Humanity Ahead

BVG India Limited

Our Company was originally incorporated as 'Bharat Vikas Utility Services Limited' on March 20, 2002 at Pune, Maharashtra as a public limited company under the Companies Act, 1956. Our Company received a certificate of commencement of business dated September 26, 2002. Subsequently, our Company changed its name from 'Bharat Vikas Utility Services Limited' to 'BVG India Limited', pursuant to a resolution of our Shareholders dated July 6, 2004. Consequently, the Registrar of Companies issued a fresh certificate of incorporation dated July 7, 2004. For details in relation to changes in the address of the Registered Office, see "*History and Certain Corporate Matters*" on page 155.

Registered Office: 'BVG House' Premier Plaza, Pune – Mumbai Road, Chinchwad, Pune 411 019, Maharashtra, India
Corporate Office: Midas Tower, 4th Floor, Phase 1, Hinjewadi, Rajiv Gandhi Infotech Park, Hinjawadi, Pune 411 057, Maharashtra, India
Tel: +91-20-3509 0000
Contact Person: Rajni Ramchand Pamnani, Company Secretary and Compliance Officer
E-mail: ipocs@bvgindia.com; **Website**: www.bvgindia.com
Corporate Identity Number: U74999PN2002PLC016834

PROMOTERS OF OUR COMPANY: HANMANTRAO RAMDAS GAIKWAD AND UMESH GAUTAM MANE

INITIAL PUBLIC OFFER OF UP TO [●] EQUITY SHARES OF FACE VALUE OF ₹10 EACH ("EQUITY SHARES") OF BVG INDIA LIMITED ("COMPANY") FOR CASH AT A PRICE OF ₹[●] PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF ₹[●] PER EQUITY SHARE) ("OFFER PRICE") AGGREGATING UP TO ₹[●] MILLION ("OFFER") CONSISTING OF A FRESH ISSUANCE OF UP TO [●] EQUITY SHARES AGGREGATING UP TO ₹2,000.00 MILLION BY OUR COMPANY ("FRESH ISSUE") AND AN OFFER FOR SALE OF UP TO 1,698,458 EQUITY SHARES BY HANMANTRAO RAMDAS GAIKWAD AND UP TO 300,523 EQUITY SHARES BY UMESH GAUTAM MANE ("PROMOTER SELLING SHAREHOLDERS"), UP TO 3,383,589 EQUITY SHARES BY STRATEGIC INVESTMENTS FM (MAURITIUS) ALPHA LIMITED AND UP TO 774,194 EQUITY SHARES BY STRATEGIC INVESTMENTS FM (MAURITIUS) B LIMITED ("INVESTOR SELLING SHAREHOLDERS") AND UP TO 1,039,450 EQUITY SHARES BY OTHER SELLING SHAREHOLDERS (AS DEFINED HEREUNDER), COLLECTIVELY WITH THE PROMOTER SELLING SHAREHOLDERS AND THE INVESTOR SELLING SHAREHOLDERS, THE "SELLING SHAREHOLDERS" AND SUCH EQUITY SHARES CUMULATIVELY OFFERED BY THE SELLING SHAREHOLDERS, THE "OFFERED SHARES") AGGREGATING UP TO ₹[●] MILLION ("OFFER FOR SALE"). THE OFFER SHALL CONSTITUTE [●]% OF THE POST-OFFER PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY.

OUR COMPANY IN CONSULTATION WITH THE LEAD MANAGERS, MAY CONSIDER A PRIVATE PLACEMENT OF EQUITY SHARES, AS MAY BE PERMITTED UNDER APPLICABLE LAW TO ANY PERSON(S), AGGREGATING UP TO ₹400 MILLION, PRIOR TO FILING OF THE RED HERRING PROSPECTUS WITH THE ROC, AT A PRICE TO BE DECIDED BY THE COMPANY AND THE INVESTOR SELLING SHAREHOLDERS IN CONSULTATION WITH THE LEAD MANAGERS ("PRE-IPO PLACEMENT"). IF THE PRE-IPO PLACEMENT IS COMPLETED, THE FRESH ISSUE SIZE WILL BE REDUCED TO THE EXTENT OF SUCH PRE-IPO PLACEMENT, SUBJECT TO COMPLIANCE WITH RULE 19(2)(B) OF THE SCRR.

THE FACE VALUE OF EQUITY SHARES IS ₹10 EACH. THE OFFER PRICE IS [●] TIMES THE FACE VALUE OF THE EQUITY SHARES. THE PRICE BAND AND THE MINIMUM BID LOT WILL BE DECIDED BY OUR COMPANY AND THE INVESTOR SELLING SHAREHOLDERS IN CONSULTATION WITH THE LEAD MANAGERS AND WILL BE ADVERTISED IN [●] EDITIONS OF [●], [●] EDITIONS OF [●] AND [●] EDITIONS OF [●] (WHICH ARE WIDELY CIRCULATED ENGLISH NATIONAL DAILY, HINDI NATIONAL DAILY AND MARATHI NEWSPAPERS RESPECTIVELY, MARATHI BEING THE REGIONAL LANGUAGE OF MAHARASHTRA, WHERE OUR REGISTERED OFFICE IS LOCATED) AT LEAST TWO WORKING DAYS PRIOR TO THE BID / OFFER OPENING DATE AND SHALL BE MADE AVAILABLE TO BSE LIMITED ("BSE") AND NATIONAL STOCK EXCHANGE OF INDIA LIMITED ("NSE", AND TOGETHER WITH BSE, THE "STOCK EXCHANGES") FOR THE PURPOSE OF UPLOADING ON THEIR RESPECTIVE WEBSITES.

In case of any revision to the Price Band, the Bid/Offer Period will be extended by at least three additional Working Days following such revision of the Price Band, subject to the Bid/Offer 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/Offer Period for a minimum of three Working Days, subject to the Bid/Offer Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/Offer 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 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, as applicable.

This Offer is being made in terms of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended ("**SCRR**") read with Regulation 31 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**SEBI ICDR Regulations**"). The Offer is being made in accordance with Regulation 6(1) of the SEBI ICDR Regulations and through a Book Building Process wherein not more than 50% of the Offer shall be available for allocation on a proportionate basis to Qualified Institutional Buyers ("**QIBs**", and such portion, the "**QIB Portion**"). Our Company and the Investor Selling Shareholders may, in consultation with the Lead Managers, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis, in accordance with the SEBI ICDR Regulations ("**Anchor Investor Portion**"), out of which at least one-third shall be available for allocation to domestic Mutual Funds only, subject to valid Bids being received from the 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 Net QIB Portion. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders other than Anchor Investors, including Mutual Funds, subject to valid Bids being received at or above the Offer Price. Further, not less than 15% of the Offer shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35% of the Offer shall be available for allocation to Retail Individual Bidders in accordance with SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price. All potential Bidders, other than Anchor Investors, are required to mandatorily utilise the Application Supported by Blocked Amount ("**ASBA**") process providing details of their respective bank account (including UPI ID in case of RIBs using the UPI Mechanism) which will be blocked by the SCSBs, or the bank accounts linked with the UPI ID, as applicable, to participate in the Offer. Anchor Investors are not permitted to participate in the Anchor Investor Portion through the ASBA process. For details, see "*Offer Procedure*" beginning on page 346.

RISKS IN RELATION TO THE FIRST OFFER

This being the first public issue of Equity Shares of our Company, there has been no formal market for the Equity Shares. The face value of each Equity Share is ₹10. The Floor Price, Cap Price and Offer Price (determined and justified by our Company and the Investor Selling Shareholders in consultation with the Lead Managers, in accordance with the SEBI ICDR Regulations, and on the basis of the assessment of market demand for the Equity Shares by way of the Book Building Process as stated in the section "*Basis for Offer Price*" beginning on page 86) should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the Equity Shares or regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISK

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the Offer 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 Offer. For taking an investment decision, investors must rely on their own examination of our Company and the Offer, including the risks involved. The Equity Shares in the Offer have neither been recommended, nor 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 the section "*Risk Factors*" beginning on page 21.

COMPANY'S AND SELLING SHAREHOLDERS' 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 Offer, which is material in the context of the Offer, that the information contained in this Draft Red Herring Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Draft Red Herring Prospectus as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect. Further, each Selling Shareholder severally and not jointly accepts responsibility for and confirms only statements undertaken expressly or specifically made by such Selling Shareholder in this Draft Red Herring Prospectus solely in relation to itself and the respective portion of the Offered Shares offered by such Selling Shareholder and severally assumes responsibility that such statements are true and correct in all material respects and not misleading in any material respect. The Selling Shareholders, severally and not jointly, assume no responsibility for any other statements, including, inter alia, any of the statements made by or relating to our Company or its business or any other Selling Shareholder in this Draft Red Herring Prospectus.

LISTING

The Equity Shares offered through the Red Herring Prospectus are proposed to be listed on BSE and NSE. Our Company has received 'in-principle' approvals from BSE and NSE for the listing of the Equity Shares pursuant to letters dated [●] and [●], respectively. For the purposes of the Offer, the Designated Stock Exchange shall be [●]. A copy of the Red Herring Prospectus and the Prospectus shall be filed with the RoC in accordance with Section 26(4) and Section 32 of the Companies Act. For details of the material contracts and documents available for inspection from the date of the Red Herring Prospectus up to the Bid/Offer Closing Date, see "*Material Contracts and Documents for Inspection*" beginning on page 367.

LEAD MANAGERS			REGISTRAR TO THE OFFER
ICICI Securities	JM FINANCIAL	HSBC	LINK Intime
ICICI Securities Limited ICICI Venture House Appasaheb Marathe Marg, Prabhadevi Mumbai 400025 Maharashtra, India **Tel**: +91 22 6807 7100 **E-mail**: bvg.ipo@icicisecurities.com **Website**: www.icicisecurities.com **Investor grievance ID:** customercare@icicisecurities.com **Contact Person**: Shekher Asnani / Anurag Byas **SEBI Registration Number**: INM000011179	**JM Financial Limited** 7th Floor, Cnergy Appasaheb Marathe Marg Prabhadevi Mumbai 400 025 Maharashtra, India **Tel**: +91 22 6630 3030 **E-mail**: bvg.ipo@jmfl.com **Website**: www.jmfl.com **Investor grievance ID:** grievance.ibd@jmfl.com **Contact Person**: Prachee Dhuri **SEBI Registration Number**: INM000010361	**HSBC Securities and Capital Markets (India) Private Limited** 52/60, Mahatma Gandhi Road Fort, Mumbai 400 001 Maharashtra, India **Tel**: + 91 22 2268 5555 **E-mail**: bvgipo@hsbc.co.in **Website**: https://www.business.hsbc.co.in/en-gb/in/generic/ipo-open-offer-and-buyback **Investor grievance ID:** investorgrievance@hsbc.co.in **Contact Person**: Sanjana Maniar/ Dhananjay Sureka **SEBI Registration Number**: INM000010353	**Link Intime India Private Limited** C-101, 1st Floor, 247 Park Lal Bahadur Shastri Marg Vikhroli (West) Mumbai 400 083 Maharashtra, India **Tel:** +91 22 4918 6200 **Email:** bvgindia.ipo@linkintime.co.in **Website:** www.linkintime.co.in **Investor grievance e-mail:** bvgindia.ipo@linkintime.co.in **Contact Person:** Shanti Gopalkrishnan **SEBI Registration Number:** INR000004058

BID/OFFER PROGRAMME	
BID/OFFER OPENS ON	[●]*
BID/OFFER CLOSES ON	[●]**

** Our Company and the Investor Selling Shareholders may, in consultation with the Lead Managers consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bid/Offer Period shall be one Working Day prior to the Bid/Offer Opening Date.*

*** Our Company and the Investor Selling Shareholders may, in consultation with the Lead Managers, consider closing the Bid/Offer Period for QIBs one Working Day prior to the Bid/Offer Closing Date in accordance with the SEBI ICDR Regulations.*

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SECTION I: GENERAL

DEFINITIONS AND ABBREVIATIONS

This Draft Red Herring Prospectus uses certain definitions and abbreviations which, unless the context otherwise indicates, requires or implies, or unless otherwise specified, shall have the meaning as provided below. References to any legislations, acts, regulations, rules, guidelines, circulars, notifications, clarifications or policies shall be to such legislations, acts, regulations, rules, guidelines or policies as amended, supplemented, re-enacted or modified, from time to time, and any reference to a statutory provision shall include any subordinate legislation made, from time to time, under such provision.

Offer related terms used but not defined in this Draft Red Herring Prospectus shall have the meaning ascribed to such terms under the General Information Document (as defined hereinafter). Any other words and expressions used but not defined in this Draft Red Herring Prospectus shall have the meaning ascribed to such terms under the SEBI ICDR Regulations, the Companies Act, the SCRA, and the Depositories Act and the rules and regulations made thereunder.

The terms not defined herein but used in the sections "Statements of Tax Benefits", "Industry Overview", "Regulations and Policies", "Restated Financial Statements", "Basis for Offer Price", "Outstanding Litigation and Material Developments", "Description of Equity Shares and Terms of Articles of Association" and "Offer Procedure" on pages 88, 92, 152,192, 86, 311, 363, and 346, respectively, shall have the meanings ascribed to such terms in these respective sections.

If there is any inconsistency between the definitions given below and the definitions contained in the General Information Document, the following definitions shall prevail.

