Forms with the Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs, or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.
- QIBs and NIIs may submit their ASBA Forms with SCSBs, Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs.

The prescribed colour of the Bid cum Application Form for various categories is as follows:

Category	Colour of Bid cum Application form*
Resident Indians, including resident QIBs, Non-Institutional Investors, UPI Bidders and Eligible NRIs applying on a non-repatriation basis	[●]
Eligible NRIs, FPIs and registered bilateral and multilateral development financial institutions applying on a repatriation basis	[●]
Anchor Investors**	[●]

\* Excluding electronic Bid cum Application Form.

\*\* Bid cum Application Forms for Anchor Investors will be made available at the office of the Book Running Lead Manager. Electronic Bid cum Application forms will also be available for download on the website of NSE ([www.nseindia.com](http://www.nseindia.com)).

In case of ASBA Forms, the relevant Designated Intermediaries shall upload the relevant Bid details (including UPI ID in case of ASBA Forms under the UPI Mechanism) in the electronic bidding system of the Stock Exchanges. Designated Intermediaries (other than SCSBs) shall submit/deliver the ASBA Forms (except Bid cum Application Forms submitted by UPI Bidders) to the

respective SCSB, where the Bidder has a bank account and shall not submit it to any non-SCSB bank or any Escrow Collection Bank(s). Pursuant to NSE circular dated July 22, 2022 with reference no. 23/2022 has mandated that Trading Members, Syndicate Members, RTA and Depository Participants shall submit Syndicate ASBA bids above ₹5.00 lakhs and NII & QIB bids above ₹2.00 Lakhs through SCSBs only.

For UPI Bidders, the Stock Exchanges shall share the Bid details (including UPI ID) with the Sponsor Bank(s) on continuous basis to enable the Sponsor Bank(s) to initiate a UPI Mandate Request to such UPI Bidders for blocking of funds. The Sponsor Bank(s) shall initiate request for blocking of funds through NPCI to UPI Bidders, who shall accept the UPI Mandate Request for blocking of funds on their respective mobile applications associated with UPI ID linked bank account. The NPCI shall maintain an audit trail for every Bid entered in the Stock Exchange bidding platform, and the liability to compensate UPI Bidders in case of failed transactions shall be with the concerned entity (i.e., the Sponsor Bank(s), NPCI or the issuer bank) 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 Bank(s) and the issuer bank. The Sponsor Bank(s) and the Bankers to the issue shall provide the audit trail to the BRLM for analysing the same and fixing liability. For ensuring timely information to investors, SCSBs shall send SMS alerts as specified in 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 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022.

Stock Exchange shall validate the electronic bids with the records of the CDP for DP ID/Client ID and PAN, on a real time basis through API integration and bring inconsistencies to the notice of the relevant Designated Intermediaries, for rectification and re-submission within the time specified by Stock Exchanges. Stock Exchanges shall allow modification of either DP ID/Client ID or PAN ID, bank code and location code in the Bid details already uploaded.

In accordance with NSE Circular No: 25/2022, dated August 3, 2022, for all pending UPI Mandate Requests, the Sponsor Bank(s) shall initiate requests for blocking of funds in the ASBA Accounts of relevant Bidders with a confirmation cut-off time of 5:00 pm on the Bid/Issue Closing Date (“**Cut-Off Time**”). Accordingly, UPI Bidders 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 Sponsor Bank(s) will undertake a reconciliation of Bid responses received from Stock Exchange and sent to NPCI and will also ensure that all the responses received from NPCI are sent to the Stock Exchange platform with detailed error code and description, if any. Further, the Sponsor Bank(s) will undertake reconciliation of all Bid requests and responses throughout their lifecycle on daily basis and share reports with the BRLM in the format and within the timelines as specified under the UPI Circulars. Sponsor Bank(s) and issuer banks shall download UPI settlement files and raw data files from the NPCI portal after every settlement cycle and do a three-way reconciliation with Banks UPI switch data, CBS data and UPI raw data. NPCI is to coordinate with issuer banks and Sponsor Bank(s) on a continuous basis.

The Sponsor Banks and the issuer banks shall provide the audit trail to the Book Running Lead Manager for analysing the same and fixing liability. For ensuring timely information to investors, SCSBs shall send SMS alerts as specified in circulars prescribed by SEBI, from time to time.

The processing fees for applications made by the UPI Bidders using the UPI Mechanism may be released to the SCSBs only after such SCSBs provide a written confirmation in compliance with the SEBI Master Circular, in a format prescribed by SEBI or applicable law.

Pursuant to NSE circular dated August 3, 2022, the following is applicable to all initial public issues opening on or after September 1, 2022:

- Cut-off time for acceptance of UPI Mandate shall be up to 5:00 pm on the initial public issue closure date and existing process of UPI bid entry by syndicate members, registrars to the issue and depository participants shall continue till further notice.
- There shall be no T+1 mismatch modification session for PAN-DP mismatch and bank/ location code on T+1 day for already uploaded bids. The dedicated window provided for mismatch modification on T+1 day shall be discontinued.
- Bid entry and modification/ cancellation (if any) shall be allowed in parallel to the regular bidding period up to 5:00 pm on the initial public issue closure day.
- Exchanges shall display bid details of only successful ASBA blocked applications i.e., Application with latest status as RC 100 – Block Request Accepted by Investor/ Client.

## **ELECTRONIC REGISTRATION OF BIDS**

- a) The Designated Intermediary may register the Bids using the on-line facilities of the Stock Exchanges. The Designated Intermediaries can also set up facilities for off-line electronic registration of Bids, subject to the condition that they may

subsequently upload the off-line data file into the on-line facilities for Book Building on a regular basis before the closure of the issue.

- b) On the Bid/ issue Closing Date, the Designated Intermediaries may upload the Bids till such time as may be permitted by the Stock Exchange and as disclosed in the Red Herring Prospectus.
- c) Only Bids that are uploaded on the Stock Exchanges Platform are considered for allocation/Allotment. The Designated Intermediaries are given till 5:00 pm on the Bid/ issue Closing Date to modify select fields uploaded in the Stock Exchange Platform during the Bid Period after which the Stock Exchange(s) send the bid information to the Registrar to the issue for further processing.

**d) QIBs and Non-Institutional Bidders can neither revise their bids downwards nor cancel/withdraw their bids.**

The Sponsor Bank(s) shall host a web portal for intermediaries (closed user group) from the date of Bid/ issue Opening Date till the date of listing of the Equity Shares with details of statistics of mandate blocks/ unblocks, performance of apps and UPI handles, down-time/network latency (if any) across intermediaries and any such processes having an impact/ bearing on the issue bidding process.

**PARTICIPATION BY PROMOTERS, PROMOTER GROUP, THE BOOK RUNNING LEAD MANAGER, THE SYNDICATE MEMBERS AND PERSONS RELATED TO PROMOTERS/PROMOTER GROUP/THE BOOK RUNNING LEAD MANAGER**

The Book Running Lead Manager and the Syndicate Members shall not be allowed to purchase Equity Shares in this issue in any manner, except towards fulfilling their underwriting obligations. However, the associates and affiliates of the Book Running Lead Manager and the Syndicate Members may Bid for Equity Shares in the issue, either in the QIB Portion or in the Non-Institutional Portion as may be applicable to such Bidders, where the allocation is on a proportionate basis or in any other manner as introduced under applicable laws, and such subscription may be on their own account or on behalf of their clients. All categories of investors, including associates or affiliates of the Book Running Lead Manager and Syndicate Members, shall be treated equally for the purpose of allocation to be made on a proportionate basis.

Except as stated below, neither the Book Running Lead Manager nor any associate of the Book Running Lead Manager can apply in the issue under the Anchor Investor Portion:

- mutual funds sponsored by entities which are associate of the Book Running Lead Manager;
- insurance companies promoted by entities which are associate of the Book Running Lead Manager;
- AIFs sponsored by the entities which are associate of the Book Running Lead Manager; or
- FPIs other than individuals, corporate bodies and family offices sponsored by the entities which are associate of the Book Running Lead Manager.

Further, an Anchor Investor shall be deemed to be an “associate of the Book Running Lead Manager” if:

- either of them controls, directly or indirectly through its subsidiary or holding company, not less than 15% of the voting rights in the other; or
- either of them, directly or indirectly, by itself or in combination with other persons, exercises control over the other; or
- there is a common director, excluding nominee director, amongst the Anchor Investors, the Book Running Lead Manager.

Further, the Promoters and members of the Promoter Group shall not participate by applying for Equity Shares in the issue, except in accordance with the applicable law. Furthermore, persons related to the Promoters and the Promoter Group shall not apply in the issue under the Anchor Investor Portion. It is clarified that a qualified institutional buyer who has rights under a shareholders' agreement or voting agreement entered into with any of the Promoters or members of the Promoter Group of our Company, veto rights or a right to appoint any nominee director on our Board, shall be deemed to be a person related to a Promoter or member of the Promoter Group of our Company.

**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.**

**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;
- 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; Sub-accounts of FIIs registered with SEBI, which are foreign corporate or foreign individuals only under the Non-
  - i. 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:**

- a. Minors (except through their Guardians)
- b. Partnership firms or their nominations
- c. Foreign Nationals (except NRIs)
- d. 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 an 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):**

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 make their independent investigations and 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.**

#### **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 [●] (a widely circulated English national daily newspaper), editions of [●] (a widely circulated Hindi national daily newspaper) and editions of [●] the Hindi daily newspaper, (Hindi being the regional language of Delhi where our registered office is located), at least two working days prior to the Bid/Issue Opening Date and shall be made available to the Stock Exchanges for the purpose of uploading on their respective websites. The BRLM and the SCSBs shall accept Bids from the Bidders during the Bid / Issue Period.

- 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 in

all editions of [●] (a widely circulated English national daily newspaper), editions of [●] (a widely circulated Hindi national daily newspaper) and editions of [●] the Hindi daily newspaper, (Hindi being the regional language of Delhi where our registered office is located), and also by indicating the change on the website of the Book Running Lead Manager.

- 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.
- 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”.
- 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.
- 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.
- 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.
- 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.
- 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 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**

- 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 and the Cap Price will be revised accordingly. Provided that Cap Price shall remain minimum 105% of the Floor Price and shall not exceed 120% of the Floor Price. 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.
- 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.
- 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.

- 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**

- 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.
- The Equity Shares, on allotment, shall be traded on the Stock Exchange in demat segment only.
- 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:**

- 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 all editions [●], an English national daily newspaper and all editions of [●], all editions of [●], a Hindi national daily newspaper and Hindi editions of [●] (a widely circulated Regional language daily newspaper) (Hindi being the regional language of Delhi, where our Registered Office is located) each with wide circulation. This advertisement shall be in prescribed format.
- Our Company will file the Red Herring Prospectus with the RoC at least 3 (three) days before the Issue Opening Date.
- Copies of the Bid Cum Application Form along with Abridged Prospectus and copies of this 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 website of the Stock Exchange.
- Any Bidder who would like to obtain the Draft Red Herring Prospectus and/ or the Bid Cum Application Form can obtain the same from our Registered Office.
- Bidders who are interested in subscribing for the Equity Shares should approach Designated Intermediaries to register their applications
- 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 beneficiary account is inactive shall be rejected.
- 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.
- 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.