General Terms

Term	Description
"our Company", "the Company", "the Issuer" or "BVG"	BVG India Limited, a company incorporated under the Companies Act, 1956 and having its Registered Office at 'BVG House' Premier Plaza, Pune – Mumbai Road, Chinchwad, Pune 411 019, Maharashtra, India and Corporate Office at Midas Tower, 4th Floor, Phase 1, Hinjewadi, Rajiv Gandhi Infotech Park, Hinjawadi, Pune 411 057, Maharashtra, India
"we", "us" or "our"	Unless the context otherwise indicates or implies, refers to our Company, Subsidiaries and Joint Venture

Company and Selling Shareholders Related Terms

Term	Description
3i Entities	3i Growth Capital, Strategic Investments Alpha and Strategic Investments B
3i Growth Capital	3i Growth Capital B LP
Articles of Association/AoA/Articles	Articles of association of our Company, as amended from time to time
Audit Committee	Audit committee of our Company constituted in accordance with the applicable provisions of the Companies Act and the SEBI Listing Regulations. For further details see "*Our Management – Committees of the Board – Audit Committee*" on page 172
Auditors/Statutory Auditors	Statutory auditors of our Company, being M/s. MSKA & Associates, Chartered Accountants
Board/Board of Directors	Board of Directors of our Company or a duly constituted committee thereof
Company Secretary and Compliance Officer	The company secretary and compliance officer of our Company, Rajni Ramchand Pamnani. For details, see *"Our Management"* beginning on page 166
Consent cum Waivers Letters	Letters, each dated September 29, 2021, whereby 3i Entities have agreed for waivers and consents in relation to certain of their respective rights, obligations and restrictions under the Investment Agreement. For further details, see "*History and Certain Corporate Matters - Summary of Key Agreements*" on page 159
Corporate Office	Corporate Office of our Company located at Midas Tower, 4th Floor, Phase 1, Hinjewadi, Rajiv Gandhi Infotech Park, Hinjawadi, Pune 411 057, Maharashtra, India
Corporate Social Responsibility Committee	Corporate social responsibility committee of our Company constituted in accordance with the applicable provisions of the Companies Act. For further details see "*Our Management – Committees of the Board – Corporate Social Responsibility Committee*" on page 176
CCPS	Compulsory convertible preference shares issued by our Company of face value of ₹10 each
Director(s)	Director(s) of our Company, as disclosed in the section *"Our Management"* beginning on page 166
Equity Shares	Unless otherwise stated, equity shares of our Company bearing face value of ₹10 each
Group Companies	Companies as identified in the section "*Our Group Companies*" on page 187
Independent Directors	Independent directors on our Board, as disclosed in the section "*Our Management*" beginning on page 166
India Growth Fund	A unit scheme of Kotak SEAF India Fund, a trust which is registered with the SEBI as a venture capital fund, whose trustee is Kotak Mahindra Trusteeship Services Limited, and is represented by its Investment Manager, Kotak Investment Advisors Limited.
Investment Agreement	Agreement dated January 1, 2011 entered into amongst our Company, our Promoters, Vaishali Hanmantrao Gaikwad, Dattatraya Ramdas Gaikwad, Bhiku Wagh, Vikas Vyankat Nipane, Aarya Agro Bio and Herbals Private Limited, 3i Growth Capital, Strategic Investments B and Strategic Investments Alpha
IPO Committee	The IPO committee of the Board. For further details see "*Our Management – Committees of the Board*

Term	Description
	– *IPO Committee*" on page 176
Joint Operation	BVG Krystal Joint Venture
Joint Venture	BVG-UKSAS EMS Private Limited
Key Managerial Personnel/ Key Management Personnel / KMP	Key managerial personnel of our Company determined in accordance with Regulation 2(1)(bb) of the SEBI ICDR Regulations. For further details, see "*Our Management - Key Managerial Personnel*" on page 180
Materiality Policy	The policy adopted by our Board on September 24, 2021 for (i) determining group companies; (ii) material outstanding litigation; and (iii) material creditors, in terms of the SEBI ICDR Regulations and for the purposes of disclosure in this Draft Red Herring Prospectus
Memorandum of Association / MoA	Memorandum of association of our Company, as amended from time to time
Nomination and Remuneration Committee	Nomination and remuneration committee of our Company constituted in accordance with the applicable provisions of the Companies Act and the SEBI Listing Regulations. For further details see "*Our Management – Committees of the Board – Nomination and Remuneration Committee*" on page 174
OCDs	Optionally convertible debentures of our Company of face value of ₹10 each
OCCPS	Optionally convertible cumulative preference shares of our Company with face value of ₹10 each
Promoter Group	Persons and entities constituting the promoter group of our Company in terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations, as disclosed in "*Our Promoters and Promoter Group*" beginning on page 184
Promoters	Promoters of our Company, being, Hanmantrao Ramdas Gaikwad and Umesh Gautam Mane. For further details see "*Our Promoters and Promoter Group*" beginning on page 184
Registered Office	Registered office of our Company located at 'BVG House' Premier Plaza, Pune – Mumbai Road, Chinchwad, Pune 411 019, Maharashtra, India
Registrar of Companies/RoC	Registrar of Companies, Maharashtra at Pune
Restated Financial Statements	Our restated consolidated financial statements of assets and liabilities as at and for the Financial Years ended March 31, 2021, March 31, 2020 and March 31, 2019 and our restated statements of profit and loss (including other comprehensive income), restated consolidated statement of changes in equity and restated consolidated statement of cash flow for the Financial Years ended March 31, 2021, March 31, 2020 and March 31, 2019, together with the annexures and notes thereto and the examination report, thereon, as prepared and presented in accordance with Ind AS, in each case restated in accordance with the requirements of Section 26 of the Companies Act, the SEBI ICDR Regulations and the Guidance Note on "Reports in Company Prospectuses (Revised 2019)" issued by ICAI
Risk Management Committee	Risk management committee of our Company constituted in accordance with the applicable provisions of the SEBI Listing Regulations. For further details see "*Our Management – Committees of the Board – Risk Management Committee*" on page 178
Series A Equity Shares	Series A equity shares of our Company with differential voting rights and other rights. For further details see "*Capital Structure"* on page 70
Shareholders	Shareholders of our Company from time to time
Stakeholders' Relationship Committee	Stakeholders' relationship committee of our Company constituted in accordance with the applicable provisions of the Companies Act and the SEBI Listing Regulations. For further details, see "*Our Management – Committees of the Board – Stakeholders' Relationship Committee"* on page 175
Strategic Investments Alpha	Strategic Investments FM (Mauritius) Alpha Limited
Strategic Investments B	Strategic Investments FM (Mauritius) B Limited
Subsidiaries	Subsidiaries of our Company in terms of Companies Act, namely, BVG Kshitij Waste Management Services Private Limited, BVG Security Services Private Limited, BVG Skill Academy, BVG-UKSAS (SPV) Private Limited and Out-of-Home Media (India) Private Limited
Whole Time Director	Director of our Company who is appointed in terms of Section 196 of Companies Act

Offer Related Terms

Term	Description
Abridged Prospectus	Abridged prospectus means a memorandum containing such salient features of a prospectus as may be specified by SEBI on its behalf
Allot, Allotment or Allotted	Unless the context otherwise requires, allotment or transfer, as the case may be, of the Equity Shares pursuant to the Offer to the successful Bidders
Allotment Advice	A note or advice or intimation of Allotment sent to the successful Bidders who have been or are to be Allotted Equity Shares after the Basis of Allotment has been approved by the Designated Stock Exchange
Allottee	A successful Bidder to whom the Equity Shares are Allotted
Anchor Investor	A Qualified Institutional Buyer, applying under the Anchor Investor Portion in accordance with the requirements specified in the SEBI ICDR Regulations and the Red Herring Prospectus and who has Bid for an amount of at least ₹100 million
Anchor Investor Pay-in Date	The Anchor Investor Bidding Date, and in the event the Anchor Investor Allocation Price is lower than the Offer Price, not later than two Working Days after the Bid/ Offer Closing Date
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 and the Investor Selling Shareholders, in consultation with the Lead Managers during the Anchor Investor Bid/Offer Period
Anchor Investor Application Form	The 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

Term	Description
Anchor Investor Bid/Offer Period	The day, one Working Day prior to the Bid/Offer Opening Date, on which Bids by Anchor Investors shall be submitted and allocation to Anchor Investors shall be completed
Anchor Investor Offer 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 Offer Price but not higher than the Cap Price. The Anchor Investor Offer Price will be decided by our Company and the Investor Selling Shareholders, in consultation with the Lead Managers
Anchor Investor Portion	Up to 60% of the QIB Portion or up to [●] Equity Shares which may be allocated by our Company and the Investor Selling Shareholders, in consultation with the Lead Managers, 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, in accordance with the SEBI ICDR Regulations
Application Supported by Blocked Amount or ASBA	An application, whether physical or electronic, used by ASBA Bidders, to make a Bid and authorising a SCSB to block the Bid Amount in the ASBA Account and will include applications made by RIBs using the UPI mechanism where the Bid Amount will be blocked upon acceptance of UPI Mandate Request by RIBs using the UPI
ASBA Account	A bank account maintained by ASBA Bidder with an SCSB, as specified in the ASBA Form submitted by ASBA Bidders for blocking the Bid Amount mentioned in the ASBA Form and includes the account of an RIB which is blocked upon acceptance of a UPI Mandate Request made by the RIBs using the UPI Mechanism
ASBA Bid	A Bid made by an ASBA Bidder
ASBA Bidders	All Bidders except Anchor Investors
ASBA Form	An application form, whether physical or electronic, used by ASBA Bidders to submit Bids, which will be considered as the application for Allotment in terms of the Red Herring Prospectus and the Prospectus
Banker(s) to the Offer	Collectively, the Escrow Collection Bank, Refund Bank, Public Offer Bank and Sponsor Bank
Basis of Allotment	The basis on which Equity Shares will be Allotted to successful Bidders under the Offer. For further details, please see "*Offer Procedure*" beginning on page 346
Bid	An indication to make an offer during the Bid/Offer Period by an ASBA Bidder pursuant to submission of the ASBA Form, or during the Anchor Investor Bid/Offer 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/Offer 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, being which will be notified in [●] editions of the English national daily newspaper, [●], [●] editions of the Hindi national daily newspaper, [●] and [●] editions of the Marathi national daily newspaper, [●] (Marathi also being the regional language of Maharashtra, where our Registered Office is located), each with wide circulation. Our Company and the Investor Selling Shareholders, in consultation with the Lead Managers, may consider closing the Bid/Offer Period for QIBs one Working Day prior to the Bid/Offer Closing Date in accordance with the SEBI ICDR Regulations. In case of any revision, the extended Bid/Offer Closing Date shall also be notified on the websites of the Lead Managers and at the terminals of the Syndicate Members and communicated to the Designated Intermediaries and the Sponsor Bank, which shall also be notified in an advertisement in the same newspapers in which the Bid/Offer Opening Date was published, as required under the SEBI ICDR Regulations
Bid/Offer Opening Date	Except in relation to any Bids received from the Anchor Investors, the date on which the Designated Intermediaries shall start accepting Bids, being which will be notified in [●] editions of the English national daily newspaper, [●], [●] editions of the Hindi national daily newspaper, [●] and [●] editions of the Marathi national daily newspaper, [●] (Marathi also being the regional language of Maharashtra, where our Registered Office is located), each with wide circulation.
Bid/Offer Period	Except in relation to Anchor Investors, the period between the Bid/Offer Opening Date and the Bid/Offer Closing Date, inclusive of both days, during which Bidders can submit their Bids, including any revisions thereof, in accordance with the SEBI ICDR Regulations. Our Company and the Investor Selling Shareholders may, in consultation with the Lead Managers, consider closing the Bid/Offer Period for QIBs one Working Day prior to the Bid/Offer Closing Date in accordance with the SEBI ICDR Regulations.
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 RIBs and mentioned in the Bid cum Application Form and payable by the Bidder or blocked in the ASBA Account of the ASBA Bidders, as the case maybe, 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
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, which includes an Anchor

Term	Description
	Investor
Bidding Centres	The centres at which the Designated Intermediaries shall accept the Bid cum Application Forms, being the 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 Part A of Schedule XIII of the SEBI ICDR Regulations, in terms of which the Offer is being made
Book Running Lead Managers or BRLMs or Lead Managers	The book running lead managers to the Offer namely, I-Sec, JM Financial and HSBC
Broker Centres	The broker centres notified by the Stock Exchanges where ASBA Bidders can submit the ASBA Forms to a Registered Broker. The details of such Broker Centres, along with the names and the contact details of the Registered Brokers are available on the websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com)
Cap Price	The higher end of the Price Band, subject to any revision thereto, above which the Offer Price and Anchor Investor Offer Price will not be finalised and above which no Bids will be accepted
Client ID	The client identification number maintained with one of the Depositories in relation to demat account
Collecting Depository Participant or CDP	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Bids from relevant Bidders at the Designated CDP Locations in terms of SEBI circular number CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI as per the list available on the websites of BSE and BSE, as updated from time to time
Confirmation of Allocation Note or CAN	A notice or intimation of allocation of the Equity Shares sent to Anchor Investors, who have been allocated Equity Shares, on or after the Anchor Investor Bid/Offer Period
Cut-off Price	The Offer Price, finalised by our Company and the Investor Selling Shareholders, in consultation with the Lead Managers, which may be at any price within the Price Band. Only Retail Individual Bidders are entitled to Bid at the Cut-off Price. QIBs (including Anchor Investors) and Non-Institutional Bidders are not entitled to Bid at the Cut-off Price
Demographic Details	The demographic details of the Bidders including the Bidders' address, name of the Bidders' father or husband, investor status, occupation, bank account details and UPI ID, wherever applicable
Designated Branches	Such branches of the SCSBs which shall collect the ASBA Forms from relevant Bidders, a list of which is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35, or at such other website as may be prescribed by SEBI from time to time
Designated CDP Locations	Such locations of the CDPs where relevant Bidders can submit the ASBA Forms. The details of such Designated CDP Locations, along with names and contact details of the CDPs eligible to accept ASBA Forms are available on the websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com), as updated from time to time
Designated Date	The date on which the Escrow Collection Bank transfers funds from the Escrow Account to the Public Offer Account or the Refund Account, as the case may be, and the instructions are issued to the SCSBs (in case of RIBs using UPI Mechanism, instruction issued through the Sponsor Bank) for the transfer of amounts blocked by the SCSBs in the ASBA Accounts to the Public Offer Account or the Refund Account, as the case may be, in terms of the Red Herring Prospectus and the Prospectus after finalization of the Basis of Allotment in consultation with the Designated Stock Exchange
Designated Intermediary (ies)	In relation to ASBA Forms submitted by RIBs by authorising an SCSB to block the Bid Amount in the ASBA Account, Designated Intermediaries shall mean SCSBs. In relation to ASBA Forms submitted by RIBs where the Bid Amount will be blocked upon acceptance of UPI Mandate Request by such RIB using the UPI Mechanism, Designated Intermediaries shall mean Syndicate, sub-syndicate/agents, Registered Brokers, CDPs, SCSBs and RTAs. In relation to ASBA Forms submitted by QIBs and non-institutional Bidders, Designated Intermediaries shall mean Syndicate, Sub-Syndicate/ agents, SCSBs, Registered Brokers, the CDPs and RTAs
Designated RTA Locations	Such locations of the RTAs where relevant Bidders can submit the ASBA Forms to RTAs The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept ASBA Forms are available on the websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com), as updated from time to time
Designated Stock Exchange	[●]
Draft Red Herring Prospectus or DRHP	This draft red herring prospectus dated September 30, 2021 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 Offer, including any addenda or corrigenda thereto.
Eligible FPI (s)	FPIs from such jurisdictions outside India where it is not unlawful to make an offer/invitation under the Offer and in relation to whom the Bid cum Application Form and the Red Herring Prospectus will constitute an invitation to subscribe to or purchase the Equity Shares
Eligible NRI	NRIs eligible to invest under Schedule III and Schedule IV of the FEMA Rules, from jurisdictions outside India where it is not unlawful to make an offer or invitation under the Offer and in relation to whom the Bid cum Application Form and the Red Herring Prospectus will constitute an invitation to subscribe to or purchase the Equity Shares
Escrow Account	The 'no-lien' and 'non-interest bearing' account(s) opened with the Escrow Collection Bank and in

Term	Description
	whose favour the Bidders (excluding the ASBA Bidders) will transfer money through direct credit/NEFT/RTGS/NACH in respect of the Bid Amount when submitting a Bid
Escrow and Sponsor Bank Agreement	The escrow and sponsor bank agreement to be entered into between our Company, the Selling Shareholders, the Lead Managers, the Registrar to the Offer and the Banker(s) to the Offer for, *inter alia*, collection of the Bid Amounts from the Anchor Investors, transfer of funds to the Public Offer Account and where applicable, refunds of the amounts collected from the Anchor Investors, on the terms and conditions thereof
Escrow Collection Bank	A bank, which is a clearing member and registered with SEBI as a banker to an offer under the SEBI BTI Regulations and with whom the Escrow Account in relation to the Offer for Bids by Anchor Investors will be opened, in this case being, [●]
F&S Report	The report entitled "Assessment of Facility Management Services Market in India", dated September 11, 2021 prepared by Frost & Sullivan and which has been commissioned and paid for by our Company
Frost & Sullivan	Frost & Sullivan India Private Limited
First Bidder or Sole Bidder	The Bidder whose name shall be mentioned in the Bid cum Application Form or the Revision Form and in case of joint Bids, whose name also appears as the first holder of the beneficiary account held in joint names
Floor Price	The lower end of the Price Band, subject to any revision thereto, not being less than the face value of Equity Shares, at or above which the Offer Price and the Anchor Investor Offer Price will be finalised and below which no Bids will be accepted
Fresh Issue	Fresh issue of up to [●] Equity Shares aggregating up to ₹2,000.00 million by our Company
General Information Document or GID	The General Information Document for investing in public issues prepared and issued in accordance with the SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020 and the UPI Circulars, as amended from time to time. The General Information Document shall be available on the websites of the Stock Exchanges and the Lead Managers
HSBC	HSBC Securities and Capital Markets (India) Private Limited
I-Sec	ICICI Securities Limited
Investor Selling Shareholders	Strategic Investments Alpha and Strategic Investments B
JM Financial	JM Financial Limited
Monitoring Agency	[●]
Monitoring Agency Agreement	The agreement to be entered into between our Company and the Monitoring Agency
Mutual Fund Portion	5% of the Net QIB Portion or [●] Equity Shares which shall be available for allocation to Mutual Funds only on a proportionate basis, subject to valid Bids being received at or above the Offer Price
Mutual Funds	Mutual funds registered with SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996
Net Proceeds	Proceeds from the Fresh Issue less our Company's share of the Offer expenses. For further details regards the use of the Net Proceeds and the Offer expenses, see "*Objects of the Offer*" on page 81
Net QIB Portion	The portion of the QIB Portion less the number of Equity Shares Allotted to the Anchor Investors
Non-Institutional Bidders	All Bidders that are not QIBs or Retail Individual Bidders and who have Bid for Equity Shares, for an amount of more than ₹200,000 (but not including NRIs other than Eligible NRIs)
Non-Institutional Portion	The portion of the Offer being not less than 15% of the Offer comprising [●] Equity Shares which shall be available for allocation on a proportionate basis to Non-Institutional Bidders, subject to valid Bids being received at or above the Offer Price
Non-Resident	A person resident outside India, as defined under FEMA
Non-Resident Indians	A non-resident Indian as defined under the FEMA Rules
Offer	The initial public offer of up to [●] Equity Shares of face value of ₹10 each for cash at a price of ₹ [●] each (including a share premium of ₹[●] per Equity Share), aggregating up to ₹[●] million, comprising a Fresh Issue of up to [●] Equity Shares aggregating up to ₹2,000.00 million and an Offer for Sale of up to 1,998,981 Equity Shares by the Promoter Selling Shareholders, up to 4,157,783 Equity Shares by the Investor Selling Shareholders and up to 1,039,450 Equity Shares by the Other Selling Shareholders, aggregating up to ₹[●] million. Our Company, in consultation with the Lead Managers, may consider a Pre-IPO Placement. If the Pre-IPO Placement is completed, the Fresh Issue size will be reduced to the extent of such Pre-IPO Placement, subject to compliance with Rule 19(2)(b) of the SCRR.
Offer Agreement	The agreement dated September 30, 2021 entered into between our Company, the Selling Shareholders and the Lead Managers, pursuant to which certain arrangements are agreed to in relation to the Offer
Offer for Sale	Offer for sale of up to 7,196,214 Equity Shares by the Selling Shareholders aggregating up to ₹[●] million
Offer Price	The final price at which Equity Shares will be Allotted to ASBA Bidders in terms of the Red Herring Prospectus and the Prospectus. Equity Shares will be Allotted to Anchor Investors at the Anchor Investor Offer Price which will be decided by our Company and the Investor Selling Shareholders in consultation with the Lead Managers, in terms of the Red Herring Prospectus and the Prospectus. The Offer Price will be decided by our Company and the Investor Selling Shareholders, in consultation with the Lead Managers on the Pricing Date in accordance with the Book Building Process and the Red Herring Prospectus
Offer Proceeds	The proceeds of the Offer that will be available to our Company and the Selling Shareholders. For further details on the use of Offer Proceeds from the Fresh Issue, please see "*Objects of the Offer*" beginning on page 81

Term	Description
Offered Shares	Offer for Sale of up to: 1. 3,383,589 Equity Shares by Strategic Investments Alpha; 2. 1,698,458 Equity Shares by Hanmantrao Ramdas Gaikwad; 3. 774,194 by Strategic Investments B; 4. 500,000 Equity Shares by Vaishali Hanmantrao Gaikwad; 5. 300,523 Equity Shares by Umesh Gautam Mane; 6. 200,000 Equity Shares by Mohini Umesh Mane; 7. 67,000 Equity Shares by Dattatraya Ramdas Gaikwad; 8. 55,000 Equity Shares by Minaxi Jhaveri; 9. 50,000 Equity Shares by Suyash Outsourcing Private Limited; 10. 50,000 Equity Shares by Murugappan Alagappan; 11. 50,000 Equity Shares by Ranganthan Ramachandran; 12. 50,000 Equity Shares by Rajendra Mishra; 13. 11,550 Equity Shares by Dhanpal Arvind Jhaveri; 14. 2,000 Equity Shares by Darshan Jayantilal Rathod; 15. 2,000 Equity Shares by Ganesh Shripad Limaye; 16. 1,100 Equity Shares by Shriniwas Bhanaji Deshpande; 17. 500 Equity Shares by Akshay Pralhad Deodhar; 18. 150 Equity Shares by Anita Kanak Shah; 19. 100 Equity Shares by Grimant Shah; and 20. 50 Equity Shares by Pranav Teli
Pre-IPO Placement	A further issue of Equity Shares, including by way of a private placement, as may be permitted under applicable law to any other person(s), aggregating up to ₹400 million, prior to filing of the red herring prospectus with the RoC, at a price to be decided by the Company and the Investor Selling Shareholders, in consultation with the Lead Managers
Other Selling Shareholder(s)	Akshay Pralhad Deodhar, Anita Kanak Shah, Darshan Jayantilal Rathod, Dattatraya Ramdas Gaikwad, Dhanpal Arvind Jhaveri, Ganesh Shripad Limaye, Grimant Shah, Minaxi Jhaveri, Mohini Umesh Mane, Murugappan Alagappan, Pranav Teli, Ranganathan Ramachandran, Rajendra Mishra, Shriniwas Bhanaji Deshpande, Suyash Outsourcing Private Limited and Vaishali Hanmantrao Gaikwad
Price Band	The price band of a minimum price of ₹[●] per Equity Share (Floor Price) and the maximum price of ₹[●] per Equity Share (Cap Price) including revisions thereof. The Price Band and the minimum Bid Lot for the Offer will be decided by our Company and the Investor Selling Shareholders, in consultation with the Lead Managers and will be advertised at least two Working Days prior to the Bid/Offer Opening Date, in (i) [●] editions of [●] (a widely circulated English national daily newspaper), (ii) [●] editions of [●] (a widely circulated Hindi national daily newspaper) and (iii) [●] editions of [●],(a widely circulated Marathi national daily newspaper, Marathi being the regional language of Maharashtra, where the Registered Office of our Company is located) and shall be made available to the Stock Exchanges for the purpose of uploading on their websites
Pricing Date	The date on which our Company and the Investor Selling Shareholders, in consultation with the Lead Managers, will finalise the Offer Price
Promoter Selling Shareholders	Hanmantrao Ramdas Gaikwad and Umesh Gautam Mane
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 Offer Price that is determined at the end of the Book Building Process, the size of the Offer and certain other information including any addenda or corrigenda thereto
Public Offer Account	The 'no-lien' and 'non-interest bearing' account opened, in accordance with Section 40(3) of the Companies Act, with the Public Offer Bank to receive monies from the Escrow Account and the ASBA Accounts on the Designated Date
Public Offer Bank	The bank(s) with whom the Public Offer Account for collection of Bid Amounts from Escrow Accounts and ASBA Accounts will be opened on the Designated Date, in this case being [●]
QIB Portion	The portion of the Offer (including the Anchor Investor Portion) being not more than 50% of the Offer comprising [●] Equity Shares which shall be allotted to QIBs (including Anchor Investors), subject to valid Bids being received at or above the Offer Price or Anchor Investor Offer Price
QIBs, QIB Bidders or Qualified Institutional Buyers	The qualified institutional buyers as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations
Red Herring Prospectus or RHP	The red herring prospectus to be issued by our Company in accordance with Section 32 of the Companies Act, and the provisions of the SEBI ICDR Regulations, which will not have complete particulars of the price at which the Equity Shares will be offered and the size of the Offer, including any addenda or corrigenda thereto. The Red Herring Prospectus will be registered with the RoC at least three Working Days before the Bid/Offer Opening Date and will become the Prospectus upon filing with the RoC after the Pricing Date
Refund Account(s)	The 'No-lien' and 'non-interest bearing' account opened with the Refund Bank, from which refunds, if any, of the whole or part, of the Bid Amount to the Anchor Investors shall be made
Refund Bank(s)	A bank, which is a clearing member and registered with SEBI as a banker to an offer under the SEBI BTI Regulations and with whom the Refund Account will be opened, in this case being, [●]
Registered Brokers	The stock brokers registered with the stock exchanges having nationwide terminals, other than the members of the Syndicate and eligible to procure Bids from relevant Bidders in terms of SEBI circular

Term	Description
	number CIR/CFD/14/2012 dated October 4, 2012 issued by SEBI
Registrar to the Offer or Registrar	Link Intime India Private Limited
Registrar Agreement	The agreement dated September 29, 2021 entered into between our Company, the Selling Shareholders and the Registrar to the Offer, in relation to the responsibilities and obligations of the Registrar to the Offer pertaining to the Offer
Retail Individual Bidder(s), Retail Individual Investor(s), RII(s) or RIB(s)	Resident Indian individual Bidders submitting Bids, who have Bid for the Equity Shares for an amount not more than ₹200,000 in any of the bidding options in the Offer (including HUFs applying through their karta and Eligible NRIs)
Retail Portion	The portion of the Offer being not less than 35% of the Offer comprising [●] Equity Shares, which 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 Offer Price
Revision Form	The form used by Bidders to modify the quantity of the Equity Shares or the Bid Amount in any of their ASBA Form(s) or any previous Revision Form(s), as applicable. QIB Bidders and Non-Institutional Bidders are not allowed to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage. Retail Individual Bidders can revise their Bids during the Bid/Offer Period and withdraw their Bids until Bid/Offer Closing Date
RTAs or Registrar and Share Transfer Agents	The registrar and share transfer agents registered with SEBI and eligible to procure Bids from relevant Bidders at the Designated RTA Locations as per the lists available in the website of BSE and NSE and the UPI Circulars
Self-Certified Syndicate Bank(s) or SCSB(s)	The banks registered with SEBI, which offer the facility of ASBA services, (i) in relation to ASBA, where the Bid Amount will be blocked by authorising an SCSB, a list of which is available on the website of SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34 and updated from time to time and at such other websites as may be prescribed by SEBI from time to time, (ii) in relation to RIBs using the UPI Mechanism, a list of which is available on the website of SEBI at https://sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40 or such other website as may be prescribed by SEBI and updated from time to time. Applications through UPI in the Offer can be made only through the SCSBs mobile applications (apps) whose name appears on the SEBI website. A list of SCSBs and mobile application, which, are live for applying in public issues using UPI mechanism is provided as Annexure 'A' to the SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019. The said list is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43, as updated from time to time
Selling Shareholders	Promoter Selling Shareholders, Investor Selling Shareholders and Other Selling Shareholders, collectively
Share Escrow Agent	The share escrow agent to be appointed pursuant to the Share Escrow Agreement namely, [●]
Share Escrow Agreement	The share escrow agreement to be entered into between our Company, the Selling Shareholders and the Share Escrow Agent in connection with the transfer of Equity Shares under the Offer for Sale by the Selling Shareholders and credit of such Equity Shares to the demat accounts of the Allottees
Specified Locations	The Bidding centres where the Syndicate shall accept ASBA Forms from relevant Bidders, a list of which is available on the website of SEBI (www.sebi.gov.in), and updated from time to time
Sponsor Bank	[●], being a Banker to the Offer registered with SEBI, appointed by our Company to act as a conduit between the Stock Exchanges and NPCI in order to push the mandate collect requests and / or payment instructions of the RIBs using the UPI and carry out other responsibilities, in terms of the UPI Circulars
Syndicate or members of the Syndicate	The Lead Managers and the Syndicate Members
Syndicate Agreement	The syndicate agreement to be entered into between our Company, the Selling Shareholders, the Registrar and the members of the Syndicate in relation to collection of Bid cum Application Forms by the Syndicate
Syndicate Members	The intermediaries registered with SEBI who are permitted to carry out activities as an underwriter, namely [●]
Underwriters	[●]
Underwriting Agreement	The underwriting agreement to be entered into between our Company, the Selling Shareholders and the Underwriters, on or after the Pricing Date, but prior to filing the Prospectus with the RoC
UPI or UPI Mechanism	Unified payments interface which is an instant payment mechanism, developed by NPCI
UPI Circulars	SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 read with the circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, the circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, the circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 and the circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, the circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 and SEBI circular number SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021, SEBI circular number SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and any subsequent circulars or notifications issued by SEBI in this regard
UPI ID	ID created on the UPI for single-window mobile payment system developed by the NPCI
UPI Mandate Request	A request (intimating the RIB by way of a notification on the UPI linked mobile application as disclosed by SCSBs on the website of SEBI and by way of a SMS for directing the RIB to such UPI