- 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.
- 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 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 Book Running Lead Manager, reserve the right to reject any Bid without assigning any reason thereof, subject to applicable law.

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 such Bid has been made.

No Mutual Fund scheme shall invest more than 10% of its NAV in equity shares or equity-related instruments of any single company, provided that the limit of 10% 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% of any company's paid-up share capital carrying voting rights.

## **BIDS BY ELIGIBLE NON-RESIDENT INDIANS**

Eligible NRIs Bidding on non-repatriation basis are advised to use the Bid cum Application Form for residents ([●] in colour). Eligible NRIs Bidding on a repatriation basis are advised to use the Bid cum Application Form meant for Non-Residents ([●] in colour).

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 authorise their respective SCSB to block their NRE accounts, or Foreign Currency Non-Resident (“FCNR”) Accounts, and eligible NRI Bidders Bidding on a non-repatriation basis by using Resident Forms should authorise their respective SCSB to block their NRO accounts for the full Bid Amount, at the time of the submission of the Bid cum Application Form. Eligible NRIs applying on a non-repatriation basis in the issue through the UPI Mechanism are advised to enquire with their relevant bank, whether their account is UPI linked, prior to submitting a Bid cum Application Form.

In accordance with the FEMA Rules, the total holding by any individual NRI, on a repatriation basis, shall not exceed 5% of the total paid-up equity capital on a fully diluted basis or shall not exceed 5% 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 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% may be raised to 24% if a special resolution to that effect is passed by the members of the Indian company in a general meeting.

For details of restrictions on investment by NRIs, see “Restrictions on Foreign Ownership of Indian Securities” beginning on page 333 of this Draft Red Herring Prospectus.

Participation of Eligible NRIs in the Issue shall be subject to the FEMA Rules. Only Bids accompanied by payment in Indian rupees or fully converted foreign exchange will be considered for Allotment.

## **BIDS BY HUFs**

Hindu Undivided Families or HUFs, 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 may be considered at par with Bids from individuals.

## **BIDS BY FPIs**

In terms of applicable FEMA Rules and the SEBI FPI Regulations, investments by FPIs in the Equity Shares is subject to certain limits, i.e., the individual holding of an FPI (including its investor group (which means multiple entities registered as foreign portfolio investors and directly or indirectly, having common ownership of more than 50% or common control)) shall be below 10% of our post- issue Equity Share capital on a fully diluted basis. In case the total holding of an FPI or investor group increases beyond 10% of the total paid-up Equity Share capital of our Company, on a fully diluted basis, the total investment made by the FPI or investor group will be re-classified as FDI subject to the conditions as specified by SEBI and the RBI in this regard and our Company and the investor will be required to comply with applicable reporting requirements. Further, the total holdings of all FPIs put together, with effect from April 1, 2020, can be up to the sectoral cap applicable to the sector in which our Company operates (i.e., up to 100%). In terms of the FEMA Rules, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs shall be included.

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 colour).

In case the total holding of an FPI increases beyond 10% of the total paid-up Equity Share capital, on a fully diluted basis or 10% or more of the paid-up value of any series of debentures or preference shares or share warrants issued that may be issued by our Company, the total investment made by the FPI will be re-classified as FDI subject to the conditions as specified by SEBI and the RBI in this regard and our Company and the investor will be required to comply with applicable reporting requirements.

As specified in 4.1.4.2 (b)(i) and 4.1.4.2 (c)(iv) of the General Information Document, it is hereby clarified that bids received from FPIs bearing the same PAN shall be treated as multiple Bids and are liable to be rejected, except for Bids from FPIs that utilize the multiple investment manager structure in accordance with the Operational Guidelines for Foreign Portfolio Investors and Designated Depository Participants issued to facilitate implementation of SEBI FPI Regulations (“MIM Structure”), provided such Bids have been made with different beneficiary account numbers, Client IDs and DP IDs. Accordingly, it should be noted that multiple Bids received from FPIs, who do not utilize the MIM Structure, and bear the same PAN, are liable to be rejected. In order to ensure valid Bids, FPIs making multiple Bids using the same PAN, and with different beneficiary account numbers, Client IDs and DP IDs, are required to provide a confirmation along with each of their Bid cum Application Forms that the relevant FPIs making multiple Bids utilize the MIM Structure and indicate the name of their respective investment managers in such confirmation. In the absence of such confirmation from the relevant FPIs, such multiple Bids are liable to be rejected. Further, in the following cases, the bids by FPIs will not be considered as multiple Bids: involving (i) the MIM Structure and indicating the name of their respective investment managers in such confirmation; (ii) offshore derivative instruments (“ODI”) which have obtained separate FPI registration for ODI and proprietary derivative investments; (iii) sub funds or separate class of investors with segregated portfolio who obtain separate FPI registration; (iv) FPI registrations granted at investment strategy level/sub fund level where a collective investment scheme or fund has multiple investment strategies/sub-funds with identifiable differences and managed by a single investment manager; (v) multiple branches in different jurisdictions of foreign bank registered as FPIs; (vi) Government and Government related investors registered as Category 1 FPIs; and (vii) Entities registered as Collective Investment Scheme having multiple share classes.

With effect from the April 1, 2020, the aggregate limit shall be the sectoral caps applicable to the Indian company as prescribed in the FEMA Rules with respect to its paid-up equity capital on a fully diluted basis. While the aggregate limit as provided above could have been decreased by the concerned Indian companies to a lower threshold limit of 24%, 49% or 74% as deemed fit, with the approval of its board of directors and its shareholders through a resolution and a special resolution, respectively before March 31, 2020, our Company has not decreased such limit and accordingly the applicable limit with respect to our Company is 100%.

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 offshore derivative instruments is also required to ensure that any transfer of offshore derivative instruments issued by or on its behalf, is carried out subject to inter alia the following conditions:

- such offshore derivative instruments are transferred only to persons in accordance with Regulation 22(1) of the SEBI FPI Regulations; and
- prior consent of the FPI is obtained for such transfer, except when the persons to whom the offshore derivative instruments are to be transferred to are pre-approved by the FPI.

Participation of FPIs in the issue shall be subject to the FEMA Rules

#### **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, AIFs, Mutual Funds, insurance companies, insurance finds set up by the army, navy or air force 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 ₹2,500.00 lakhs and pension funds with a minimum corpus of ₹2,500.00 lakhs (in each case, subject to applicable law and in accordance with their respective constitutional documents), 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, as applicable must be lodged along with the Bid cum Application Form. Failing this, our Company reserve the right to accept or reject any Bid in whole or in part, in either case, without assigning any reasons thereof.

Our Company in consultation with the Book Running Lead Manager in their absolute discretion, reserve the right to relax the above condition of simultaneous lodging of the power of attorney along with the Bid cum Application Form.

#### **BIDS BY SEBI REGISTERED VCFs, AIFs AND FVCIs**

The SEBI FVCI Regulations, inter alia, prescribe the investment restrictions on VCFs and FVCIs registered with SEBI. Further, the SEBI AIF Regulations prescribe, amongst others, investment restrictions on AIFs. Accordingly, the holding in any company by any individual VCF or FVCI registered with SEBI should not exceed 25% of the corpus of the VCF or FVCI. Further, subject to FEMA Rules, VCFs and FVCIs can invest only up to 33.33% of their investible funds in various prescribed instruments, including in public issues.

Category I AIFs and Category II AIFs cannot invest more than 25% of the investible funds in one investee company. A category III AIF cannot invest more than 10% of the investible funds in one investee company. A VCF registered as a Category I AIF, as defined in the SEBI AIF Regulations, cannot invest more than one-third of its investible funds by way of subscription to an initial public issueing of a venture capital undertaking. Pursuant to the repeal of the SEBI VCF Regulations, the VCFs which have not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the SEBI VCF Regulations until the existing fund or scheme managed by the fund is wound up and such fund shall not launch any new scheme after the notification of the SEBI AIF Regulations. Our Company, the Book Running Lead Manager will not be responsible for loss, if any, incurred by the Bidder on account of conversion of foreign currency.

Participation of VCFs, AIFs or FVCIs in the issue shall be subject to the FEMA Rules.

All non-resident investors should note that refunds (in case of Anchor Investors), dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and commission.

#### **BIDS BY LIMITED LIABILITY PARTNERSHIP**

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 Book Running Lead Manager, 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 the RBI, certified copies of (i) the certificate of registration issued by

the 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 Book Running Lead Manager, reserve the right to reject any Bid without assigning any reason thereof, subject to applicable law.

The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, 1949, as amended, (the "Banking Regulation Act"), and the Master Directions - Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, as amended, is 10% of the paid-up share capital of the investee company, not being its subsidiary engaged in non-financial services, or 10% of the bank's own paid-up share capital and reserves, whichever is lower. Further, the aggregate investment by a banking company in subsidiaries and other entities engaged in financial services company cannot exceed 20% of the investee company's paid-up share capital and reserves. 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 if (i) the investee company is engaged in non-financial activities permitted for banks in terms of Section 6(1) of the Banking Regulation Act, or (ii) the additional acquisition is through restructuring of debt/corporate debt restructuring/strategic debt restructuring, or to protect the bank's interest on loans/investments made to a company. The bank is required to submit a time-bound action plan for disposal of such shares within a specified period to the RBI. A banking company would require a prior approval of the RBI to make (i) investment in excess of 30% of the paid-up share capital of the investee company, (ii) investment in a subsidiary and a financial services company that is not a subsidiary (with certain exceptions prescribed), and (iii) investment in a non-financial services company in excess of 10% of such investee company's paid-up share capital as stated in 5(a)(v)(c)(i) of the Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, as amended.

## **BIDS BY SCSBs**

SCSBs participating in the issue are required to comply with the terms of the circulars bearing numbers CIR/CFD/DIL/12/2012 and CIR/CFD/DIL/1/2013 dated September 13, 2012 and January 2, 2013, respectively, issued by SEBI. 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 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 Book Running Lead Manager, reserve the right to reject any Bid without assigning any reason thereof, subject to applicable law.

The exposure norms for insurers are prescribed under the Insurance Regulatory and Development Authority of India (Investment) Regulations, 2016, as amended ("IRDAI Investment Regulations"), based on investments in the equity shares of a 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 for specific investment limits applicable to them and 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 with minimum corpus of ₹2,500.00 lakhs, subject to applicable law, 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 Book Running Lead Manager, reserve the right to reject any Bid, without assigning any reason thereof.

## **BIDS BY SYSTEMICALLY IMPORTANT NON-BANKING FINANCIAL COMPANIES**

In case of Bids made by Systemically Important Non-Banking Financial Companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, (ii) certified copy of its last audited financial statements on a standalone basis, (iii) a net worth certificate from its statutory auditor, and (iv) such other approval as may be required by the Systemically Important Non-Banking Financial Companies, are required to be attached to the Bid cum Application Form. Failing this, our Company in consultation with the Book Running Lead Manager, reserves the right to reject any Bid without assigning any reason thereof, subject to applicable law. Systemically Important NBFCs participating in the issue shall comply with all applicable regulations, guidelines and circulars issued by RBI from time to time.