Term	Description
	linked mobile application) to the RIB initiated by the Sponsor Bank to authorise blocking of funds in the RIB's bank account through the UPI application equivalent to Bid Amount and subsequent debit of funds in case of Allotment
UPI Mechanism	Bidding mechanism that may be used by an RIB in accordance with the UPI Circulars to make an ASBA Bid in the Offer
UPI PIN	Password to authenticate a UPI transaction
Wilful Defaulter	A company or person, as the case may be, categorised as a wilful defaulter by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the RBI and includes any company whose director or promoter is categorised as such
Working Day	All days on which commercial banks in Mumbai are open for business; provided however, with reference to (a) announcement of Price Band; and (b) Bid/Offer Period, the term Working Day shall mean all days, excluding Saturdays, Sundays and public holidays, on which commercial banks in Mumbai are open for business; and (c) the time period between the Bid/Offer 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 circulars issued by SEBI, including the UPI Circulars

Technical, Industry Related Terms or Abbreviations

Term	Description
AAI	Airports Authority of India
Adjusted EBITDA	Calculated as sum of EBITDA and one-time adjustments under impairment loss, balances written off and provision for expected credit loss
AICTE	All India Council for Technical Education
AMRUT	Atal Mission for Rejuvenation and Urban Transformation
APEMS	Andhra Pradesh Emergency Medical Services
ARAI	Automotive Research Association of India
ATM	Automated teller machine
BFSI	Banking, financial services and insurance
BPO	Business process outsourcing
CAGR	Compounded Annual Growth Rate (as a %): (End Year Value/ Base Year Value) ^ (1/No. of years between Base year and End year) –1 [^ denotes 'raised to']
CARE	Credit Analysis and Research Limited
CATS	Centralized Accident and Trauma Services
CQCBS	Combined quality cum cost-based selection
DDU GKY	Deen Dayal Upadhyay Gramin Kaushal Yojana
EBITDA	Earnings before interest, taxes, depreciation and amortization expenses; calculated as the sum of profit from continuing operations, tax expenses, finance costs, and depreciation and amortization expense
EBITDA Margin	EBITDA divided by total income/ revenue from operations (as applicable) from continuing operations
EMS	Emergency medical services
EPS	Earnings per share
FMCG	Fast moving consumer goods
FM	Facility management
FMS	Facility management services
GPS	Global positioning system
HAI	Hospital acquired infection
HVAC	Heating, ventilation and air conditioning
IECRS	Integrated emergency communication and response system
ISO	International Organization for Standardization
IT/ ITES	Information technology and information technology enabled services
IVR	Informerics Valuation and Rating Private Limited
LED	Light emitting diode
MSDE	Ministry of Skill Development and Entrepreneurship
NAPS	National Apprenticeship Promotion Scheme
NEEM	National Employability Enhancement Mission
Net Worth	Net Worth represents the sum of equity share capital and other equity (including non-controlling interest)
NHAI	National Highway Authority of India
NRLM	National Rural Livelihood Mission
NSDC	National Skill Development Corporation of India
OEMs	Original equipment manufacturers
OHSAS	Occupational Health and Safety Assessment Series
PMKVY	Pradhan Mantri Kaushal Vikas Yojana
PTMPP	Police Telecommunication of Madhya Pradesh Police
RE	Rural electrification works
ROCE	Return on capital employed; calculated by dividing the sum of profit before tax from continuing operations and finance costs by the sum of total equity and borrowings (where borrowings comprise secured term loans and financial lease obligations, unsecured loans, current borrowings and lease liabilities)

Term	Description
ROE	Return on equity; calculated by dividing profit after tax (excluding other comprehensive income and profit from discontinued operations) with the net worth
ROU	Right to use assets
RPL	Recognition of Prior Learning
SLA	Service level agreement
TIMS	Traffic incident emergency management system

Conventional and General Terms or Abbreviations

Term	Description
₹, Rs., Rupees or INR	Indian Rupees
AGM	Annual general meeting
AIF	Alternative Investment Fund as defined in and registered with SEBI under the SEBI AIF Regulations
AS or Accounting Standards	Accounting standards issued by the ICAI
Bn or bn	Billion
BSE	BSE Limited
Category I AIF	AIFs who are registered as “Category I Alternative Investment Funds” under the SEBI AIF Regulations
Category II AIF	AIFs who are registered as “Category II Alternative Investment Funds” under the SEBI AIF Regulations
Category III AIF	AIFs who are registered as “Category III Alternative Investment Funds” under the SEBI AIF Regulations
Category I FPIs	FPIs who are registered as “Category I foreign portfolio investors” under the SEBI FPI Regulations
Category II FPIs	FPIs who are registered as “Category II foreign portfolio investors” under the SEBI FPI Regulations
CDSL	Central Depository Services (India) Limited
CIN	Corporate Identity Number
Civil Code	The Code of Civil Procedure, 1908
CLRA Act	Contract Labour (Regulation and Abolition) Act, 1970
Companies Act	Companies Act, 2013, as applicable, along with the relevant rules made thereunder
Consolidated FDI Policy	Consolidated Foreign Direct Investment Policy notified by the DPIIT by way of circular bearing number DPIIT file number 5(2)/2020-FDI Policy dated October 15, 2020 effective from October 15, 2020
Depositories	NSDL and CDSL
Depositories Act	The Depositories Act, 1996
DIN	Director Identification Number
DP or Depository Participant	A depository participant as defined under the Depositories Act
DP ID	Depository Participant’s Identification
DPIIT	Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India (formerly known as Department of Industrial Policy and Promotion or DIPP)
CENVAT	Central Value Added Tax
EBIT	Earnings before interest and taxes
EBITDA	Earnings before interest, taxes, depreciation and amortisation
EGM	Extraordinary general meeting
EPS	Earnings per share
FDI	Foreign direct investment
FEMA 20(R) or FEMA Regulations 2017	Foreign Exchange Management (Transfer of Issue of Security by a Person Resident outside India) Regulations, 2017
FEMA	Foreign Exchange Management Act, 1999, read with rules and regulations thereunder
FEMA Rules	Foreign Exchange Management (Non-debt Instruments) Rules, 2019
Financial Year, Fiscal, Fiscal Year or FY	Unless stated otherwise, the period of 12 months ending March 31 of that particular year
FIPB	Foreign Investment Promotion Board, GoI
FIR	First information report
FPI	Foreign portfolio investors as defined under the SEBI FPI Regulations
FVCI	Foreign venture capital investors as defined and registered under the SEBI FVCI Regulations
GAAR	General anti-avoidance rules
Gazette	Gazette of India
GDP	Gross domestic product
GoI or Government	Government of India
GST	Goods and services tax
HUF(s)	Hindu Undivided Family(ies)
IBC	Insolvency and Bankruptcy Code, 2016
ICAI	The Institute of Chartered Accountants of India
ICSI	The Institute of Company Secretaries of India
IFRS	International Financial Reporting Standards
Income Tax Act	The Income-tax Act, 1961
Ind AS	Indian Accounting Standards as referred to in and notified under Section 133 of the Companies Act and the Companies (Indian Accounting Standards) Rules, 2015
India	Republic of India

Term	Description
Indian GAAP	Generally Accepted Accounting Principles in India
Industrial Disputes Act	Industrial Disputes Act, 1947
IPO	Initial public offering
IRDAI	Insurance Regulatory and Development Authority of India
IST	Indian Standard Time
IT	Information Technology
KYC	Know Your Customer
Listing Agreement	Listing Agreement to be entered amongst our Company with the Stock Exchanges
MCA	Ministry of Corporate Affairs, Government of India
MCLR	Marginal cost of funds-based lending rate
MHA	Ministry of Home Affairs, GoI
Minimum Wages Act	The Minimum Wages Act, 1948
Mn or mn	Million
NACH	National Automated Clearing House
NAV	Net Asset Value
NEFT	National Electronic Fund Transfer
Negotiable Instruments Act	Negotiable Instruments Act, 1881
NPCI	National Payments Corporation of India
NR	Non-Resident
NRI	A person resident outside India, who is a citizen of India or a person of Indian origin, and shall have the meaning ascribed to such term in the Foreign Exchange Management (Deposit) Regulations, 2000
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited
OCB or Overseas Corporate Body	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts, in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003 and immediately before such date had taken benefits under the general permission granted to OCBs under FEMA. OCBs are not allowed to invest in the Offer
p.a.	Per annum
P/E Ratio	Price to Earnings Ratio
PAN	Permanent account number
PSARA	The Private Security Agencies (Regulation) Act, 2005
PAT	Profit After Tax
Payment of Gratuity Act	The Payment of Gratuity Act, 1972
RBI	Reserve Bank of India
RBI Act	Reserve Bank of India Act, 1934
Regulation S	Regulation S under the U.S. Securities Act
RTGS	Real Time Gross Settlement
Rule 144A	Rule 144A under the U.S. Securities Act
SCRA	Securities Contracts (Regulation) Act, 1956
SCRR	Securities Contracts (Regulation) Rules, 1957
SEBI	Securities and Exchange Board of India constituted under the SEBI Act
SEBI Act	Securities and Exchange Board of India Act, 1992
SEBI AIF Regulations	Securities and Exchange Board of India (Alternative Investments Funds) Regulations, 2012
SEBI BTI Regulations	Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019
SEBI FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000
SEBI ICDR Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018
SEBI Listing Regulations	Securities and Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015
SEBI Merchant Bankers Regulations	Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992
SEBI Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
Stamp Act	The Indian Stamp Act, 1899
State Government	The government of a state in India
Stock Exchanges	BSE and NSE
STT	Securities Transaction Tax
Systemically Important NBFC	Systemically important non-banking financial company as defined under Regulation 2(1)(iii) of the SEBI ICDR Regulations
TAN	Tax deduction account number
U.S., USA or United States	United States of America
U.S. QIBs	“Qualified institutional buyers” as defined in Rule 144A under the U.S. Securities Act. For the avoidance of doubt, the term “U.S. QIBs” does not refer to a category of institutional investor defined under applicable Indian regulations and referred to in this Draft Red Herring Prospectus as QIBs
U.S. Securities Act	U.S. Securities Act of 1933, as amended
USD or US$	United States Dollars
VCFs	Venture Capital Funds as defined in and registered with SEBI under the SEBI VCF Regulations

CERTAIN CONVENTIONS, PRESENTATION OF FINANCIAL, INDUSTRY AND MARKET DATA

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 Government of India, central or state, as applicable.

All references to the "US", "USA" or "United States" are to the United States of America and its territories and possessions.

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.

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

Financial Data

Unless stated otherwise, the financial information and financial ratios in this Draft Red Herring Prospectus have been derived from our Restated Financial Statements. For further details, see "*Financial Information*" on page 192.

Our Company's financial year commences on April 1st and ends on March 31st of the next year. Accordingly, all references to a particular financial year, unless stated otherwise, are to the 12 month period ended on March 31st of that year.

Our Company's restated consolidated financial statements of assets and liabilities as at and for the Financial Years ended March 31, 2021, March 31, 2020 and March 31, 2019 and our restated consolidated statements of profit and loss and cash flow for the Financial Years ended March 31, 2021, March 31, 2020 and March 31, 2019, together with the annexures and notes thereto and the examination report, thereon, have been prepared and presented in accordance with Ind AS, in each case restated in accordance with the requirements of Section 26 of the Companies Act, the SEBI ICDR Regulations and the Guidance Note on "Reports in Company Prospectuses (Revised 2019)" issued by ICAI.

There are significant differences between Ind AS, Indian GAAP, U.S. GAAP and IFRS. Our Company does not provide reconciliation of its financial information to IFRS or U.S. GAAP. Our Company has not attempted to explain those differences or quantify their impact on the financial data included in this Draft Red Herring Prospectus and it is urged that you consult your own advisors regarding such differences and their impact on our financial data. Accordingly, the degree to which the financial information included in this Draft Red Herring Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting policies and practices, the Companies Act, Ind AS, the Indian GAAP and the SEBI ICDR Regulations. Any reliance by persons not familiar with Indian accounting policies and practices on the financial disclosures presented in this Draft Red Herring Prospectus should, accordingly, be limited. For risks relating to significant differences between Ind AS, Indian GAAP and other accounting principles, see "*Risk Factors – 65. Significant differences exist between Ind AS and other accounting principles, such as Indian GAAP, US GAAP and IFRS, which investors may be more familiar with and may consider material to their assessment of our financial condition*" on page 48.

Unless the context otherwise indicates, any percentage amounts, relating to the financial information of our Company in the sections "*Risk Factors*", "*Our Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" beginning on pages 21, 135 and 275, respectively, and elsewhere in this Draft Red Herring Prospectus have been calculated on the basis of our Restated Financial Statements.

Currency and Units of Presentation

All references to:

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

Our Company has presented certain numerical information in this Draft Red Herring Prospectus in "million" units. One million represents '10 lakhs' or '1,000,000' and one billion represents '1,000 million' or '10,000 lakhs' or '1,000,000,000'.

However, where any figures that may have been sourced from third-party industry sources are expressed in denominations other than millions, such figures appear in this Draft Red Herring Prospectus expressed in such denominations as provided in their respective sources.

In this Draft Red Herring Prospectus, any discrepancies in any table between the total and the sums of the amounts listed are due to rounding off. All figures derived from our Restated Financial Statements in decimals have been rounded off to the second decimal and all percentage figures have been rounded off to two decimal places. However, where any figures may have been sourced from third-party industry sources, such figures may be rounded off to such number of decimal places as provided in such respective sources.

Exchange Rates

This Draft Red Herring Prospectus contains conversion of certain other currency amounts into Indian Rupees that have been presented solely to comply with the SEBI ICDR Regulations. These conversions should not be construed as a representation that these currency amounts could have been, or can be converted into Indian Rupees, at any particular rate, or at all.

The following table sets forth, for the periods indicated, information with respect to the exchange rate between the Rupee and the US$:

(Amount in ₹, unless otherwise specified)

Currency	As on March 31, 2021	As on March 31, 2020	As on March 31, 2019
1 US$	73.50	75.39	69.17

Source: www.fbil.org.in and www.rbi.org.in

** Exchange rate as on March 29, 2019, as FBIL reference rate is not available for March 31, 2019 and March 30, 2019 being a Sunday and Saturday, respectively.*

Industry and Market Data

Unless stated otherwise, industry and market data used in this Draft Red Herring Prospectus has been obtained or derived from the report entitled "Assessment of Facility Management Services Market in India", dated September 11, 2021 prepared by Frost & Sullivan ("**F&S Report**") appointed by our Company on April 8, 2021, which has been exclusively commissioned and paid for by our Company and publicly available information as well as other industry publications and sources. The F&S Report has been prepared at the request of our Company. Further, Frost & Sullivan, *vide* their letter dated September 24, 2021 has accorded their no objection and consent to use the F&S Report and confirmed that they do not have any relationship with our Company, our Directors, our Promoters, or our management.

Industry publications generally state that the information contained in such publications has been obtained from publicly available documents from various sources believed to be reliable but their accuracy and completeness are not guaranteed and their reliability cannot be assured. Accordingly, no investment decisions should be based on such information. We believe the industry and market data used in this Draft Red Herring Prospectus is reliable and may have been re-classified by us for the purposes of presentation. Data from these sources may also not be comparable. For details in relation to the risks involving the F&S Report, please see "*Risk Factors – 59. Industry information included in this Draft Red Herring Prospectus has been derived from an industry report exclusively commissioned and paid for by our Company for such purpose. There can be no assurance that such third-party statistical, financial and other industry information is either complete or accurate*." on page 46. Industry sources and publications are also prepared based on information as at specific dates and may no longer be current or reflect current trends. Industry sources and publications may also base their information on estimates and assumptions that may prove to be incorrect.

The extent to which the market and industry data used in this 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 business of our Company is conducted, and methodologies and assumptions may vary widely among different industry sources.

In accordance with the SEBI ICDR Regulations, the section "*Basis for Offer Price*" beginning on page 86 includes information relating to our peer group companies. Such information has been derived from publicly available sources. No investment decision should be made solely on the basis of such information.

Such industry and market data involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those disclosed in the section "*Risk Factors*" beginning on page 21.

NOTICE TO PROSPECTIVE INVESTORS IN THE UNITED STATES

The Equity Shares have not been recommended by any U.S. federal or state securities commission or regulatory authority. Furthermore, the foregoing authorities have not confirmed the accuracy or determined the adequacy of this Draft Red Herring Prospectus or approved or disapproved the Equity Shares. Any representation to the contrary is a criminal offence in the United States. In making an investment decision, investors must rely on their own examination of our Company and the terms of the Offer, including the merits and risks involved. The Equity Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended or any other applicable law of the United States and, unless so registered, may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, the Equity Shares are being offered and sold (a) in the United States only to persons reasonably believed to be "qualified institutional buyers" (as defined in Rule 144A under the U.S. Securities Act) in reliance on Rule 144A or another available exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act, and (b) outside the United States in offshore transactions as defined in and in compliance with Regulation S and the applicable laws of the jurisdiction where those offers and sales are made.

FORWARD-LOOKING STATEMENTS

This Draft Red Herring Prospectus contains certain "forward-looking statements". These forward-looking statements generally can be identified by words or phrases such as "aim", "anticipate", "believe", "expect", "estimate", "intend", "likely to", "objective", "plan", "propose", "project", "seek to", "will", "will continue", "will pursue" or other words or phrases of similar import. Similarly, statements regarding our expected financial condition, results of operations and business are forward looking statements, which include statements that describe our strategies, objectives, plans, prospects or goals are also forward-looking statements that are not historical facts. All forward-looking statements are subject to risks, uncertainties, expectations and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement.

These forward-looking statements, whether made by us or a third-party, are based on our current plans, estimates, presumptions and expectations and actual results may differ materially from those suggested by such forward-looking statements. All forward-looking statements are subject to risks, uncertainties and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement.

Actual results may differ materially from those suggested by forward-looking statements due to risks or uncertainties associated with expectations relating to, but not limited to, regulatory changes pertaining to the industries in India in which we operate and our ability to respond to them, our ability to successfully implement our strategy, our growth and expansion, technological changes, our exposure to market risks, general economic and political conditions in India which have an impact on its business activities or investments, the monetary and fiscal policies of India, inflation, deflation, unanticipated turbulence in interest rates, foreign exchange rates, equity prices or other rates or prices, the performance of the financial markets in India and globally, changes in domestic laws, regulations and taxes and changes in competition in the industries in which we operate and any incidences of natural calamities and/or acts of violence.

Certain important factors that could cause actual results to differ materially from our expectations include, but are not limited to, the following:

- The continuing impact of the COVID-19 pandemic on our business and operations is uncertain and it may be significant and continue to have an adverse effect on our business, operations and our future financial performance.

- We are subject to several labour legislations and regulations governing welfare, benefits and training of our employees. Any increase in wage and training costs could adversely affect our business, financial condition and cash flows.

- Our reputation, brand or profitability may be adversely affected by various operational risks.

- Any errors or defects in our service or inability to meet expected or agreed service standards within agreed timelines, may lead to claims, deductions, penalties and termination of service, which may adversely affect revenues or future business prospects.

- We have a large workforce deployed across workplaces and client 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 do not own the trademark for the "BVG" logo, and our inability to use or the improper use of the "BVG" logo or any failure to protect or enforce our intellectual property rights could materially and adversely affect our business, financial condition and results of operations.

- We are exposed to additional risks associated with engaging with government institutions and public sector undertakings including program funding and delayed payments that could materially and adversely affect our business, results of operations, financial position and cash flows.

- Our inability to attract, train and retain our employees could have an adverse impact on our growth, business and financial condition.

- We are subject to risks associated with our contracts, including constraints in correctly assessing pricing terms, employee costs and other financial obligations, the increased complexity of our contracts and the potential early termination or change of scope of contracts by clients.

- We are party to several litigations initiated by our former or current employees. If any decisions in pending cases are against us, it could adversely affect our business, financial condition and cash flows. Further, if any of our employees unionize, we may be subject to industrial unrest, slowdowns and increased wage costs.

For details regarding factors that could cause actual results to differ from expectations, please see "*Risk Factors*", "*Our Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" beginning on pages 21, 135 and 275, respectively. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual gains or losses could materially differ from those that have been estimated.

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

Forward-looking statements reflect 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 our management's beliefs and assumptions, which in turn are based on currently available information. Although we believe the assumptions upon which these forward-looking statements are based are reasonable, any of these assumptions could prove to be inaccurate, and the forward-looking statements based on these assumptions could be incorrect. Neither our Company, our Directors, the Selling Shareholders, the Syndicate nor any of their respective affiliates have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition. In accordance with the SEBI ICDR Regulations, our Company and the Lead Managers will ensure that the Bidders in India are informed of material developments from the date of the Red Herring Prospectus until the date of Allotment.

In accordance with requirements of SEBI and as prescribed under applicable law, the Selling Shareholders shall, severally and not jointly, ensure that the Bidders in India are informed of material developments, in relation to statements and undertakings specifically undertaken or confirmed by the respective Selling Shareholders in relation to itself and the Offered Shares in this Draft Red Herring Prospectus until the time of the grant of listing and trading permission by the Stock Exchanges for the Offer. Only statements and undertakings which are specifically confirmed or undertaken by the Selling Shareholders, as the case may be, in this Draft Red Herring Prospectus shall be deemed to be statements and undertakings made by the Selling Shareholders.

SUMMARY OF THIS DRAFT RED HERRING PROSPECTUS

The following is a general summary of the terms of the Offer and is not exhaustive, nor does it purport to contain a summary of all the disclosures in this Draft Red Herring Prospectus or all details relevant to prospective investors. This summary should be read in conjunction with, and is qualified in its entirety by, the more detailed information appearing elsewhere in this Draft Red Herring Prospectus, including "Risk Factors", "The Offer", "Capital Structure", "Objects of the Offer", "Industry Overview", "Our Business", "Offer Procedure", "Outstanding Litigation and Material Developments" and "Description of Equity Shares and Terms of Articles of Association" beginning on pages 21, 55, 70, 81, 92, 135, 346, 311 and 363, respectively.

Summary of our primary business

We are one of India's largest integrated services companies (*Source: F&S Report*) with more than 54,000 employees as of June 30, 2021. We offer a wide range of integrated services including soft services such as mechanized housekeeping, industrial housekeeping, manpower supply, security services and janitorial services, hard services such as electro-mechanical works and highway maintenance, and specialized services such as paint-shop cleaning and logistics management. We offer these services to a diverse base of clients operating across sectors including industrial and consumer sector, transport and transit infrastructure sector, hospitals and healthcare sector, and to government establishments.

Summary of Industry

The outlook of facility management services in India is optimistic due to rising awareness of associated benefits of using facility management services among end users and need for improved safety, comfort and professional maintenance of assets. The facility management market in India is estimated to grow at a CAGR of 27.0% between Fiscal 2021 and Fiscal 2023. Majority of the growth is expected from commercial, retail and industrial sectors. In addition, increasing preference for professional facility management in the residential sector coupled incidence of high rise residences that require facility management solutions is expected to drive growth. (*Source: F&S Report*)

Our Promoters

Our Promoters are Hanmantrao Ramdas Gaikwad and Umesh Gautam Mane.

Offer Size

Offer	Up to [●] Equity Shares aggregating up to ₹[●] million
of which	
Fresh Issue(1)#	Up to [●] Equity Shares aggregating up to ₹2,000.00 million
Offer for Sale(2)	Up to 7,196,214 Equity Shares aggregating up to ₹[●] million by the Selling Shareholders

Our Company in consultation with the Lead Managers, may consider a Pre-IPO Placement. If the Pre-IPO Placement is completed, the Fresh Issue size will be reduced to the extent of such Pre-IPO Placement, subject to compliance with Rule 19(2)(b) of the SCRR.

(1) *The Offer has been authorized by a resolution of our Board dated July 4, 2020 and a special resolution of our Shareholders dated July 30, 2020.*

(2) *The Selling Shareholders, severally and not jointly, specifically confirm that the respective portion of their Offered Shares are eligible for being offered in the Offer for Sale in terms of Regulation 8 of SEBI ICDR Regulations. The Selling Shareholders have consented to include their respective Offered Shares, pursuant to their consent letters. For details of authorizations received for the Offer for Sale, please see the section entitled "Other Regulatory and Statutory Disclosures" on 323.*

Objects of the Offer

The Net Proceeds are proposed to be used in accordance with the details provided in the following table:

Particulars	Amount (In ₹ million)
Repayment of certain borrowings of our Company	1,800.00
General corporate purposes*	[●]
Total	**[●]****

* *The amount utilised for general corporate purposes shall not exceed 25% of the Net Proceeds. Further such amount shall be determined on basis of the Offer Price and updated in the Prospectus prior to filing with the RoC*

** *To be determined on finalization of the Offer Price and updated in the Prospectus prior to the filing with the RoC.*

Pre-Offer Shareholding of Promoters and Promoter Group

S. No.	Category of Shareholders	Pre-Offer		
		No. of Equity Shares of face value ₹10 each	% of total paid up Equity Share capital	% of total paid up Equity Share capital on a fully diluted basis
1.	*Promoters*			
	Hanmantrao Ramdas Gaikwad	14,026,889^	51.90	52.64
	Umesh Gautam Mane	1,949,092	7.58	7.32
	Total	**15,975,981**	**59.48**	**59.96**
2.	*Promoter Group*			
	Vaishali Hanmantrao Gaikwad	768,603	2.99	2.88
	Vikas Vyankat Nipane	596,180	2.32	2.24

S. No.	Category of Shareholders	Pre-Offer		
		No. of Equity Shares of face value ₹10 each	% of total paid up Equity Share capital	% of total paid up Equity Share capital on a fully diluted basis
	Dattatraya Ramdas Gaikwad	369,952	1.44	1.39
	Mohini Umesh Mane	200,000	0.78	0.75
	Total	**1,934,735**	**7.53**	**7.26**

Pre-Offer Shareholding of the Selling Shareholders

S. No.	Category of Shareholders	Pre-Offer		
		No. of Equity Shares of face value ₹10 each	% of total paid up Equity Share capital	% of total paid up Equity Share capital on a fully diluted basis
1.	Hanmantrao Ramdas Gaikwad	14,026,889^	51.90	52.64
2.	Strategic Investments Alpha	5,832,873#	21.89	21.89
3.	Umesh Gautam Mane	1,949,092	7.58	7.32
4.	Strategic Investments B	1,334,600#	5.01	5.01
5.	Vaishali Hanmantrao Gaikwad	768,603	2.99	2.88
6.	Dattatraya Ramdas Gaikwad	369,952	1.44	1.39
7.	Mohini Umesh Mane	200,000	0.78	0.75
8.	Suyash Outsourcing Private Limited	188,145	0.73	0.71
9.	Murugappan Alagappan	137,830	0.54	0.52
10.	Rajendra Mishra	110,000	0.43	0.41
11.	Ranganathan Ramachandran	105,250	0.41	0.39
12.	Minaxi Jhaveri (jointly with Anish Jhaveri)	55,000	0.21	0.21
13.	Dhanpal Arvind Jhaveri	11,550	0.04	0.04
14.	Ganesh Shripad Limaye	3,300	0.01	0.01
15.	Shriniwas Bhanaji Deshpande (jointly with Padmaja Deshpande)	2,200	0.01	0.01
16.	Darshan Jayantilal Rathod	2,000	0.01	0.01
17.	Akshay Pralhad Deodhar	1,100	Negligible	Negligible
18.	Anita Kanak Shah (jointly with Kanak Narpatlal Shah)	150	Negligible	Negligible
19.	Grimant Shah (jointly with Shilpa Shah)	100	Negligible	Negligible
20.	Pranav Teli	50	Negligible	Negligible
Total		**25,098,684**	**93.98**	**94.19**

^Assuming conversion of 682,977 OCDs held by Hanmantrao Ramdas Gaikwad to 682,977 Equity Shares.
 # Assuming conversion of 12,072,804 CCPS held by Strategic Investments Alpha to 204,624 Equity Shares and 2,762,335 CCPS held by Strategic Investments B to 46,819 Equity Shares.

Summary of Restated Financial Statements

(in ₹ million)

Particulars	Financial Year		
	2021	2020	2019
Equity Share Capital	257.10	257.10	257.10
Instruments entirely equity in nature (representing Compulsory Convertible Preference Share capital)	148.35	148.35	148.35
Total equity	7,811.32	6,994.92	5,804.86
Revenue (total income)	16,745.82	19,404.31	18,298.45
Profit after tax	861.01	1,225.04	845.17
Profit attributable to non-controlling interest	2.14	(0.80)	(0.38)
Share of profit/ (loss) of associate (net)	(0.53)	(1.07)	(0.08)
Other comprehensive income (net of taxes)	(44.08)	(33.16)	(27.28)
Total comprehensive income for the period / year	818.54	1,190.01	817.43
Earnings per share (basic and diluted)			
- Basic	33.16	47.19	32.55
- Diluted	32.31	45.98	31.72
Net asset value per equity share*	303.82	272.07	225.78
Total borrowings (including lease liability)	5,472.83	6,215.12	5,836.29

**Net asset value per equity share (₹): Net assets at the end of the year/period divided by total number of weighted average equity shares outstanding at theend of the year/period.*

Auditor Qualifications which have not been given effect to in the Restated Financial Statements

The Restated Financial Statements do not contain any qualifications by the Statutory Auditors.