The investment limit for Systemically Important NBFCs shall be as prescribed by RBI from time to time

## **BIDS BY ANCHOR INVESTORS**

In accordance with the SEBI ICDR Regulations, in addition to details and conditions mentioned in this section, the key terms for participation by Anchor Investors are provided below.

1. Anchor Investor Application Forms will be made available for the Anchor Investors Portion at the offices of the Book Running Lead Manager.
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 Book Running Lead Manager, 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 up to ₹2,500.00 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 ₹2,500.00 Lakhs:(i) minimum of 5 (five) and maximum of 15 (fifteen) Anchor Investors for allocation up to ₹2,500.00 Lakhs; and (ii) an additional 10 Anchor Investors for every additional allocation of ₹2,500.00 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 Bidding Date. 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 Book Running Lead Manager 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 Anchor Investor Pay-in Date specified in the CAN. 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. The Equity Shares Allotted in the Anchor Investor Portion will be locked in, in accordance with the SEBI ICDR Regulations. 50% of the Equity Shares Allotted to Anchor Investors in the Anchor Investor Portion shall be locked in for a period of 90 days from the date of Allotment, while the remaining 50% of the Equity Shares Allotted to Anchor Investors in the Anchor Investor Portion shall be locked in for a period of 30 days from the date of Allotment.
10. Neither the (a) Book Running Lead Manager or any associate of the Book Running Lead Manager (other than mutual funds sponsored by entities which are associate of the Book Running Lead Manager or insurance companies promoted by entities which are associate of the Book Running Lead Manager or Alternate Investment Funds (AIFs) sponsored by the entities which are associates of the Book Running Lead Manager or FPIs, other than individuals, corporate bodies and family offices, sponsored by the entities which are associate of the Book Running Lead Manager) nor (b) the Promoters, Promoter Group or any person related to the Promoters or members of the Promoter Group shall apply under the Anchor Investors category.

For more information, please read the General Information Document.

**The information set out above is given for the benefit of the Bidders. Our Company, the Book Running Lead Manager is not liable for any amendments or modification or changes to 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 any single Bid from them does not exceed the applicable investment limits or maximum number of the Equity Shares that can be held by them under applicable law or regulations, or as will be specified in the Red Herring Prospectus.**

## **ISSUANCE OF A CONFIRMATION NOTE (“CAN”) AND ALLOTMENT IN THE ISSUE:**

- 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.
- 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 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 abovementioned 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: — “[●] – Anchor Account- R”
- In case of Non-Resident Anchor Investors: — “[●] – Anchor Account- NR”
- Anchor Investors 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,
  - the applications accepted by them,
  - the applications uploaded by them
  - the applications accepted but not uploaded by them or
  - 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,
  - The applications accepted by any Designated Intermediaries
  - The applications uploaded by any Designated Intermediaries or
  - 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 offline 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:

<b>S. No.</b>	<b>Details*</b>
1	Symbol
2	Intermediary Code
3	Location Code
4	Application No
5	Category
6	PAN

S. No.	Details*
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 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);
- 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 a 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**

- 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.
- 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**

- 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.
- 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**

- Based on the demand generated at various price levels, our Company in consultation with the BRLM, shall finalize the Issue Price.
- 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.
- 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.
- 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.
- 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	1500	50%
1500	22	3000	100%
2000	21	5000	166.67%
2500	20	7500	250%

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.

**Anchor Investors are not allowed to withdraw their Bids after Anchor Investors bidding date.**

## GENERAL INSTRUCTIONS

Please note that QIBs and Non-Institutional Bidders are not permitted to withdraw their Bid(s) or lower the size of their Bid(s) (in terms of quantity of Equity Shares or the Bid Amount) at any stage. RIBs can revise their Bid(s) during the Bid Period and withdraw or lower the size of their Bid(s) until Bid/ Issue Closing Date. Anchor Investors are not allowed to withdraw their Bids after the Anchor Investor Bid Period.

### Do's:

1. Check if you are eligible to apply as per the terms of the Red Herring Prospectus and under applicable law, rules, regulations, guidelines and approvals;
2. All Bidders (other than Anchor Investors) should submit their Bids through the ASBA process only;
3. Ensure that you have Bid within the Price Band;
4. Read all the instructions carefully and complete the Bid cum Application Form in the prescribed form;
5. Ensure that you (other than the Anchor Investors) have mentioned the correct details of ASBA Account (i.e. bank account number or UPI ID, as applicable) in the Bid cum Application Form if you are not a UPI Bidder in the Bid cum Application Form and if you are a UPI Bidder ensure that you have mentioned the correct UPI ID (with maximum length of 45 characters including the handle), in the Bid cum Application Form;
6. Ensure that your Bid cum Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the relevant Bidding Centre (except in case of electronic Bids) within the prescribed time. Bidders (other than Anchor Investors) shall submit the Bid cum Application Form in the manner set out in the General Information Document;
7. UPI Bidders Bidding in the issue shall ensure that they use only their own ASBA Account or only their own bank account linked UPI ID to make an application in the issue and not ASBA Account or bank account linked UPI ID of any third party
8. UPI Bidders not using the UPI Mechanism, should submit their Bid cum Application Form directly with SCSBs and/or the designated branches of SCSBs;
9. Ensure that you mandatorily have funds equal to the Bid Amount in the ASBA Account maintained with the SCSB before submitting the ASBA Form to the relevant Designated Intermediaries;
10. Ensure that the signature of the first Bidder in case of joint Bids, is included in the Bid cum Application Forms. If the first Bidder is not the ASBA Account holder, ensure that the Bid cum Application Form is also signed by the ASBA Account holder;
11. Ensure that the names given in the Bid cum Application Form is/are exactly the same as the names in which the beneficiary account is held with the Depository Participant. In case of joint Bids, the Bid cum Application Form should contain the name of only the first Bidder whose name should also appear as the first holder of the beneficiary account held in joint names;
12. Ensure that you request for and receive a stamped acknowledgement in the form of a counterfoil or acknowledgment specifying the application number as a proof of having accepted the Bid cum Application Form for all your Bid options from the concerned Designated Intermediary;
13. Ensure that you submit the revised Bids to the same Designated Intermediary, through whom the original Bid was placed and obtain a revised acknowledgment.
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 circular no. MRD/DoP/Cir-20/2008 dated June 30, 2008 issued by SEBI, may be exempt from specifying their PAN for transacting in the securities market, (ii) Bids by persons resident in the state of Sikkim, who, in terms of the circular dated July 20, 2006 issued by SEBI, may be exempted from specifying their PAN for transacting in the securities market, and (iii) persons/entities exempt from holding a PAN under applicable law, 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 beneficial 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. 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;
16. Ensure that the category and the investor status is indicated in the Bid cum Application Form to ensure proper upload of your Bid in the electronic Bidding system of the Stock Exchanges;
17. Ensure that in case of Bids under power of attorney or by limited companies, corporates, trust, etc., relevant documents including a copy of the power of attorney, if applicable, are submitted;
18. Ensure that Bids submitted by any person outside India is in compliance with applicable foreign and Indian laws;
19. However, Bids received from FPIs bearing the same PAN shall not be treated as multiple Bids in the event such FPIs utilise the MIM Structure and such Bids have been made with different beneficiary account numbers, Client IDs and DP IDs.
20. 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;
21. Since the Allotment will be in dematerialised form only, ensure that the depository account is active, the correct DP ID, Client ID, UPI ID (for UPI Bidders Bidding through UPI mechanism) and the PAN are mentioned in their Bid cum Application Form and that the name of the Bidder, the DP ID, Client ID, UPI ID (for UPI Bidders Bidding through UPI mechanism) and the PAN entered into the online IPO system of the Stock Exchanges by the relevant Designated Intermediary, as applicable, matches with the name, DP ID, Client ID, UPI ID (for UPI Bidders Bidding through UPI mechanism) and PAN available in the Depository database;
22. In case of QIBs and NIIs, ensure that while Bidding through a Designated Intermediary, the ASBA Form 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));
23. Ensure that you have correctly signed the authorisation / undertaking box in the Bid cum Application Form, or have otherwise provided an authorisation to the SCSB or the Sponsor Banks, 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 at the time of submission of the Bid. In case of UPI Bidders submitting their Bids and participating in the issue through the UPI Mechanism, ensure that you authorise the UPI Mandate Request, including in case of any revision of Bids, raised by the Sponsor Banks for blocking of funds equivalent to Bid Amount and subsequent debit of funds in case of Allotment;
24. Ensure that the Demographic Details are updated, true and correct in all respects;
25. The ASBA Bidders shall use only their own bank account or only their own bank account linked UPI ID for the purposes of making Application in the issue, which is UPI 2.0 certified by NPCI;
26. Bidders (except UPI Bidders) should instruct their respective banks to release the funds blocked in the ASBA account under the ASBA process. In case of RIBs, once the Sponsor Banks issues the Mandate Request, the RIBs would be required to proceed to authorize the blocking of funds by confirming or accepting the UPI Mandate Request to authorize the blocking of funds equivalent to application amount and subsequent debit of funds in case of Allotment, in a timely manner;
27. Bidding through UPI Mechanism 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, a UPI Bidder Bidding through UPI Mechanism shall be deemed to have verified the attachment containing the application details of the RIB Bidding through UPI Mechanism in the UPI Mandate Request and have agreed to block the entire Bid Amount and authorized the Sponsor Banks issue a request to block the Bid Amount specified in the Bid cum Application Form in his/her ASBA Account;
28. UPI Bidders should mention valid UPI ID of only the Bidder (in case of single account) and of the first Bidder (in case of joint account) in the Bid cum Application Form;
29. UPI Bidders who have revised their Bids subsequent to making the initial Bid should also approve the revised UPI Mandate Request generated by the Sponsor Banks to authorize blocking of funds equivalent to the revised Bid Amount and subsequent

debit of funds in case of Allotment in a timely manner;

30. Bids by Eligible NRIs for a Bid Amount of less than ₹2.00 lakhs would be considered under the Retail Category for the purposes of allocation and Bids for a Bid Amount exceeding ₹2.00 lakhs would be considered under the Non-Institutional Category for allocation in the issue;

31. UPI Bidders using UPI Mechanism through the SCSBs and mobile applications shall ensure that the name of the bank appears in the list of SCSBs which are live on UPI, as displayed on the SEBI website. RIBs shall ensure that the name of the app and the UPI handle which is used for making the application appears in Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/COR/P/2019/85 dated July 26, 2019; and

32. Ensure that you have accepted the UPI Mandate Request received from the Sponsor Banks prior to 12:00 p.m. of the Working Day immediately after the Bid/ Issue Closing Date.