Summary of Outstanding Litigation

A summary of outstanding litigation proceedings involving our Company, our Promoters and our Directors, as on the date of this Draft Red Herring Prospectus, is provided below. There are no outstanding litigation proceedings involving our Subsidiaries.

Litigation involving our Company

Type of proceeding	**Number of cases**	**Amount, to the extent quantifiable *(₹ million)***
Civil	7	1,006.68*
Criminal	18	16.69
Regulatory/statutory actions	55	46.29
Tax	12	1,841.14
Other matters	Nil	Nil

Note: The amounts indicated above are approximate amounts and have been disclosed to the extent ascertainable.
**This includes a counter claim amounting to ₹ 6.93 million filed by our Company against Barshi Municipal Council. For details, see "Outstanding Litigation and Material Developments – Litigation involving our Company – Litigation filed against our Company – Civil cases" on page 314.*

Litigation involving our Directors

Type of proceeding	**Number of cases**	**Amount, to the extent quantifiable *(₹ million)***
Civil	1	402.41
Criminal	9	35.00
Regulatory/statutory actions	1	Nil
Tax	Nil	Nil
Other matters	Nil	Nil

Note: The amounts indicated above are approximate amounts and have been disclosed to the extent ascertainable.

Litigation involving our Promoters

Type of proceeding	**Number of cases**	**Amount, to the extent quantifiable *(₹ million)***
Civil	1	402.41
Criminal	7	35.00
Regulatory/statutory actions	1	Nil
Tax	Nil	Nil
Other matters	Nil	Nil

Note: The amounts indicated above are approximate amounts and have been disclosed to the extent ascertainable.

For further details of the outstanding litigation proceedings, please see "*Outstanding Litigation and Material Developments*" on page 311.

Risk Factors

For details in relation to certain risks applicable to us, see "*Risk Factors*" beginning on page 21.

Summary of Contingent Liabilities of our Company

As of March 31, 2021, our contingent liabilities as provided for in our Restated Financial Statements are as follows:

(*in ₹ million*)

Particulars	**As of March 31, 2021**
Contingent liabilities	
Guarantees extended by group	35.50
Employee dues on account of amendment to Payment of Bonus Act, 1965	57.52
Service tax claims (excluding interest and penalty)	796.51
Value added tax claims (excluding interest and penalty)	34.26
Total	923.79

For details, see "*Restated Financial Statements – Notes to Restated Consolidated Financial Statements – Annexure V – Note 30. Contingent liabilities and commitments, as restated - Contingent liabilities*" on page 241.

Summary of Related Party Transactions and Balances

(in ₹ millions)

Nature of Transaction	**Financial Year**		
	2021	**2020**	**2019**
Compensation paid to Key Management Personnel and their relatives#			
Hanmantrao Ramdas Gaikwad	7.61	7.82	7.80

Umesh Gautam Mane	18.10	14.10	10.20
Ganesh Shripad Limaye	-	0.87	3.50
Swapnali Dattatraya Gaikwad	2.34	2.42	1.20
Vaishali Hanmantrao Gaikwad	6.64	6.82	-
Dattatraya Ramdas Gaikwad	3.73	3.80	-
Mohini Umesh Mane	0.29	0.76	-
Akshay Pralhad Deodhar	-	-	2.02
Niraj Kedia	2.23	6.22	1.46
Manoj Jain	4.91	-	-
Rajni Ramchand Pamnani	2.64	1.90	2.33
Total	**48.49**	**44.71**	**28.51**
#*The amounts do not include retirement benefits estimated based on actuarial valuation and not allocable to a specific employee.*			
Capital advance paid			
Satara Mega Food Park Private Limited	-	**136.31**	**99.26**
Advance to others paid			
BVG Clean Energy Limited	-	**0.20**	**0.02**
Rent paid			
Umesh Gautam Mane	-	-	**0.85**
Rent payable			
Umesh Gautam Mane	**0.11**	**0.11**	**0.11**
Sale of services			
Bharat Vikas Pratishthan	0.09	36.30	43.60
BVG Security Services Private Limited	-	-	64.15
BVG Jal Private Limited (formerly known as Hilltop Developers Limited)	-	-	1.11
BVG Life Sciences Limited	3.87	3.52	9.77
BVG Hitech Agro Limited (formerly known as BVG Sugars Limited)	-	-	2.26
Livestock and Crop Registry India Limited	-	-	12.98
Satara Mega Food Park Private Limited	1.23	5.82	30.58
Aadiarya Agrotech Services LLP (formerly known as BVG Agrotech Services LLP)	-	1.23	1.56
BVG-UKSAS EMS Private Limited	-	114.90	471.80
BVG Clean Energy Limited	9.01	-	-
BVG Agrotech Private Limited	0.72		
Total	**14.92**	**161.77**	**637.81**
Purchases of goods and services			
BVG Life Sciences Limited	5.37	0.05	0.76
Intertech Electro Controls Private Limited	-	-	14.50
BVG Jal Private Limited (formerly known as Hilltop Developers Limited)	-	0.01	0.28
BVG Health Food Private Limited	0.06	11.62	-
Satara Mega Food Park Private Limited	0.01	0.21	-
Total	**5.44**	**11.89**	**15.54**
Trade Receivables			
BVG Krystal Joint Venture	2.86	2.86	2.86
Bharat Vikas Pratishthan	3.51	6.20	8.11
BVG Hitech Agro Limited (formerly known as BVG Sugars Limited)	8.56	8.56	8.78
BVG Security Services Private Limited	4.13	5.80	5.91
BVG Life Sciences Limited	15.28	11.22	9.71
Satara Mega Food Park Private Limited	22.76	25.33	18.74
BVG-UKSAS EMS Private Limited	813.65	808.94	702.76
Livestock and Crop Registry India Limited	-	-	28.04
Intertech Electro Controls Private Limited	44.94	22.76	42.20
Aadiarya Agrotech Services LLP (formerly known as BVG Agrotech Services LLP)	0.52	1.56	0.54
BVG Clean Energy Limited	14.68	4.86	4.86
BVG Health Food Private Limited	0.56	-	-
BVG Agrotech Private Limited	0.75	-	-
Total	**932.20**	**898.09**	**832.51**

Trade payables			
BVG Energy Efficiency Private Limited	36.17	36.97	62.91
BVG Clean Technologies Limited	1.26	1.26	0.50
BVG Jal Private Limited (formerly known as Hilltop Developers Limited)	0.07	0.16	0.49
BVG Health Food Private Limited	0.06	-	-
BVG Life Sciences Limited	1.91	-	-
Total	**39.47**	**38.39**	**63.90**
Remuneration payable			
Hanmantrao Ramdas Gaikwad	0.59	0.45	0.48
Umesh Gautam Mane	0.14	0.74	0.62
Swapnali Dattatray Gaikwad	0.76	0.60	0.24
Vaishali Hanmantrao Gaikwad	0.53	0.36	-
Dattatraya Ramdas Gaikwad	0.41	0.19	-
Mohini Umesh Mane	-	0.06	-
Manoj Jain	0.58	-	-
Rajni Ramchand Pamnani	0.76	0.11	0.22
Niraj Kedia	-	0.39	0.44
Total	**3.77**	**2.90**	**2.00**
Capital Advance			
Satara Mega Food Park Private Limited	**159.47**	**235.57**	**99.26**
Advance to Suppliers			
BVG Hitech Agro Limited (formerly known as BVG Sugars Limited)	64.56	63.62	54.51
Intertech Electro Controls Private Limited	-	1.18	-
BVG-UKSAS EMS Private Limited	-	8.23	-
BVG Life Sciences Limited	9.25	1.96	-
BVG Clean Energy Limited	6.77	-	-
BVG Health Food Private Limited	6.60	-	-
Total	**87.18**	**74.99**	**54.51**
Advance to Others			
Intertech Electro Controls Private Limited	20.71	20.60	-
BVG Clean Energy Limited	18.24	18.29	18.09
Total	**38.95**	**38.89**	**18.09**
Deposits receivable			
BVG Hitech Agro Limited (formerly known as BVG Sugars Limited)	24.00	24.00	24.00
BVG Krystal Joint Venture	20.98	20.98	20.98
Total	**44.98**	**44.98**	**44.98**
Unbilled Revenue			
Bharat Vikas Pratishthan	-	0.03	6.91
BVG Security Services Private Limited	-	-	5.86
Satara Mega Food Park Private Limited	0.12	7.52	2.94
BVG Life Sciences Limited	-	-	1.03
BVG Jal Private Limited (formerly known as Hilltop Developers Limited)	-	-	0.13
Aadiarya Agrotech Services LLP (formerly known as BVG Agrotech Services LLP)	-	3.08	-
BVG-UKSAS EMS Private Limited	-	-	47.09
Total	**0.12**	**10.63**	**63.96**
Guarantees given by the Company			
BVG Krystal Joint Venture	**35.50**	**35.50**	**35.50**
Borrowings from Key Management Personnel and their relatives			
Hanmantrao Ramdas Gaikwad	**1.84**	**1.57**	**1.34**

For details of the related party transactions and as reported in the Restated Financial Statements, please see "*Restated Financial Statements – Notes to Restated Consolidated Financial Statements – Annexure V – Note 33. Related Party Transactions, as restated*" on page 243.

Issuances of Equity Shares made in the last one year for consideration other than cash

Our Company has not issued any Equity Shares for consideration other than cash in the one year preceding the date of filing this Draft Red Herring Prospectus.

Weighted average price at which the Equity Shares were acquired by our Promoters and the Selling Shareholders in the one year preceding the date of this Draft Red Herring Prospectus

None of our Promoters or the Selling Shareholders acquired any Equity Shares in the one year preceding the date of filing this DRHP.

Average Cost of Acquisition

The average cost of acquisition per Equity Share to our Promoters and the Selling Shareholders, as on the date of this Draft Red Herring Prospectus is:

Sl. No.	Name	Number of Equity Shares held	Average cost of Acquisition per Equity Share (in ₹)
1.	Hanmantrao Ramdas Gaikwad*	13,343,912	0.42
2.	Strategic Investments Alpha	5,628,249	214.82
3.	Umesh Gautam Mane	1,949,092	Nil
4.	Strategic Investments B	1,287,781	214.82
5.	Vaishali Hanmantrao Gaikwad	768,603	42.55
6.	Dattatraya Ramdas Gaikwad	369,952	Nil
7.	Mohini Umesh Mane	200,000	Nil
8.	Suyash Outsourcing Private Limited	188,145	Nil
9.	Murugappan Alagappan	137,830	36.27
10.	Rajendra Mishra	110,000	89.64
11.	Ranganathan Ramachandran	105,250	Nil
12.	Minaxi Jhaveri (jointly with Anish Jhaveri)	55,000	10.00
13.	Dhanpal Arvind Jhaveri	11,550	0.26
14.	Ganesh Shripad Limaye	3,300	Nil
15.	Shriniwas Bhanaji Deshpande (jointly with Padmaja Deshpande)	2,200	36.36
16.	Darshan Jayantilal Rathod	2,000	300.00
17.	Akshay Pralhad Deodhar	1,100	36.36
18.	Anita Kanak Shah (jointly with Kanak Narpatlal Shah)	150	1,350.00
19.	Grimant Shah (jointly with Shilpa Shah)	100	1,100.00
20.	Pranav Teli	50	1,100.00

** One of the demat transfer slips in relation to the transfer of 500 Equity Shares to our Promoter, Hanmantrao Ramdas Gaikwad, is unavailable. See the section titled "Risk Factors – 5. Some of our corporate records are not traceable" on page 25. The average cost of acquisition for Hanmantrao Ramdas Gaikwad has been calculated taking the said transfer into account.*

Size of the pre-IPO placement and allottees

Our Company in consultation with the Lead Managers, may consider a private placement of Equity Shares, as may be permitted under applicable law to any person(s), aggregating up to ₹400 million, prior to filing of the Red Herring Prospectus with the RoC, at a price to be decided by the Company and the Investor Selling Shareholders, in consultation with the Lead Managers ("**Pre-IPO Placement**"). If the Pre-IPO Placement is completed, the Fresh Issue size will be reduced to the extent of such Pre-IPO Placement, subject to compliance with Rule 19(2)(b) of the SCRR.

Financing Arrangements

There have been no financing arrangements whereby our Promoters, members of our Promoter Group, our Directors 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 relevant financing entity) during a period of six months immediately preceding the date of filing of this Draft Red Herring Prospectus.

Split/Consolidation of Equity Shares in last one year

Our Company has not undertaken a split or consolidation of the Equity Shares in the one year preceding the date of this Draft Red Herring Prospectus.

SECTION II: RISK FACTORS

An investment in equity shares involves a high degree of risk. Potential investors should carefully consider all the information in the Draft Red Herring Prospectus, including the risks and uncertainties described below, before making an investment in the Equity Shares. The risks described below are not the only ones relevant to us or our Equity Shares, the industry in which we operate or to India. Additional risks and uncertainties, not currently known to us or that we currently do not deem material may also adversely affect our business, results of operations, cash flows and financial condition. If any of the following risks, or other risks that are not currently known or are not currently deemed material, actually occur, our business, results of operations, cash flows and financial condition could be adversely affected, the price of our Equity Shares could decline, and investors may lose all or part of their investment. In order to obtain a complete understanding of our Company and our business, prospective investors should read this section in conjunction with "Our Business", "Industry Overview", "Management's Discussion and Analysis of Financial Condition and Results of Operations" and "Restated Financial Statements" on pages 135, 92, 275 and 192, respectively, as well as the other financial and statistical information contained in this Draft Red Herring Prospectus. In making an investment decision, prospective investors must rely on their own examination of us and our business and the terms of the Offer including the merits and risks involved.

Potential investors should consult their tax, financial and legal advisors about the particular consequences of investing in the Offer. Unless specified or quantified in the relevant risk factors below, we are unable to quantify the financial or other impact of any of the risks described in this section. Prospective investors should pay particular attention to the fact that our Company is incorporated under the laws of India and is subject to a legal and regulatory environment, which may differ in certain respects from that of other countries.

This Draft Red Herring Prospectus also contains certain forward-looking statements that involve risks, assumptions, estimates and uncertainties. Our actual results could differ from those anticipated in these forward-looking statements as a result of certain factors, including the considerations described below and elsewhere in this Draft Red Herring Prospectus. For further information, see "Forward-Looking Statements" on page 13.