33. The ASBA bidders shall ensure that bids above ₹5.00 lakhs, are uploaded only by the SCSBs.

**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 Lot;
2. Do not submit a Bid using UPI ID, if you are not a UPI Bidder;
3. Do not Bid for a Bid Amount exceeding ₹2.00 lakhs (for Bids by RIBs) and ₹5.00 lakhs for Bids by Eligible Employees Bidding in the Employee Reservation Portion;
4. Do not Bid on another Bid cum Application Form and the Anchor Investor Application Form, as the case may be, after you have submitted a Bid to any of the Designated Intermediary.
5. Do not Bid/ revise the Bid amount to less than the Floor Price or higher than the Cap Price;
6. Do not pay the Bid Amount in cheques, demand drafts or by cash, money order, postal order or by stock invest;
7. Do not send Bid cum Application Forms by post; instead submit the same to the Designated Intermediary only;
8. Do not Bid at Cut-off Price (for Bids by QIBs and Non-Institutional Bidders);
9. Do not instruct your respective banks to release the funds blocked in the ASBA Account under the ASBA process;
10. Do not submit the Bid for an amount more than funds available in your ASBA account;
11. 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 Bidder;
12. 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;
13. 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);
14. Do not fill up the Bid cum Application Form such that the Equity Shares Bid for exceeds the issue size and / or investment limit or maximum number of the Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations or under the terms of the Red Herring Prospectus;
15. Do not Bid for Equity Shares more than specified by respective Stock Exchanges for each category;
16. In case of ASBA Bidders (other than UPI Bidders using UPI mechanism), do not submit more than one Bid cum Application Form per ASBA Account;

17. Do not make the Bid cum Application Form using third party bank account or using third party linked bank account UPI ID;
18. Anchor Investors should not bid through the ASBA process;
19. Do not submit the Bid cum Application Form to any non-SCSB bank or our Company;
20. Do not Bid on another Bid cum Application Form and the Anchor Investor Application Form, as the case may be, after you have submitted a Bid to any of the Designated Intermediaries;
21. Do not submit the GIR number instead of the PAN;
22. Anchor Investors should submit Anchor Investor Application Form only to the Book Running Lead Manager;
23. Do not Bid on a Bid cum Application Form that does not have the stamp of a Designated Intermediary;
24. If you are a QIB, do not submit your Bid after 3 p.m. on the QIB Bid/ Issue Closing Date;
25. 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. Retail Individual Bidders or Eligible Employees Bidding in the Employee Reservation Portion can revise or withdraw their Bids on or before the Bid/ Issue Closing Date;
26. Do not submit Bids to a Designated Intermediary at a location other than at the relevant Bidding Centres. If you are a UPI Bidder and are using UPI mechanism, do not submit the ASBA Form directly with SCSBs;
27. Do not submit the ASBA Forms to any Designated Intermediary that is not authorised to collect the relevant ASBA Forms or to our Company;
28. Do not submit incorrect details of the DP ID, Client ID, PAN and UPI ID details if you are a UPI Bidder. Further, do not provide details for a beneficiary account which is suspended or for which details cannot be verified to the Registrar to the Issue;
29. Do not submit the Bid without ensuring that funds equivalent to the entire Bid Amount are available for blocking in the relevant ASBA account;
30. Do not link the UPI ID with a bank account maintained with a bank that is not UPI 2.0 certified by the NPCI in case of Bids submitted by UPI Bidders using the UPI Mechanism;
31. Do not Bid if you are an OCB;
32. UPI Bidders using the incorrect UPI handle or using a bank account of an SCSB or a bank which is not mentioned in the list provided in the SEBI website is liable to be rejected; and
33. Do not submit more than one Bid cum Application Form for each UPI ID in case of UPI Bidders.
34. In case of ASBA Bidders (other than 3 in 1 Bids) Syndicate Members shall ensure that they do not upload any bids above ₹5.00 lakhs;

**The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.**

#### **GROUNDS FOR TECHNICAL REJECTION**

In addition to the grounds for rejection of Bids on technical grounds as provided in the GID, Bidders are requested to note that Bids maybe 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 UPI Bidders 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 UPI Bidders 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 Banks);
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. ASBA Form by the RIBs by using third party bank accounts or using third party linked bank account UPI IDs;
10. 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;
11. GIR number furnished instead of PAN;
12. Bids by RIBs with Bid Amount of a value of more than ₹2.00 lakhs;
13. Bids by persons who are not eligible to acquire Equity Shares in terms of all applicable laws, rules, regulations, guidelines and approvals;
14. Bids accompanied by stock invest, money order, postal order or cash; and
15. 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 Exchanges. On the Bid/ Issue Closing Date, extension of time may be granted by the Stock Exchanges only for uploading Bids received from Retail Individual Bidders, after taking into account the total number of Bids received up to closure of timings for acceptance of Bid-cum-Application Forms as stated herein and as informed to the Stock Exchanges.

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 to the Company Secretary and Compliance officer. For details of the Company Secretary and Compliance officer, see “General Information” beginning on page **Error! Bookmark not defined.** of this Draft Red Herring Prospectus.

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding two Working Days from the 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 Book Running Lead Manager shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking.

For details of grounds for technical rejections of a Bid cum Application Form, please see the General Information Document.

## **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.
- The RTA uploads the drawl 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 5th 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 over subscription 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. Allotment To Anchor Investor (If Applicable)**

1. 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:
  - not more than 60% of the QIB Portion will be allocated to Anchor Investors;
  - 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
  - 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
    - b 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.

**d. 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:

1. 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;
2. In the second instance, allotment to all QIBs shall be determined as follows:
  - In the event of 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.
3. 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 Emerge (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 that the total number of Shares allotted in that category is equal to the number of Shares worked out as per (b) above.
- d 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.
- e 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 RHP.

**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 National Stock Exchange of India Limited.**

**The Executive Director / Managing Director of National Stock Exchange of India Limited – 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**

- Upon approval of the Basis of Allotment by the Designated Stock Exchange.
- 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 valid, binding and irrevocable contract for the Allotment to such Bidder.
- Issuer will make the allotment of the Equity Shares and initiate corporate action for credit of shares to the successful Bidders Depository Account within 2 working days of the Issue Closing date. The Issuer also ensures that 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 transfer 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 website of National Stock Exchange of India Limited 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 from January 01, 2016. The List of RTA and DPs centres for collecting the application shall be disclosed is available on the website of National Stock Exchange of India Limited i.e. [www.nseindia.com](http://www.nseindia.com)

#### **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 2 (Two) 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:

- Allotment and Listing of Equity Shares shall be made within 2 (two) days of the Issue Closing Date;
- 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
- 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.

**SEBI pursuant to its circular bearing reference number SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023, has reduced the time taken for listing of specified securities after the closure of public issue to 3 working days (T+3 days) as against the present requirement of 6 working days (T+6 days); 'T' being issue closing date. The provisions of this circular shall be applicable, on voluntary basis for public issues opening on or after September 1, 2023 and on mandatory basis for public issues opening on or after December 1, 2023.**

## BASIS OF ALLOTMENT

Allotment will be made in consultation National Stock Exchange of India Limited (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).
- 3) For applications where the proportionate allotment works out to less than [●] equity shares the allotment will be made as follows:
  - Each successful applicant shall be allotted [●] equity shares; and
  - 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 National Stock Exchange of India Limited – 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 March 07, 2024.
- b We have entered into a tripartite agreement between CDSL, the Company and the Registrar to the Issue on March 05, 2024.
- c The Company's Equity shares bear an ISIN No. INE0TZX01019.

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.

### **NAMES OF ENTITIES RESPONSIBLE FOR FINALISING THE BASIS OF ALLOTMENT IN A FAIR AND PROPER MANNER**

The authorized employees of the Stock Exchange, along with the Book Running Lead Manager and the Registrar, shall ensure that the Basis of Allotment is finalized in a fair and proper manner in accordance with the procedure specified in SEBI ICDR Regulations.

### **METHOD OF ALLOTMENT AS MAY BE PRESCRIBED BY SEBI FROM TIME TO TIME**

Our Company will not make any allotment in excess of the Equity Shares issued through this Offer document. The allotment of Equity Shares to bidders other than to the RIBs, NIIs and Anchor Investors shall be on a proportionate basis within the respective investor categories and the number of securities allotted shall be rounded off to the nearest integer, subject to minimum allotment being equal to the minimum application size as determined and disclosed. The Allotment of Equity Shares to Anchor Investors shall be on a discretionary basis.

The Allotment of Equity Shares to each Retail Individual Investor shall not be less than the minimum Bid Lot, subject to the availability of shares in Retail Individual Investor category, and the remaining available shares, if any, shall be allotted on a proportionate basis. Not less than 15% of the Issue shall be available for allocation to Non-Institutional Bidders. The Equity Shares available for allocation to Non-Institutional Bidders under the Non-Institutional Portion, shall be subject to the following: (i) one-third of the portion available to Non-Institutional Bidders shall be reserved for applicants with an application size of more than ₹ 0.20 million and up to ₹ 1.00 million, and (ii) two-third of the portion available to Non-Institutional Bidders shall be reserved for applicants with an application size of more than ₹ 1.00 million, provided that the unsubscribed portion in either of the aforementioned sub-categories may be allocated to applicants in the other sub-category of Non-Institutional Bidders. The allotment to each Non-Institutional Bidder shall not be less than the Minimum NIB Application Size, subject to the availability of Equity Shares in the Non-Institutional Portion, and the remaining Equity Shares

The allotment of Equity Shares to each RIB shall not be less than the minimum bid lot, subject to the availability of shares in RIB category, and the remaining available shares, if any, shall be allotted on a proportionate basis.

### **PAYMENT INTO ANCHOR INVESTOR ESCROW ACCOUNTS**

Our Company in consultation with the Book Running Lead Manager 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 Anchor Investor Escrow Account should be drawn in favor of:

- In case of resident Anchor Investors: “[●]”
- In case of Non-Resident Anchor Investors: “[●]”

Anchor Investors 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 of Bid amounts from Anchor Investors.

### **METHODOLOGY ON THE ALLOTMENT PROCESS**

- 1 Based on the demand generated at various price levels, our Company in consultation with the BRLM shall finalize the Issue Price.
- 2 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 Red Herring Prospectus.
- 3 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 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.
- 4 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 Red Herring Prospectus.
- 5 Allocation to Anchor Investors, if applicable shall be at the discretion of our Company and in consultation with the BRLM, subject to compliance with the SEBI Regulations.
- 6 In the event of over subscription in any of the IPO, the lottery system allotment is strictly random and there is absolutely no scope of discretion.
- 7 Registrar to share the valid data and the reverse application number data with the external auditor, company and the Book Running lead Manager, before incorporating drawl of lots/lucky numbers in the RTA database
- 8 Based on the oversubscription in the respective category (i.e., lot size's), the drawl of lots/lucky no(s) to be shared by the Designated Stock Exchange against each ratio.

9 The Registrar incorporates the drawl of lots/lucky numbers in the RTA Data base, as per the following order.

- Prepare the Net Valid Data (excluding technical rejections, if any)
- Generate each Category wise (lot size wise) Running Serial No. on the following Order
  - Share Category (i.e., lot size)
  - Reverse the Application No. (example appl no 12345678 and reversed to 87654321)
  - PAN
- If ratio is 2: 5, the 2 lucky numbers in the range will be shared by the designated stock exchange
- The total no. of applications received in this category/lot size will be segregated into buckets of 5 each.
- Every 3rd & 4th application in this bucket will get the allotment from every bucket, assuming that the lucky numbers given by the Designated Exchange are 3 & 4 for this category.
- The process needs to be repeated for all the categories wherever oversubscription, the allotment needs to be done on lottery basis/drawl of lots.

10 The registrar needs to tally the allocation for each category wise with the Basis of Allotment approved by designated stock exchange.

11 The Registrar shares the allotment register with the company's appointed auditor to check the drawl of lots/lucky numbers assigned to correct investors and confirm.