Unless otherwise indicated, the financial information included herein is based on our Restated Financial Statements included in this Draft Red Herring Prospectus. For further information, see "Restated Financial Statements" on page 192. Unless otherwise indicated or the context otherwise requires, financial information disclosed in this section that is based on or derived from the restated statement of profit and loss for the years ended March 31, 2019, 2020 and 2021 is with respect to our continuing operations, and financial information based on or derived from the restated statement of assets and liabilities as of the years ended March 31, 2019, 2020 and 2021, is with respect to our continuing and discontinued operations. For further information, see "Management's Discussion and Analysis of Financial Condition and Results of Operations – Presentation of Financial Information – Discontinued Operations" on page 277.

In this section, unless the context otherwise requires, any reference to "our Company" is a reference to BVG India Limited on a standalone basis, while any reference to "we", "us", "our" or "Group" is a reference to BVG India Limited on a consolidated basis.

Unless otherwise indicated, industry and market data used in this section has been derived from industry publications, in particular, the report titled "Assessment of Facility Management Services Market in India" dated September 2021 (the "F&S Report"), prepared and issued by Frost & Sullivan India appointed by us on April 8, 2021 and exclusively commissioned by and paid for by us. Unless otherwise indicated, all industry and other related information derived from the F&S Report and included herein with respect to any particular year refers to such information for the relevant calendar year.

Internal Risk Factors

1. The continuing impact of the COVID-19 pandemic on our business and operations is uncertain and it may be significant and continue to have an adverse effect on our business, operations and our future financial performance.

In late 2019, COVID-19 emerged and by March 11, 2020 was declared a global pandemic by the World Health Organization. Governments around the world instituted measures in an effort to control the spread of COVID-19, including restrictions on international and local travel, public gatherings and participation in physical meetings, as well as closure of non-essential services, with some countries imposing strict curfews. In India, the Government of India initially announced a 21-day country-wide lockdown starting on March 24, 2020, which has been subject to successive extensions since then, particularly in Maharashtra, where our Registered Office is located. Further, various states in India where we operate have also subsequently imposed state-specific restrictions from time to time. While certain states, including state of Maharashtra, where our Registered Office is located, have gradually lifted such restrictions, there can be no assurance that fresh lockdowns will be imposed in future. These measures have led to a significant decline in economic activities.

The global health and economic implications of this pandemic could have significant impacts on our business, operations and future financial performance. As a result of the scale of the pandemic and the speed at which the local and global community has been impacted, our quarterly and annual revenue growth rates and expenses as a percentage of our revenues may differ significantly from our historical rates, and our future operating results may fall below expectations. The impact of the pandemic on our business, operations and future financial performance include, but are not limited to the following:

- The closure of non-essential services, universities, schools, stores, restaurants and other key service providers has created inherent challenges in our business, particularly for our integrated services business. Government lockdowns and restrictions temporarily caused our clients to cease carrying out their business activities, which in turn has compelled us to cease providing our regular services to them. In particular, the government restrictions significantly affected the industrial and consumer sector, and the transport and transit infrastructure sector, the sectors in which we primarily operate. As a result, a number of our client work sites were not operational during the lockdown leading to a decline in the volume of our integrated services business and delayed collections from clients. Our revenue from operations decreased by 13.59% from ₹ 19,301.17 million in Fiscal 2020 to ₹ 16,677.22 million in Fiscal 2021. While we have experienced increased volume of integrated services business from existing clients and new clients since the restrictions and lockdowns have been gradually lifted and our emergency response and waste management services have remained largely unaffected, there can be no assurance that this will entirely offset the impact of the lockdown on our results of operations. In addition, long-term closure of our clients' businesses may compel them to delay payments due to us for services provided, or terminate their arrangements with us altogether by enforcing force majeure clauses or exercising their right to terminate contracts without stating cause, resulting in early termination of our arrangements.

- Due to the reduced economic activity as a result of closure of non-essential services and stringent lockdowns enforced by the government, a number of our workforce have returned to their cities/ towns/ villages. There can be no assurance that the workforce will return to worksites once governmental restrictions are relaxed including at the end of the lockdown, or at all, or if we will be able to rebuild our workforce to the strength required. It is currently not clear when a return to worksite locations or travel will be permitted to a full extent or what restrictions will be in place in those environments. The extent and/ or duration of ongoing workforce restrictions and limitations could impact our ability to continue to provide our services in the same scale as we did previously, and could impact our ability to introduce newer services.

- Adverse impact to our total income, EPS and growth rates, particularly if operating expenses do not decrease at the same pace as revenue declines. Many of our expenses are less variable in nature and may not correlate to changes in revenues, such as rental expenses incurred towards our offices, depreciation and fixed employee benefit expenses. While we have requested for waivers on certain rental expenses, as such, we may not be able to decrease them significantly in the short-term, or we may choose not to significantly reduce them in an effort to remain focused on long-term outlook and investment opportunities. The amount of rent reduction received by us was ₹ 1.37 million in Fiscal 2021.

- Our trade receivables increased from ₹ 8,740.87 million in Fiscal 2020 to ₹ 8,878.70 million in Fiscal 2021. Our trade receivable turnover days increased from 165 days in Fiscal 2020 to 194 days in Fiscal 2021 primarily due to the temporary disruptions in certain of our customers' business operations caused by the COVID-19 outbreak.

- The restrictions have impacted and are likely to continue to impact our ability to formally execute and register (where required) certain agreements in connection with our operations, including the renewal of lease agreements with respect to our branch offices. Additionally, the process of obtaining and/ or renewing necessary registrations, approvals, licenses and permits from statutory/ regulatory authorities is also likely to be impacted due to such restrictions. The changed environment under which we are operating is likely to have an impact on our internal controls over financial reporting as well as our ability to meet a number of our compliance and reporting requirements in a timely or quality manner and may give rise to risks that we may not have anticipated, including an increase in cyber-security risks with a large proportion of our employees working from home.

Additionally, as most of our employees are deployed at client worksites, they are exposed to other individuals as part of their daily activities. If any of our employees are identified as a possible source of spreading COVID-19 or any other similar infectious disease, pandemic/ epidemic, or are exposed to such source during the course of their employment with us, we may be responsible for their treatment and recovery expenses, and may also be required to quarantine employees that are suspected of being infected, as well as others that have come into contact with those employees. For instance, under the terms of agreements with certain clients, we are liable to indemnify the client for losses arising out of infectious diseases that are traced to a source within our employees. Occurrence of such events may cause disruptions in our operations and affect our ability to continue to provide timely and quality services to our clients, and compel us to reimburse and indemnify our clients, which may adversely affect our financial condition and results of operations.

Further, the Ministry of Home Affairs and Ministry of Labour and Employment, Government of India, issued orders requiring all employers to continue paying wages of employees, and prohibiting termination or retrenchment of employees, as a result of the pandemic. Although, some of these orders were subsequently withdrawn, these and any other measures taken by authorities that regulate our operations may impact our operations. Any unexpected or onerous requirements or regulations resulting from the pandemic or any changes in laws, or the promulgation of new laws, rules and regulations relating to our operations as a response to the pandemic may have a material adverse effect on our business, financial condition and results of operations. We reduced our employee headcount from over 64,000 employees, as of March 31, 2020 to over 57,000 employees, as of March 31, 2021 and further to over 54,000 employees, as of June 30, 2021.

Recently, between March and May 2021, due to an increase in the number of daily COVID-19 cases, several state governments in India re-imposed lockdowns, curfews and other restrictions to curb the spread of the virus. As a result of the detection of new strains and subsequent waves of COVID-19 infections in several states in India as well as throughout various parts of the world, we may be subject to further reinstatements of lockdown protocols or other restrictions, which may adversely affect our business operations. Given the rapidly changing implications of the spread of COVID-19, it is difficult to assess its impact on our business and results of operations at this time and we may not be able to quantify or accurately predict such impact. Any resulting financial impact due to the above cannot be reasonably estimated at this time. The extent to which the COVID-19 impacts our business and results will depend on future developments, which are highly uncertain and cannot be predicted, such as new information which may emerge concerning the severity of future waves and variants, and the actions taken globally to contain the coronavirus, including efficacy of the vaccines to treat its impact, among others. As a result of these uncertainties, the impact may vary significantly from that estimated by our management from time to time, and any action to contain or mitigate such impact, whether government-mandated or opted by us, may not have the anticipated effect or may fail to achieve its intended purpose altogether.

As of the date of this Draft Red Herring Prospectus, there is significant uncertainty relating to the severity of long-term adverse impact of the COVID-19 pandemic on the global economy, global financial markets and the Indian economy, and we are unable to accurately predict the long-term impact of the COVID-19 pandemic on our business.

2. We are subject to several labour legislations and regulations governing welfare, benefits and training of our employees. Any increase in wage and training costs could adversely affect our business, financial condition and cash flows.

We are subject to laws and regulations relating to employee welfare and benefits such as minimum wage and maximum working hours, overtime, working conditions, non-discrimination, hiring and termination of employees, employee compensation, employee insurance, bonus, gratuity, provident fund, pension, superannuation, leave benefits and other such employee benefits. Employee benefit expenses constituted the largest component of our total expenses, i.e., ₹ 11,031.36 million, ₹ 11,579.69 million and ₹ 10,621.15 million, and represented 60.29%, 59.68% and 63.43% of our total income in Fiscal 2019, 2020 and 2021, respectively. In the event welfare requirements under labour legislations applicable to us are changed, employee benefits payable by us may increase, and there can be no assurance that we will be able to recover such increased amounts from our clients in a timely manner, or at all. For instance, as a result of the wage revision in the National Capital Territory of Delhi effective from February 2018, we recorded reduced margins in some of our ongoing fixed-fee contracts, as the nature of these contracts did not allow us the flexibility to pass on such increased costs to our clients. Similar such wage revisions may adversely impact our costs, specifically in circumstances where we have entered into fixed-fee contracts, with limited ability to pass on increased wage costs to our clients, or renegotiate these arrangements to account for such wage increases.

In addition, we rely on our ability to recruit, train and retain high quality and qualified employees in India. We are required to comply with PSARA and other applicable state laws in India, which prescribe eligibility requirements for employing security personnel, such as minimum age requirements and standards of physical fitness. For further information on the labour laws and regulations applicable to us, see "*Regulations and Policies*" on page 152.

Further, most labour laws are specific to the states in India in which they apply, and regulatory agencies in different states may interpret such compliance requirements differently, which may make compliance more complex, time consuming and costly. Any regulatory change including in respect of educational qualifications and training or additional license requirements for employees in certain positions such as security guards, supervisors, armed guards, or business service personnel, may limit our ability to recruit new employees or replace leaving employees effectively, thereby impacting our ability to expand our business. Additionally, if there is any failure by us in complying with applicable labour laws and regulations including in relation to employee welfare and benefits and training/ qualification requirements, we may be subject to criminal and monetary penalties, incur increased costs, have our licenses cancelled or suspended under applicable legislations, or disputed in litigation which may in turn disrupt our operations. Any failure to comply with applicable labour legislations may result in orders that may materially and adversely impact our operations and may also result in reputational loss.

3. Our reputation, brand or profitability may be adversely affected by various operational risks.

Certain operational risks are inherent in our business due to the nature of the business and can manifest itself in various ways, including business interruption, poor contract performance, insufficient insurance coverage, information systems malfunctions or failures, regulatory breaches, employee errors, employee misconduct, accidents, labour disruptions, insufficient quality control and/ or fraud. In particular, due to our large employee base, we are vulnerable to employee errors, insufficient quality of service, malicious acts by our existing or former employees (including unfair competition) and potential labour disputes and disruptions. Further, as we deploy employees at the sites of our clients, including at airports, railways, manufacturing facilities, and hospitals, we are responsible for their safety and security at such sites, as long as they are deployed under our instructions. Our business is therefore also vulnerable to safety and security systems at our clients' work sites. We are also exposed to certain risks in our emergency response services, see " – *22. We may be subject to legal proceedings and negative publicity arising from the risks of providing emergency medical response services including those resulting from claims of deficiency, malpractice and medical negligence*" on page 34.

In the event of any accident or employee disruption or compromise of safety and security systems at such sites, or injury caused to or by our employees while deployed by us, we may be held liable, resulting in financial loss in the form of indemnity or damages payable. For instance, under the terms of agreements with certain clients, we are liable to indemnify the client for losses arising out of infectious diseases that are traced to a source within our employees. The occurrence of these events may also cause harm to the BVG brand and our reputation, potential disqualification from bidding for a number of projects, and/ or hinder our operational effectiveness. In addition, our reputation could be subsequently harmed by any actual or alleged failure to meet any health and safety and environmental or other regulatory compliance standards and client service standards. Also see " – *11. Any errors or defects in our service or inability to meet expected or agreed service standards within agreed timelines, may lead to claims, deductions, penalties and termination of service, which may adversely affect revenues or future business prospects*" on page 29.

Our profitability may also be affected by any change in our operating cost structure or if we are unable to accurately assess our operating costs, in particular costs associated with our employees. Our profitability may also be affected if union contracts or collective bargaining agreements, we may enter into, restrict our flexibility in using employees across different service types. Also see " – *12. We are subject to risks associated with our contracts, including our ability to correctly assess pricing terms, employee costs and other financial obligations, the increased complexity of our contracts and the potential early termination or change of scope of contracts by clients*" on page 29.

While we believe we have adequate corporate, crisis response, training and management policies and protocols, in place, a failure to adequately address and manage risks inherent in our business, or a failure to meet the operational requirements of our clients, or develop effective risk mitigation measures, or respond adequately to a crisis situation, could have an adverse effect on our reputation, client retention, earnings and profitability and consequently, our business, results of operations and financial condition may also be adversely impacted.

4. We have a large workforce deployed across workplaces and client 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. As of June 30, 2021, we employed over 54,000 employees across 20 States and five Union Territories in India, consequently, 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 clients; failure of our employees to adequately perform their duties including rendering deficient services, shortage in shift, absenteeism or lateness; violation by employees of security, privacy, health and safety regulations; any failure by us to adequately verify employee and personnel backgrounds and qualifications resulting in deficient services; employee errors, malicious acts by existing or former employees; damage to the client'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 client contracts, we indemnify our clients against losses or damages suffered by them arising out of services provided under such contracts including as a result 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.

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. In the event our employee relationships deteriorate, or we experience significant labour unrest, strikes, lockouts and other labour action, work stoppages could occur and there could be an adverse impact on our delivery of services to clients. In the past, we have experienced incidents on few sites due to undue demands from local labour groups seeking publicity, which have created short term disturbances in the smooth functioning of our operations. While these have not had any material impact on our operations, there can be no assurance that such strikes will not be carried out in the future and will not have a material impact on our operations. Our business and profitability may also be affected if any union contracts or collective bargaining agreements we may have to enter into restrict our ability in using 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 as a result 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.