## ILLUSTRATION

### BOOK BUILDING ISSUES

**The allocation of Offered Shares among the Categories will be**

- QIB: 50% of the Net Issue**
- HNI: 15% of the Net Issue**
- RETAIL: 35% of the Net Issue.**

PARTICULARS	DETAILS OF EQUITY SHARES
Issue of Equity Shares by our Company	100,000 Equity Shares
Market Maker Reservation Portion	10,000 Equity Shares
Net Issue to The Public	90,000 Equity Shares
A) QIB Investors	45,000 Equity Shares i.e., 50% of the Net Issue shall be available for allocation to Retail Individual Investors.
B) Other than Retail Individual Investor	13,500 Equity Shares i.e., 15% of the Net Issue shall be available for allocation to Retail Individual Investors.
C) Retail Individual Investor	31,500 Equity Shares i.e., 35% of the Net Issue shall be available for allocation to Investors other than Retail Individual Investors.

Mininum Bid Lot: 500 Equity Shares

#### 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. If the aggregate demand in this category is less than or equal to **Offered Shares**, 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 the **Offered Shares**, the Allotment shall be made on a proportionate basis up to a **Minimum Bid Lot** and in multiples of **Minimum Bid Lot**.

**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.**

**For the method of proportionate Basis of Allotment, refer below.**

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 oversubscription ratio (number of Bidders in the category multiplied by number of Shares applied for).
2. 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).
3. For Bids where the proportionate allotment works out to less than (**Minimum Bid Lot**) the allotment will be
  - Each successful Bidder shall be allotted (**Minimum Bid Lot**); and the successful Bidder out of the total bidders for that category shall be determined by draw of lots
  - If the proportionate allotment to a Bidder works out to a number that is not a multiple of (**Minimum Bid Lot**), the Bidder would be allotted Shares by rounding off to the nearest multiple of **Minimum Bid Lot** subject to a minimum allotment of **Minimum Bid Lot**.
  - 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 adjusted against the category, where the allotted Shares are not sufficient for proportionate allotment to the successful Bidder in that category,

**EXAMPLE 1: ILLUSTRATION EXAMPLE FOR RETAIL INVESTORS**

- Offered Shares: 31500 (35% of the NET ISSUE)
- Minimum Bid: 500
- Total Retail Investors: 2500
- Total Allottees: Offered Shares / Minimum Bid i.e.,  $31500/500 = 63$  Allottees

No. of shares at each lot	No. of retail investors applying at each lot	Total no. of shares applied for at each lot	Proportionate Shares Available	Allocation per applicant before Rounding off	Allocation per Applicant rounding off to Minimum Lot i.e., 500	No. of investors who shall receive minimum bid-lot (to be selected by a lottery)	Total Share Allocated
<b>A</b>	<b>B</b>	<b>C = A*B</b>	<b>D</b>	<b>E=D/B</b>	<b>F</b>	<b>G=D/F</b>	<b>H=G*B</b>
500	2500	1250000	31500	12.60	500	63	31500

**EXAMPLE 2 ILLUSTRATION EXAMPLE FOR RETAIL INVESTORS**

- Offered Shares: 825000 (Let assume it is 35% of the NET ISSUE)
- Minimum Bid: 3000
- Total Retail Investors: 15645
- Total Allottees: Offered Shares / Minimum Bid i.e.,  $825000/3000 = 275$  Allottees
- Minimum Bid Lot: 3000 Equity Shares

No. of shares at each lot	No. of retail investors applying at each lot	Total no. of shares applied for at each lot	Proportionate Shares Available	Allocation per applicant before Rounding off	Allocation per Applicant rounding off to minimum Lot	No. of investors who shall receive minimum bid-lot (to be selected by a lottery)	Total Share Allocated
<b>A</b>	<b>B</b>	<b>C = A*B</b>	<b>D</b>	<b>E=D/B</b>	<b>F</b>	<b>G=D/F</b>	<b>H=G*B</b>
3000	15645	46935000	825000	52.73	3000	275	825000

**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.

If the aggregate demand in this category is less than or equal to **Offered Shares**, 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 the **Offered Shares**, the Allotment shall be made on a proportionate basis up to a **Minimum Bid Lot** and in multiples of **Minimum Bid Lot**.

**No Non - Institutional Investor will be Allotted less than the minimum Bid Lot subject to availability of shares in Non-Institutional Category and the remaining available shares, if any will be Allotted on a proportionate basis.**

**EXAMPLE 1: ILLUSTRATION EXAMPLE FOR NON INSTITUTIONAL INVESTORS**

- Offered Shares: 13500 (15% of the NET ISSUE)
- Minimum Bid: 500
- Total Retail Investors: 6550
- Total Allottees for each Lot: Proportionate Shares for each Lot / Minimum Bid

No. of shares at each lot	No. of retail investors applying at each lot	Total no. of shares applied for at each lot	Proportionate Shares Available	Allocation per applicant before Rounding off	Allocation per Applicant rounding off to minimum LOT	No. of investors who shall receive minimum bid- lot (to be selected by a lottery)	Total Share Allocated
A	B	C = A*B	D	E=D/B	F	G=D/F	H=G*B
1000	2500	2500000	2538	1.02	500	5	2500
1500	1000	1500000	1523	1.52	500	3	1500
2000	500	1000000	1015	2.03	500	2	1000
2500	1000	2500000	2538	2.54	500	5	2500
3000	250	750000	761	3.05	500	2	1000
3500	600	2100000	2132	3.55	500	4	2000
4000	400	1600000	1624	4.06	500	3	1500
4500	300	1350000	1370	4.57	500	3	1500
	<b>6550</b>	<b>13300000</b>	<b>13500</b>				<b>13500</b>

**EXAMPLE 2: ILLUSTRATION EXAMPLE FOR OTHER THAN RETAIL INVESTORS**

- Offered Shares: 501000 (Let Assume it is 15% of the NET ISSUE)
- Minimum Bid: 3000
- Total HNI Investors: 1651
- Total Allottees for each Lot: Proportionate Shares per LOT / Minimum Bid
- Minimum Bid Lot: 3000 Equity Shares

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No. of shares at each lot	No. of HNI investors applying at each lot	Total no. of shares applied for at each lot	Proportionate Shares Available	Allocation per applicant before Rounding off	Allocation per applicant @ rounding off to minimum bid 3000	No. of investors who shall receive minimum bid lot (to be selected by a lottery)	Total Share Allocated
A	B	C = A*B	D	E=D/B	F	G=D/F	H=G*B
6000	1120	6720000	118118	105.46	3000	39	117000
9000	131	1179000	20723	158.19	3000	7	21000
12000	71	852000	14976	210.93	3000	5	15000
15000	44	660000	11601	263.66	3000	4	12000
18000	27	486000	8542	316.39	3000	3	9000
21000	6	126000	2215	369.12	3000	1	3000
24000	17	408000	7171	421.85	3000	2	6000
27000	62	1674000	29424	474.58	3000	10	30000
30000	32	960000	16874	527.31	3000	6	18000
33000	12	396000	6961	580.04	3000	2	6000
36000	5	180000	3164	632.78	3000	1	3000
39000	8	312000	5484	685.51	3000	2	6000
42000	6	252000	4429	738.24	3000	1	3000
45000	9	405000	7119	790.97	3000	2	6000
48000	4	192000	3375	843.70	3000	1	3000
51000	1	51000	896	896.43	3000	0	0
<b>In the above category i.e., 51000, NO shares were allocated, as the proportionate shares available are less than the Minimum Bid Lot.</b>							
54000	4	216000	3797	949.16	3000	1	3000
57000	2	114000	2004	1001.89	3000	1	3000
60000	11	660000	11601	1054.63	3000	4	12000
63000	4	252000	4429	1107.36	3000	1	3000
66000	4	264000	4640	1160.09	3000	2	6000
69000	1	69000	1213	1212.82	3000	0	0
72000	4	288000	5062	1265.55	3000	2	6000
75000	2	150000	2637	1318.28	3000	1	3000
78000	2	156000	2742	1371.01	3000	1	3000
84000	2	168000	2953	1476.48	3000	1	3000
87000	1	87000	1529	1529.21	3000	1	3000
90000	2	180000	3164	1581.94	3000	1	3000
93000	4	372000	6539	1634.67	3000	2	6000
96000	1	96000	1687	1687.40	3000	1	3000
99000	2	198000	3480	1740.13	3000	1	3000
102000	1	102000	1793	1792.86	3000	1	3000
105000	3	315000	5537	1845.60	3000	2	6000
108000	2	216000	3797	1898.33	3000	1	3000
111000	2	222000	3902	1951.06	3000	1	3000
117000	2	234000	4113	2056.52	3000	1	3000

No. of shares at each lot	No. of HNI investors applying at each lot	Total no. of shares applied for at each lot	Proportionate Shares Available	Allocation per applicant before Rounding off	Allocation per applicant @ rounding off to minimum bid 3000	No. of investors who shall receive minimum bid lot (to be selected by a lottery)	Total Share Allocated
A	B	C = A*B	D	E=D/B	F	G=D/F	H=G*B
120000	2	240000	4219	2109.25	3000	1	3000
123000	1	123000	2162	2161.98	3000	1	3000
132000	1	132000	2320	2320.18	3000	1	3000
141000	2	282000	4957	2478.37	3000	2	6000
144000	2	288000	5062	2531.10	3000	2	6000
147000	1	147000	2584	2583.83	3000	1	3000
150000	4	600000	10546	2636.56	3000	4	12000
153000	1	153000	2689	2689.30	3000	1	3000
156000	1	156000	2742	2742.03	3000	1	3000
168000	1	168000	2953	2952.95	3000	1	3000
174000	1	174000	3058	3058.41	3000	1	3000
177000	2	354000	6222	3111.15	3000	2	6000
180000	1	180000	3164	3163.88	3000	1	3000
192000	1	192000	3375	3374.80	3000	1	3000
201000	2	402000	7066	3533.00	3000	2	6000
210000	1	210000	3691	3691.19	3000	1	3000
234000	1	234000	4113	4113.04	3000	1	3000
237000	3	711000	12497	4165.77	3000	3	9000
<b>In the above category i.e., 237000 additional lot of 3000 shares have been given to 1 applicant as the surplus of 3497 shares available. Surplus Shares = Proportionate Shares – Allocated Shares</b>					3000	1	3000
261000	1	261000	4588	4587.62	6000	1	6000
306000	1	306000	5379	5378.59	6000	1	6000
309000	1	309000	5431	5431.32	6000	1	6000
330000	1	330000	5800	5800.44	6000	1	6000
336000	1	336000	5906	5905.90	6000	1	6000
360000	1	360000	6328	6327.75	6000	1	6000
372000	1	372000	6539	6538.68	6000	1	6000
375000	1	375000	6591	6591.41	6000	1	6000
420000	1	420000	7382	7382.38	6000	1	6000
450000	1	450000	7910	7909.69	9000	1	9000
480000	1	480000	8437	8437.01	9000	1	9000
546000	1	546000	9597	9597.10	9000	1	9000
	<b>1651</b>	<b>28503000</b>	<b>501000</b>			<b>151</b>	<b>501000</b>

#### **For QIB Bidders**

Allocation to Mutual Funds for 5% of the QIB Portion (excluding Anchor Investor Portion) shall be determined as follows:

In the event that Bids by Mutual Fund exceeds 5% of the QIB Portion (excluding Anchor), allocation to Mutual Funds shall be done on a proportionate basis for up to 5% of the QIB Portion (excluding Anchor) up to a **Minimum Bid Lot** and in multiples of **Minimum Bid Lot**.

If the aggregate demand from MF's is less than 5% of the QIB Portion (excluding Anchor) then all Mutual Funds shall get full Allotment to the extent of valid Bids received above the Issue Price.

In the event of 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 for up to 95% of the QIB Portion up to a **Minimum Bid Lot** and in multiples of **Minimum Bid Lot**.

Mutual Funds, who have received allocation, for less than the number of Equity Shares Bid for by them, are eligible to receive Equity Shares on a proportionate basis along with other QIB Bidders, for the un-allocated demand.

Under-subscription below 5% of the QIB Portion (excluding Anchor), if any, from Mutual Funds, would be included for allocation to the remaining QIB Bidders on a proportionate basis.

#### **ILLUSTRATION EXAMPLE FOR QIB INVESTORS**

- Offered Shares: 45000 (50% of the NET ISSUE)
- Minimum Bid: 500
- Total Retail Investors: 6550
- Total Allotees for each Lot: Proportionate Shares for each Lot / Minimum Bid

No. of shares at each lot	No. of retail investors applying at each lot	Total no. of shares applied for at each lot	Proportionate Shares Available	Allocation per applicant before Rounding off	Allocation per Applicant	No. of investors who shall receive minimum bid-lot (to be selected by a lottery)	Total Share Allocated
<b>A</b>	<b>B</b>	<b>C = A*B</b>	<b>D</b>	<b>E=D/B</b>	<b>F</b>	<b>G=D/F</b>	<b>H=G*B</b>
1000	2500	2500000	8459	3.38	500	17	8500
1500	1000	1500000	5075	5.08	500	10	5000
2000	500	1000000	3383	6.77	500	7	3500
2500	1000	2500000	8459	8.46	500	17	8500
3000	250	750000	2538	10.15	500	5	2500
3500	600	2100000	7105	11.84	500	14	7000
4000	400	1600000	5414	13.53	500	11	5500
4500	300	1350000	4568	15.23	500	9	4500
	<b>6550</b>	<b>13300000</b>	<b>45000</b>				<b>45000</b>

#### **PRE- ISSUE ADVERTISEMENT**

Subject to Section 30 of the Companies Act, our Company shall, after filing the Prospectus with the RoC, publish a pre- issue advertisement, in the form prescribed under the SEBI ICDR Regulations, in all editions of English national daily newspaper, [●], all editions of Hindi national daily newspaper [●] and all Hindi editions of [●], a Hindi language newspaper (Hindi, being the regional language of Delhi, where our Registered Office is situated, each with wide circulation).

In the pre- issue advertisement, we shall state the Bid/ issue Opening Date and the Bid/ issue Closing Date. This advertisement, subject to the provisions of Section 30 of the Companies Act, shall be in the format prescribed in Part A of Schedule X of the SEBI ICDR Regulations.

#### **ALLOTMENT ADVERTISEMENT**

Our Company, the Book Running Lead Manager and the Registrar shall publish an allotment advertisement before commencement of trading, disclosing the date of commencement of trading in all editions of English national daily newspaper, [●], all editions of Hindi national daily newspaper, [●] and all Hindi editions of [●], a Hindi language newspaper (Hindi, being the regional language of Delhi, where our Registered Office is situated, each with wide circulation.

**The information set out above is given for the benefit of the Bidders. Our Company, the Book Running Lead Manager 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 Bid for do not exceed the prescribed limits under applicable laws or regulations.**

## **SIGNING OF THE UNDERWRITING AGREEMENT AND FILING WITH THE ROC**

Our company has entered into an Underwriting Agreement dated [●].

After signing the Underwriting Agreement, a Prospectus will be filed with the RoC in accordance with applicable law, which would then be termed as the Prospectus. The Prospectus will contain details of the issue Price, the Anchor Investor issue Price, the issue size, and underwriting arrangements and will be complete in all material respects.

## **IMPERSONATION**

**Attention of the bidders 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 ₹10.00 lakhs or 1% 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 ₹10.00 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 ₹50.00 lakhs or with both.

## **UNDERTAKINGS BY OUR COMPANY**

Our Company undertakes the following:

- 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 Exchanges where the Equity Shares are proposed to be listed are taken within six Working Days of the Bid/ issue Closing Date or within such other time period prescribed by SEBI will be taken;
- the funds required for making refunds/unblocking (to the extent applicable) as per the mode(s) disclosed shall be made available to the Registrar to the issue by our Company;
- if Allotment is not made within the prescribed timelines under applicable laws, the entire subscription amount received will be refunded/unblocked within the time prescribed under applicable laws. If there is a delay beyond such prescribed time, our

Company shall pay interest prescribed under the Companies Act, the SEBI ICDR Regulations and other applicable laws for the delayed period;

- where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the Bidder within time prescribed under applicable laws, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;
- the Promoter's contribution, if any, shall be brought in advance before the Bid/ Issue Opening Date, in accordance with the applicable provisions of the SEBI ICDR Regulations;
- that if our Company does not proceed with the issue after the Bid/ issue Closing Date but prior to Allotment, the reason thereof shall be given as a public notice within two days of the Bid/ Issue Closing Date. The public notice shall be issued in the same newspapers where the pre- issue advertisements were published. The Stock Exchanges shall be informed promptly;
- that if the issue is withdrawn after the Bid/ issue Closing Date, our Company shall be required to file a fresh Offer document with SEBI, in the event a decision is taken to proceed with the issue subsequently; and
- no further issue of the Equity Shares shall be made till the Equity Shares issued through the Red Herring Prospectus are listed or until the Bid monies are refunded/unblocked in the relevant ASBA Accounts on account of non-listing, under-subscription, etc.

## UTILISATION 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.

## 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 Applicant, Application Form number, Applicants Depository Account Details, number of Equity Shares applied for, date of Application form, name and address of the Banker to the Issue where the Application was submitted and a copy of the acknowledgement slip.

**Investors can contact the Company Secretary and Compliance Officer of our Company 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. at below mentioned addresses;**

<b>Shakshi Mishra</b> Company Secretary & Compliance officer <b>Address:</b> B-87, Second Floor Defence Colony, New Delhi, Delhi, India - 110024 <b>Contact No:</b> +91 9810139833 <b>Email ID:</b> cs@armoursecurities.com	<b>SKYLINE FINANCIAL SERVICES PRIVATE LIMITED</b> Registrar to the Issue <b>Address:</b> D-153 A, 1st Floor, Okhla Industrial Area, Phase - I, New Delhi-110020 India <b>Contact Number:</b> +91-11-40450193-197 <b>Email Address:</b> ipo@skylinerta.com <b>Contact Person:</b> Mr. Anuj Kumar
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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 the 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. 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 FDI through press notes and press releases. The DPIIT issued, issued the Consolidated FDI Policy Circular of 2020 (“FDI Policy”), which, with effect from October 15, 2020, subsumes and supersedes all press notes, press releases, clarifications, circulars issued by the DPIIT, which were in force as on October 15, 2020. The FDI Policy will be valid until the DPIIT issues an updated circular.

The transfer of shares between an Indian resident and a non-resident does not require the prior approval of the RBI, provided that: (i) the activities of the investee company are under the automatic route under the foreign direct investment policy and transfer does not attract the provisions of the SEBI SAST Regulations; (ii) the non-resident shareholding is within the sectoral limits under the FDI policy; and (iii) the pricing is in accordance with the guidelines prescribed by the SEBI/RBI.

On October 17, 2019, Ministry of Finance, Department of Economic Affairs, had notified the FEMA Rules, which had replaced the Foreign Exchange Management (Transfer and Issue of Security by a Person Resident Outside India) Regulations 2017. Foreign investment in this Issue shall be on the basis of the FEMA Rules. Further, in accordance with Press Note No. 3 (2020 Series), dated April 17, 2020 issued by the DPIIT and the Foreign Exchange Management (Nondebt Instruments) Amendment Rules, 2020 which came into effect from April 22, 2020, 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, will require prior approval of the Government, as prescribed in the Consolidated FDI Policy and the FEMA 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. Pursuant to the Foreign Exchange Management (Non-debt Instruments) (Fourth Amendment) Rules, 2020 issued on December 8, 2020, a multilateral bank or fund, of which India is a member, shall not be treated as an entity of a particular country nor shall any country be treated as the beneficial owner of the investments of such bank of fund in India.

As per the FDI policy, FDI in companies engaged in the sector in which our Company operates, is permitted under automatic route for a limit of up to 49% and under Government route beyond 49% and up to 74% of the paid-up share capital of company.

As per the existing policy of the Government of India, OCBs cannot participate in this issue. For further details, see “Issue Procedure” on page 294 of this Draft Red Herring Prospectus. 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 intimate our Company and the Registrar in writing about such approval along with a copy thereof within the issue Period.

The Equity Shares issued in the issue have not been and will not be registered under the U.S. Securities Act or any state securities laws of the United States and, unless so registered, may not be issued or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws of the United States. Accordingly, the Equity Shares are only being issued and sold only outside the United States in offshore transactions in compliance with Regulation S under the U.S. Securities Act and the applicable laws of the jurisdictions 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 issued or sold, and Application 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 Bidders. Our Company and the Book Running Lead Manager 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, seek independent legal advice about its ability to participate in the issue and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws or regulations.

## **SECTION X - MAIN PROVISIONS OF ARTICLES OF ASSOCIATION**

### **INTERPRETATION**

#### **I. (1) In these regulations—**

(a) "The Act" means the Companies Act, 2013.

(b) "The seal" means the common seal of the company.

(2) Unless the context otherwise requires, words or expressions contained in these regulations shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these regulations become binding on the company.

### **PUBLIC COMPANY**

(3) "Public company" means a company which—

(a) is not a private company;

(b) has a minimum paid-up share capital, as may be prescribed:

Provided that a company which is a subsidiary of a company, not being a private company, shall be deemed to be public company for the purposes of this Act even where such subsidiary company continues to be a private company in its article.

### **SHARE CAPITAL AND VARIATION OF RIGHTS**

1. 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 Directors 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.
2. (i) Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after incorporation, in case of subscribers to the memorandum or after allotment or within one month after the application for the registration of transfer or transmission or within such other period as the conditions of issue shall be provided,
  - (a) One certificate for all his shares without payment of any charges; or
  - (b) Several certificates, each for one or more of his shares, upon payment of twenty rupees for each certificate after the first.
  - (ii) Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid-up thereon.
  - (iii) In respect of any share or shares held jointly by several persons, the company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.
3. (i) If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to the company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the company and on execution of such indemnity as the company deem adequate, a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of twenty rupees for each certificate.
  - (ii) The provisions of Articles (2) and (3) shall mutatis mutandis apply to debentures of the company.
4. Except as required by law, no person shall be recognized by the company as holding any share upon any trust, and the company shall not be bound by, or be compelled in any way 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 by these

regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.

5. (i) The company may exercise the powers of paying commissions conferred by sub-section (6) of section 40, provided that the rate per cent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by that section and rules made there under.
  - (ii) The rate or amount of the commission shall not exceed the rate or amount prescribed in rules made under sub-section (6) of section 40.
  - (iii) The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other.
6. (i) If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of section 48, and whether or not the company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class.
  - (ii) To every such separate meeting, the provisions of these regulations relating to general meetings shall mutatis mutandis apply, but so that the necessary quorum shall be at least two persons holding at least one-third of the issued shares of the class in question.
7. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking pari passu therewith.
8. Subject to the provisions of section 55, any preference shares may, with the sanction of an ordinary resolution, be issued on the terms that they are to be redeemed on such terms and in such manner as the company before the issue of the shares may, by special resolution, determine.

#### **LIEN**

9. (i) The company shall have a first and paramount lien—
  - (a) On every share (not being a fully paid share), for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share; and
  - (b) On all shares (not being fully paid shares) standing registered in the name of a single person, for all monies presently payable by him or his estate to the company:

Provided that the Board of directors may at any time declare any share to be wholly or in part exempt from the provisions of this clause.

  - (ii) The company's lien, if any, on a share shall extend to all dividends payable and bonuses declared from time to time in respect of such shares.
10. The company may sell, in such manner as the Board thinks fit, any shares on which the company has a lien:

Provided that no sale shall be made—

  - (a) Unless a sum in respect of which the lien exists is presently payable; or
  - (b) Until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency.
11. (i) To give effect to any such sale, the Board may authorize some person to transfer the shares sold to the purchaser thereof.
  - (ii) The purchaser shall be registered as the holder of the shares comprised in any such transfer.
  - (iii) The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.

12. (i) The proceeds of the sale shall be received by the company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable.

(ii) The residue, if any, shall, subject to a like 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.

### **CALLS ON SHARES**

13. (i) The Board may, from time to time, make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times:

Provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call.

(ii) Each member shall, subject to receiving at least fourteen days' notice specifying the time or times and place of payment, pay to the company, at the time or times and place so specified, the amount called on his shares.

(iii) A call may be revoked or postponed at the discretion of the Board.

14. A call shall be deemed to have been made at the time when the resolution of the Board authorizing the call was passed and may be required to be paid by installments.

15. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.

16. (i) If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at ten per cent per annum or at such lower rate, if any, as the Board may determine.

(ii) The Board shall be at liberty to waive payment of any such interest wholly or in part.

17. (i) Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these regulations, be deemed to be a call duly made and payable on the date on which the terms of issue such sum becomes payable.

(ii) In case of non-payment of such sum, all the relevant provisions of these regulations as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.

18. The Board—

(a) May, if it thinks fit, receive from any member willing to advance the same, all or any part of the monies uncalled and unpaid upon any shares held by him; and

(b) Upon all or any of the monies so advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate not exceeding, unless the company in general meeting shall otherwise direct, twelve per cent per annum, as may be agreed upon between the Board and the member paying the sum in advance.

### **TRANSFER OF SHARES**

19. (i) The instrument of transfer of any share in the company shall be executed by or on behalf of both the transferor and transferee.

(ii) The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.

20. The Board may, subject to the right of appeal conferred by section 58 declines to register—

(a) The transfer of a share, not being a fully paid share, to a person of whom they do not approve; or

(b) Any transfer of shares on which the company has a lien.

21. The Board may decline to recognize any instrument of transfer unless—

- The instrument of transfer is in the form as prescribed in rules made under sub-section (1) of section 56;
- The instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and
- The instrument of transfer is in respect of only one class of shares.

22. On giving not less than seven days' previous notice in accordance with section 91 and rules made there under, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine:

Provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty-five days in the aggregate in any year.

#### **TRANSMISSION OF SHARES**

23. (i) On the death of a member, the survivor or survivors where the member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only persons recognized by the company as having any title to his interest in the shares.

(ii) Nothing in clause (i) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.

24. (i) Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either—

- To be registered himself as holder of the share; or
- To make such transfer of the share as the deceased or insolvent member could have made.

(ii) The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.

25. (i) If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the company a notice in writing signed by him stating that he so elects.

(ii) If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.

(iii) All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.

26. A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the company:

Provided 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, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the share, until the requirements of the notice have been complied with.

#### **FORFEITURE OF SHARES**

27. If a member fails to pay any call, or installment of a call, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or installment remains unpaid, serve a notice on him requiring

payment of so much of the call or installment as is unpaid, together with any interest which may have accrued.

28. The notice aforesaid shall—

(a) Name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made; and

(b) State that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited.

29. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may, at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect.

30. (i) A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit.

(ii) At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.

31. (i) A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay to the company all monies which, at the date of forfeiture, were presently payable by him to the company in respect of the shares.

(ii) The liability of such person shall cease if and when the company shall have received payment in full of all such monies in respect of the shares.

32. (i) A duly verified declaration in writing that the declarant is a director, the manager or the secretary, of the company, and that a share in the company has been duly forfeited 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 share;

(ii) The company may receive the consideration, if any, given for the share on any sale or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of;

(iii) The transferee shall thereupon be registered as the holder of the share; and

(iv) The transferee shall not be bound to see to the application of the purchase money, 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 or disposal of the share.

33. The provisions of these regulations as to forfeiture shall apply in the case of nonpayment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

## **ALTERATION OF CAPITAL**

34. The company may, from time to time, by ordinary resolution increase the share capital by such sum, to be divided into shares of such amount, as may be specified in the resolution.

35. Subject to the provisions of section 61, the company may, by ordinary resolution,—

(a) Consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;

(b) Convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination;

(c) Sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum;

(d) Cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.

36. Where shares are converted into stock,

(a) The holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same regulations 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.

(b) the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.

(c) Such of the regulations of the company as are applicable to paid-up shares shall apply to stock and the words "share" and "shareholder" in those regulations shall include "stock" and "stock-holder" respectively.

37. The company may, by special resolution, reduce in any manner and with, and subject to, any incident authorized and consent required by law—

(a) Its share capital;

(b) Any capital redemption reserve account; or

(c) Any share premium account.

#### **CAPITALIZATION OF PROFITS**

38. (i) The company in general meeting may, upon the recommendation of the Board, resolve—

(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

(b) That such sum be accordingly set free for distribution in the manner specified in clause (ii) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.

(ii) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (iii), either in or towards—

(A) paying up any amounts for the time being unpaid on any shares held by such members respectively;

(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;

(C) Partly in the way specified in sub-clause (A) and partly in that specified in sub-clause (B);

(D) A securities premium account and a capital redemption reserve account may, for the purposes of this regulation, be applied in the paying up of unissued shares to be issued to members of the company as fully paid bonus shares;

(E) The Board shall give effect to the resolution passed by the company in pursuance of this regulation.

39. (i) Whenever such a resolution as aforesaid shall have been passed, the Board shall—

(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

(b) Generally do all acts and things required to give effect thereto.

(ii) The Board shall have power—

(a) To make such provisions, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for

the case of shares becoming distributable in fractions; and

(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 profits resolved to be capitalized, of the amount or any part of the amounts remaining unpaid on their existing shares;

(iii) Any agreement made under such authority shall be effective and binding on such members.

### **BUY-BACK OF SHARES**

40. Notwithstanding anything contained in these articles but subject to the provisions of sections 68 to 70 and any other applicable provision of the Act or any other law for the time being in force, the company may purchase its own shares or other specified securities.

### **GENERAL MEETINGS**

41. All general meetings other than annual general meeting shall be called extraordinary general meeting.

42. (i) The Board may, whenever it thinks fit, call an extraordinary general meeting.

(ii) If at any time directors capable of acting who are sufficient in number to form a quorum are not within India, any director or any two members of the company may call an extraordinary general meeting in the same manner, as nearly as possible, as that in which such a meeting may be called by the Board.

### **PROCEEDINGS AT GENERAL MEETINGS**

43. (i) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.

(ii) Save as otherwise provided herein, the quorum for the general meetings shall be as provided in section 103.

44. The chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the company.

45. If there is no such Chairperson, or if he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as chairperson of the meeting, the directors present shall elect one of their members to be Chairperson of the meeting.

46. If at any meeting no director is willing to act as Chairperson or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their members to be Chairperson of the meeting.

### **ADJOURNMENT OF MEETING**

47. (i) 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.

(ii) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

(iii) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.

(iv) 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.

### **VOTING RIGHTS**

48. Subject to any rights or restrictions for the time being attached to any class or classes of shares,—

(a) on a show of hands, every member present in person shall have one vote; and  
(b) on a poll, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the company.

49. A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.

50.(i) In the case of joint holders, 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.

(ii) For this purpose, seniority shall be determined by the order in which the names stand in the register of members.

51. 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.

52. Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.

53. No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the company have been paid.

54. (i) No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.

(ii) Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.

## **PROXY**

55. 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.

56. An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.

57. A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given:

Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.

## **BOARD OF DIRECTORS**

58. The following shall be the first directors of the Company:

Vinod Gupta  
Vijay Kumar

59. (i) The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day.

(ii) In addition to the remuneration payable to them in pursuance of the Act, the directors may be paid all travelling, hotel and other expenses properly incurred by them—

(a) in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the company; or

(b) in connection with the business of the company.

60. The Board may pay all expenses incurred in getting up and registering the company.

61. The company may exercise the powers conferred on it by section 88 with regard to the keeping of a foreign register; and the Board may (subject to the provisions of that section) make and vary such regulations as it may think fit respecting the keeping of any such register.

62. All cheques, promissory notes, drafts, hundis, bills of exchange and other negotiable instruments, and all receipts for monies paid to the company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by such person and in such manner as the Board shall from time to time by resolution determine.

63. Every director present at any meeting of the Board or of a committee thereof shall sign his name in a book to be kept for that purpose.

64. (i) Subject to the provisions of section 149, the Board shall have power at any time, and from time to time, to appoint a person as an additional director, provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the articles.

(ii) Such person shall hold office only up to the date of the next annual general meeting of the company but shall be eligible for appointment by the company as a director at that meeting subject to the provisions of the Act.

### **PROCEEDINGS OF THE BOARD**

65. (i) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.

(ii) A director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board.

66. (i) Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes.

(ii) In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote.

67. 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.

68. (i) The Board may elect a Chairperson of its meetings and determine the period for which he is to hold office.

(ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the directors present may choose one of their numbers to be Chairperson of the meeting.

69. (i) The Board may, subject to the provisions of the Act, delegate any of its powers to committees consisting of such member or members of its body as it thinks fit.

(ii) Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.

70. (i) A committee may elect a Chairperson of its meetings.

(ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.

71. (i) A committee may meet and adjourn as it thinks fit.

(ii) 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.

72. All acts done in any meeting of the Board or of a committee thereof or by any person acting as a director, shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such directors or of any person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such director or such person had been duly appointed and was qualified to be a director.

73. Save as otherwise expressly provided in the Act, a resolution in writing, signed by all the members of the Board or of a committee thereof, for the time being entitled to receive notice of a meeting of the Board or committee, shall be valid and effective as if it had been passed at a meeting of the Board or committee, duly convened and held.

74. Subject to the provisions of the Act,

(i) A chief executive officer, manager, company secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may thinks 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;

(ii) A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.

75. A provision of the Act or these regulations 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.

#### **THE SEAL**

76. (i) The Board shall provide for the safe custody of the seal.

(ii) The seal of the company 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 two directors and of the secretary or such other person as the Board may appoint for the purpose; and those two directors and the secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.

#### **DIVIDENDS AND RESERVE**

77. The company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.

78. 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.

79. (i) 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, thinks fit.

(ii) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.

80. (i) 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.

(ii) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share.

(iii) 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 dividend as from a particular date such share shall rank for dividend accordingly.

81. The Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the company on account of calls or otherwise in relation to the shares of the company.

82. (i) 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.

(ii) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.

83. Any one of two or more joint holders of a share may give effective receipts for any dividends, bonuses or other monies payable in respect of such share.

84. 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.

85. No dividend shall bear interest against the company.

### **ACCOUNTS**

86.(i) The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the company, or any of them, shall be open to the inspection of members not being directors.

(ii) No member (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by law or authorized by the Board or by the company in general meeting.

### **WINDING UP**

87. Subject to the provisions of Chapter XX of the Act and rules made there under—

(i) If the company shall be wound up, the liquidator may, with the sanction of a special resolution of the company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the company, whether they shall consist of property of the same kind or not.

(ii) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.

The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributors if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

### **INDEMNITY**

88. Every officer of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favor or in which he is acquitted or in which relief is granted to him by the court or the Tribunal.

*These are no material clauses of Article of Association that have been left out from disclosure having bearing on the IPO disclosure*

## 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 entered into more than two years before the date of the Draft Red Herring Prospectus) which are or may be deemed material have been entered or to be entered into by our Company which are or may be deemed material and will be attached to the copy of the Prospectus, delivered to the Registrar of Companies, for registration. Copies of the abovementioned contracts and also the documents for inspection referred to hereunder, may be inspected online with Registrar of Companies and at the Registered Office between 10 a.m. and 5 p.m. on all Working Days from the date of this Draft Red Herring Prospectus until the Issue Closing Date. Also, the below-mentioned contracts and also the documents are available for inspection online at website of our Company i.e. <https://www.armoursecurities.com/>

### MATERIAL CONTRACTS

#### Material Contracts

1. Issue Agreement dated January 21, 2025 executed between our Company and the Book Running Lead Manager to the Issue.
2. Agreement dated December 20, 2024, executed between our Company and the Registrar to the Issue.
3. Banker to the Issue Agreement dated [●] amongst our Company, the Book Running Lead Manager, Banker to the Issue, and the Registrar to the Issue.
4. Underwriting Agreement dated [●] entered into between our Company and the Underwriters.
5. Market Making Agreement dated [●] entered into amongst our Company, Book Running Lead Managers and Market Maker.
6. Syndicate Agreement dated [●] entered into amongst our Company, the Book Running Lead Manager and the Syndicate Members.
7. Tripartite Agreement dated March 05, 2024 entered into amongst our Company, CDSL, and the Registrar to the Issue.
8. Tripartite Agreement dated March 07, 2024 entered into amongst our Company, NSDL, and the Registrar to the Issue.

#### Material Documents

1. Certified True Copy of the Memorandum and Articles of Association of our Company as amended.
2. Certified True Copy of the Certificate of Incorporation dated August 27, 1999 issued by the Registrar of Companies, NCT of Delhi and Haryana.
3. Certified True Copy of the Certificate of Registration of the Special Resolution Confirming Alteration of Object Clause(s) dated January 27, 2021 issued by the Registrar of Companies, Delhi.
4. Certified True Copy of the Fresh Certificate of Incorporation dated May 03, 2024 issued by the Registrar of Companies, CPC consequent upon conversion of our Company into a Public Limited Company.
5. Certified True Copy of the Certificate of Registration of the Special Resolution Confirming Alteration of Object Clause(s) dated February 17, 2025 issued by the Registrar of Companies, Delhi.
6. Certified True Copy of the Extract of the Minutes of the Board Meeting of our Company held on August 28, 2024, authorizing the Issue and other related matters.
7. Certified True Copy of the Extract of the Minutes of the Annual General Meeting held on September 30, 2024 w.r.t. the Special Resolution passed by the shareholders of our Company authorizing the Issue and other related matters.

8. Certified True Copy of the Extract of the Minutes of the Board Meeting of our Company held on March 03, 2025 taking on record and approving the Draft Red Herring Prospectus.
9. Certified True Copy of the Extract of the Minutes of the Board Meeting of our Company held on [●] taking on record and approving the Red Herring Prospectus.
10. Certified True Copy of the Extract of the Minutes of the Board Meeting of our Company held on [●] taking on record and approving the Prospectus.
11. The examination reports dated, February, 24, 2025 issued by M/s. PDMS & Co. Chartered Accountants, the Statutory Auditor, on our Company's Restated Financial Information.
12. The Restated Financial Information of our Company for the period ended September 30, 2024 and for the Financial year ended March 31, 2024, 2023 and 2022 dated February, 24, 2025.
13. The Audit report for special purpose audit of financial information for the period ended September 30, 2024 issued by M/s. PDMS & Co. Chartered Accountants, the Statutory Auditor, on our Company, read along with the financial statements for the period ended September 30, 2024.
14. The Statement of Special Tax Benefits available to the Company and its Shareholders dated March 02, 2025 issued by M/s PDMS & Co., Chartered Accountants, the Statutory Auditor of our Company.
15. Certificate dated February 24, 2025, issued by M/s PDMS & Co., Chartered Accountants, the Statutory Auditor of our Company certifying the Key Performance Indicators.
16. Consents in writing of (a) The Directors, The Promoter, The Company Secretary & Compliance Officer, Chief Financial Officer, The Statutory Auditor, Key Managerial Personnel, (b) Book Running Lead Manager, Registrar to the Issue, Bankers to the Company, Legal Advisor to the Issue to include their names in the Draft Red Herring Prospectus to act in their respective capacities.
17. Consent letter dated March 02, 2025 issued by M/s PDMS & Co., Chartered Accountants, the Statutory Auditor to include their names as experts in relation to:
  - The examination report dated 24<sup>th</sup> February 2025 on the Restated Financial Statement for the Company for the financial years ended 31 March 2022, 31 March 2023, 31 March 2024 and the stub period 30 September 2024, ("Restated Financial Statements"), which are prepared in accordance with the SEBI ICDR regulations, the Companies Act, 2013 and the Guidance Note on Reports in Company Prospectus (Revised 2019) issued by the Institute of Chartered Accountants of India, and
  - Report on the Statement of Possible Tax Benefits issued on 2<sup>nd</sup> March 2025, in accordance with the requirements of the SEBI ICDR Regulations (examination reports and our report on the statement of possible tax benefits as aforesaid, collectively referred to as 'Reports') and
  - Certificate of Key Performance Indicators issued on 24<sup>th</sup> February 2025.
  - Various other certificates issued for the purpose of this offer document.
18. Due Diligence Certificates dated [●], addressed to SEBI from the Book Running Lead Manager.
19. In-principle approvals from the NSE for listing of the Equity Shares pursuant to their letters dated [●], 2024.
20. Certified True Copy of the Extract of the Minutes of Extra Ordinary General Meeting held February 18, 2025 w.r.t the Special Resolution passed by the shareholders of our Company for the appointment of Mr. Arnima Gupta as the Managing Director.
21. Certified True Copy of the Extract of the Minutes of Extra Ordinary General Meeting held February 18, 2025 w.r.t the Special Resolution passed by the shareholders of our Company for the appointment of Mr. Brij Bhushan Gupta as the Whole Time Director.

Except as disclosed in this Draft Red Herring Prospectus, there are no other agreements/ arrangements and clauses / covenants which are material and which needs to be disclosed or non-disclosure of which may have bearing on the investment decision.

## **DECLARATION**

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations, orders and guidelines issued by the Government of India and the Regulations, orders & 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 the Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended and the rules, regulations, orders and guidelines issued thereunder, as the case may be. I further certify that all statements in this Draft Red Herring Prospectus are true and correct.

**Signed by the Director of ARMOUR SECURITY (INDIA). LTD.**

**Sd/-**

**Arnima Gupta  
Managing Director  
DIN: 02212966**

**Place:** Delhi,  
**Date:** March 03, 2025

## **DECLARATION**

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations, orders and guidelines issued by the Government of India and the Regulations, orders & 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 the Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended and the rules, regulations, orders and guidelines issued thereunder, as the case may be. I further certify that all statements in this Draft Red Herring Prospectus are true and correct.

**Signed by the Director of ARMOUR SECURITY (INDIA). LTD.**

**Sd/-**

**Brij Bhushan Gupta**

**Whole Time Director**

**DIN: 10954912**

**Place:** Delhi,

**Date:** March 03, 2025

## **DECLARATION**

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations, orders and guidelines issued by the Government of India and the Regulations, orders & 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 the Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended and the rules, regulations, orders and guidelines issued thereunder, as the case may be. I further certify that all statements in this Draft Red Herring Prospectus are true and correct.

**Signed by the Director of ARMOUR SECURITY (INDIA). LTD.**

**Sd/-**

**Krishna Kumar Singh**  
**Non-Executive Independent Director**  
**DIN: 02854747**

**Place:** Delhi,  
**Date:** March 03, 2025

## **DECLARATION**

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations, orders and guidelines issued by the Government of India and the Regulations, orders & 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 the Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended and the rules, regulations, orders and guidelines issued thereunder, as the case may be. I further certify that all statements in this Draft Red Herring Prospectus are true and correct.

**Signed by the Director of ARMOUR SECURITY (INDIA). LTD.**

**Sd/-**

**Shrikant Shriram Modak**

**Non-Executive Independent Director**

**DIN: 10353569**

**Place:** Delhi,

**Date:** March 03, 2025

## **DECLARATION**

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations, orders and guidelines issued by the Government of India and the Regulations, orders & 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 the Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended and the rules, regulations, orders and guidelines issued thereunder, as the case may be.. I further certify that all statements in this Draft Red Herring Prospectus are true and correct.

**Signed by the Director of ARMOUR SECURITY (INDIA). LTD.**

**Sd/-**

**Nilendra Kumar**

**Non-Executive Independent Director**

**DIN: 08887031**

**Place:** Delhi,

**Date:** March 03, 2025

## **DECLARATION**

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations, orders and guidelines issued by the Government of India and the Regulations, orders & 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 the Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended and the rules, regulations, orders and guidelines issued thereunder, as the case may be. I further certify that all statements in this Draft Red Herring Prospectus are true and correct.

**Signed by the KMP of ARMOUR SECURITY (INDIA). LTD.**

**Sd/-**

**Subodh Jindal**  
**Chief Financial Officer**

**Place:** Delhi,  
**Date:** March 03, 2025

**DECLARATION**

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations, orders and guidelines issued by the Government of India and the Regulations, orders & 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 the Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended and the rules, regulations, orders and guidelines issued thereunder, as the case may be. I further certify that all statements in this Draft Red Herring Prospectus are true and correct.

**Signed by the KMP of ARMOUR SECURITY (INDIA). LTD.**

**Sd/-**

**Shakshi Mishra**

**Company Secretary & Compliance Officer**

**Place:** Delhi,

**Date:** March 03, 2025