5. ***Some of our corporate records are not traceable.***

Our Company has not been able to trace records of certain forms that were required to be filed by our Company with the RoC in the past. For instance, we have been unable to trace the prescribed Form 2 filed by us with the RoC for certain allotment of securities, made by our Company between the years 2003 and 2006. We have undertaken a physical search of the RoC records and have been informed by a practicing company secretary that such Form 2 filings are not available with the RoC. Accordingly, we have relied upon other documents, including minutes of the meetings of our Board and Shareholders, to corroborate such allotments. We are also not able to trace the register of members of our Company prepared and as prescribed under the Companies Act, 1956. Further, we are unable to trace records, including the board resolution approving share transfer and copy of share transfer form of share transfer to one of our Promoters, Hanmantrao Ramdas Gaikwad in October 2009.

While information in relation to such allotments and transfers have been disclosed in the section "*Capital Structure*" on page 70, in this Draft Red Herring Prospectus, based on, *inter alia*, certified true copy of the Board and Shareholders resolutions, we may not be able to furnish any further document evidencing such allotments or transfers. There can be no assurance that we will be able to locate the said secretarial filing record and the demat transfer slip in relation to the aforementioned Equity Share transfers, or not be penalized by the relevant supervisory and regulatory authorities in India for not maintaining such RoC forms or records for such transfer of Equity Shares.

6. ***We do not own the "BVG" trademark and logo, and are exposed to the risk that the "BVG" brand may be affected by events beyond our control and that we may be prevented from using it in the future.***

We rely on the strength of the "BVG" brand represented by the "BVG" trademark and logo, the track record of performing services under this brand, and on the reputation of our Promoters. Our brand, business reputation and market perception are critical in maintaining our market share and growing our business. However, we have assigned the trademark, among others, and the copyrights therein to Aadiruchi Foods LLP, an entity owned by one of our Promoters and a member of the Promoter Group, by way of the Deed of Assignment for a one time consideration of ₹ 11.54 million as determined based on an independent valuation report. For further information on the Deed of Assignment, see *"History and Certain Corporate Matters – Summary of Key Agreements"* and "*Our Business – Intellectual Property Rights*" on pages 159 and 150. We therefore do not own the "BVG" name, trademark and associated logo, and currently use them pursuant to the Trademark License Agreement entered into between our Company and the Licensor under which we have been granted a non-exclusive right to use of the name, brand and trademark "BVG" along with the associated logo for an annual license fee. The Trademark License Agreement by its terms may, *inter alia,* be terminated if we file for the registration of the trademarks contrary to the provisions of the Trademark License Agreement, if we acquire the trademark or if we become insolvent or are unable to pay our debts. For further information on the Trademark License Agreement, see *"History and Certain Corporate Matters – Summary of Key Agreements"* on page 159. As we are significantly dependent on the brand equity and goodwill associated with the "BVG" brand, particularly to qualify for bids, maintain client relationships and acquire new clients, an inability to use the "BVG" name, brand, trademark and associated logo will significantly affect our business prospects and financial performance. Further, in the event the Trademark License Agreement is terminated and the right to use the trademarks therein is no longer available to our Company, we may incur additional costs in disassociating ourselves from the brand which may also result in an adverse impact our business operations, reputation and business prospects.

In addition, under the terms of the Trademark License Agreement, we are permitted to use the marks only for certain purposes stipulated therein, and are required to comply with quality standards while providing goods/ services under the trademark. In case of breach of any of the terms of the Trademark License Agreement, we are required to indemnify the Licensor for losses arising out of such breach. Further, while our Company shall be entitled to sub-license its rights under the Trademark License Agreement to any of its affiliates, we cannot assure you that such entities will comply with the provisions of the sub-license arrangements to be executed with them. As the trademark has been licensed to us on a non-exclusive basis, any misuse of the trademark by third-parties who are similarly licensed, may adversely affect the reputation and goodwill associated with the trademarks. Accordingly, any infringement or improper use of the intellectual property that is assigned/ licensed to us, including use of such trademark by third-parties, could result in loss to our reputation and goodwill, and also trigger our indemnity obligations under the Trademark License Agreement. There can be no assurance that the "BVG" brand will not be adversely affected in the future by events or actions that are beyond our control. Any damage to this brand name, if not immediately and sufficiently remedied, could have an adverse effect on our business, financial condition and results of operations. Litigation may be necessary to protect use of the brand and associated brand equity. Any such legal proceedings could result in substantial costs and diversion of our resources. A successful claim of infringement against us could also prevent us from carrying out our business. Any such unauthorized use of the brand name or trademark by third parties could adversely affect our reputation, which could in turn adversely affect our business, financial condition and results of operations.

Our ability to compete effectively also depends in part on our ability to protect our rights in intellectual property and our efforts to protect our intellectual property (including our reliance on trade secret laws) may not be adequate. Litigation may be necessary to protect and enforce our intellectual property rights, or to defend ourselves against claims by third parties that our business operations or use of our intellectual property infringe their intellectual property rights. Any litigation or claims brought by or against us could result in substantial costs and diversion of our resources.

Unauthorized parties may infringe upon or misappropriate our trademarks or proprietary information. While our domain names including www.bvgindia.com and www.bvgindia.in cannot be copied, we may be unable to renew registration of our domain names, and other parties could create an alternative domain name resembling ours that could be passed off as our domain name. A successful claim of trademark, copyright or other intellectual property infringement against us could prevent us from providing our service, which could harm our business, financial condition or results of operations.

7. ***We generate a significant percentage of our revenue from few clients. The loss of any one or more of our major clients would have a material adverse effect on our business operations and profitability.***

In Fiscal 2019, 2020 and 2021, revenue generated from our top five largest clients was ₹ 6,077.75 million, ₹ 5,972.49 million and ₹ 5,714.39 million, and represented 33.43%, 30.94% and 34.26%, respectively, of our revenues from operations. Revenue generated from our single largest client was ₹ 2,739.97 million, representing 16.43% of our revenue from operations in the Fiscal 2021. Our top 10 clients generated revenue of ₹ 8,800.96 million, ₹ 8,263.97 million and ₹ 7,666.95 million, and represented 48.40%, 42.82% and 45.97%, respectively, of our revenue from operations, in Fiscal 2019, 2020 and 2021. The loss of a significant client or clients would have a material adverse effect on our results of operations. We cannot assure you that we will be able to maintain the historical levels of business from these clients or that we will be able to substitute the revenues lost by way of termination of contracts with these clients with other or new clients. Our dependence on these clients also exposes us to risks associated with their internal management, financial condition and creditworthiness, and major events affecting these clients such as bankruptcy, change of management, mergers and acquisitions, reduction in growth or a slow-down in the business of our clients, could adversely impact our business. If any of our major clients becomes bankrupt or insolvent, we may lose some or all of our business from that client and our receivables from that client would increase and may have to be written off, adversely impacting our results of operations and financial condition. Further, certain of our top 10 clients are government institutions/ public sector undertakings. For further information on risks associated with such clients, see *"- 9. We are exposed to additional risks associated with engaging with government institutions and public sector undertakings including program funding and delayed payments that could materially and adversely affect our business, results of operations, financial position and cash flows."* on page 28.

8. ***There are outstanding litigation proceedings against our Company, Directors and Promoters. Further, we are also unable to trace certain notices issued to our Promoter, Hanmantrao Ramdas Gaikwad. Any adverse outcome in such proceedings may have an adverse impact on our reputation, business, financial condition, results of operations and cash flows.***

There are outstanding legal proceedings against our Company, Directors and Promoters, which are pending at various levels of adjudication before various courts, tribunals and other authorities.

The summary of outstanding matters set out below includes details of criminal proceedings, tax proceedings, statutory and regulatory actions and other material pending litigation (as defined in the section "*Outstanding Litigation and Material Developments*" on page 311) involving our Company, Directors and Promoters.

Litigation involving our Company

Type of proceeding	Number of cases	Amount, to the extent quantifiable *(₹ million)*
Civil	7	1,006.68*
Criminal	18	16.69
Regulatory/statutory actions	55	46.29
Tax	12	1,841.14
Other matters	Nil	Nil

Note: The amounts indicated above are approximate amounts and have been disclosed to the extent ascertainable.

* *This includes a counter claim amounting to ₹ 6.93 million filed by our Company against Barshi Municipal Council. For details, see "Outstanding Litigation and Material Developments – Litigation involving our Company – Litigation filed against our Company – Civil cases" on page 314.*

Litigation involving our Directors

Type of proceeding	Number of cases	Amount, to the extent quantifiable *(₹ million)*
Civil	1	402.41
Criminal	9	35.00
Regulatory/statutory actions	1	Nil
Tax	Nil	Nil
Other matters	Nil	Nil

Note: The amounts indicated above are approximate amounts and have been disclosed to the extent ascertainable.

Litigation involving our Promoters

Type of proceeding	Number of cases	Amount, to the extent quantifiable ***(₹ million)***
Civil	1	402.41
Criminal	7	35.00
Regulatory/statutory actions	1	Nil
Tax	Nil	Nil
Other matters	Nil	Nil

Note: The amounts indicated above are approximate amounts and have been disclosed to the extent ascertainable.

For further details of the outstanding litigation proceedings, please see "*Outstanding Litigation and Material Developments*" on page 311. In particular,

- The Company has also received (i) an order dated July 27, 2021 under Section 91 of the Code of Criminal Procedure, 1973 from the Anti-Corruption Branch of the Central Bureau of Investigation in Gujarat, requiring our Company to produce certain documents in relation to an ongoing investigation against Diamond Power Infrastructure Limited, which was a vendor to our Company, and (ii) a notice dated July 26, 2021 from the Anti-Corruption Bureau in Jaipur ("**ACB**"), requiring our Company to produce certain document and clarifications in relation to our contract for solid waste management in Jaipur, and another notice dated August 12, 2021 from the ACB seeking information on the corporate social responsibility activities of our Company in the last three years. For further details, see *"Outstanding Litigation and Material Developments – Litigation involving our Company – Litigation filed against our Company – Actions by regulatory and statutory authorities involving our Company"* on page 312.

- Vidarbha Waste Management Private Limited and Vivek Agarwal have separately issued demand notices under Section 8 of the IBC to our Company and have filed petitions before the National Company Law Tribunal, Mumbai, against our Company. For further details, see *"Outstanding Litigation and Material Developments – Litigation involving our Company – Litigation filed against our Company – Civil cases"* on page 314.

- Our Company received orders from the Madhya Pradesh Paschim Kshetra Vidyut Vitaran Company Limited ("**MPPKVVCL**") blacklisting our Company from future business dealings with them for a specified period of time. The High Court, in its order dated May 27, 2021, noted that MPPVVCL had already recovered the disputed amount from our Company and accordingly, granted a stay on the order dated February 16, 2021 until the final disposal of the writ petition. For further details, see *"Outstanding Litigation and Material Developments – Litigation involving our Company – Litigation filed against our Company – Civil cases"* on page 314.

- The Enforcement Directorate has issued an order of summons dated July 26, 2021 to the Promoter, Hanmantrao Ramdas Gaikwad ("**HRG**"), requiring HRG to appear before an authorised officer of the ED and provide details in relation to their investigation of Jarandeshwar Sugar Mills Limited. For further details, see *"Outstanding Litigation and Material Developments – Litigation involving our Promoters – Litigation filed against our Promoters – Actions by regulatory and statutory authorities involving our Promoters – Hanmantrao Ramdas Gaikwad"* on page 317.

- The Promoter, Hanmantrao Ramdas Gaikwad has received notices from the office of the Senior Inspector of Police, Economic and Offences Wing, Unit IX, Mumbai ("**EoW**"). These notices are in relation to a complaint filed by Bimal Agarwal with EoW, against our Promoter, Hanmantrao Ramdas Gaikwad. For further details, see *"Outstanding Litigation and Material Developments – Litigation involving our Promoters – Litigation filed against our Promoters – Criminal Cases – Hanmantrao Ramdas Gaikwad"* on page 316. In this regard, we are unable to trace the notices dated September 7, 2015, December 8, 2015 and January 4, 2016 issued by the EoW to the Promoter, Hanmantrao Ramdas Gaikwad.

The amounts claimed in these proceedings have been disclosed to the extent ascertainable and includes amounts claimed jointly and severally. If any new developments arise, such as a change in Indian law or rulings against us by appellate courts or tribunals, we may need to make provisions in our financial statements that could increase our expenses and current liabilities. There can be no assurance that these legal proceedings will be decided in our favor or in favor of the Directors and Promoters. In addition, we cannot assure you that no additional liability will arise out of these proceedings. Decisions in such proceedings adverse to our interests may have an adverse effect on our business, results of operations and financial condition.

In addition to the above, the Income Tax Department at Pune ("**ITD**"), had also conducted search operations on BVG group in October 2012, and the ITD seized certain documents and records from our offices for its investigation. Subsequently, an application was filed before the Settlement Commission in August 2013 for settlement of the matter concerning income disclosed for Fiscal 2007 to Fiscal 2013 (including, inter alia, disallowances offered for accommodation bills, incurrence of cash expenses and claim of retention money). The matter was settled pursuant an order dated February 20, 2015. Subsequently, the ITD, had also conducted search operations at the Registered Office on November 6, 2019 and at the residences of the Promoters, Hanmantrao Ramdas Gaikwad and Umesh Gautam Mane and the Senior Managerial Personnel, Ganesh Limaye. The ITD seized certain documents and records from our offices for its investigation. Pursuant to the search, BVG group received various summons and notices from the ITD, which have been responded. The various issues that were being examined included, inter alia, alleged inadmissible purchases, alleged sub-contract expenses, claiming of certain set-off of losses, deduction claimed under Sections 35AC, 80JJAA and 43B of the Income Tax Act. BVG group has now received notices under Section 153A of the Income Tax Act on February 5, 2021, requiring filing returns under Section 153A for the assessment year 2014-2015 to assessment year 2019-2020. While the assessment is ongoing and our Company is in process of submitting the required information, we have not received any demand notices in this regard, and we cannot assure you that such proceedings might not result in a demand or imposition of penalty or prosecution in the future.

9. We are exposed to additional risks associated with engaging with government institutions and public sector undertakings including program funding and delayed payments that could materially and adversely affect our business, results of operations, financial position and cash flows.

Revenue generated from service contracts with government institutions and public sector undertakings (including for integrated services provided, emergency response services and waste management services) was ₹ 13,650.66 million, ₹ 13,564.40 million and ₹ 12,088.36 million, and represented 75.08%, 70.28% and 72.48% of our total revenue from operations in Fiscal 2019, 2020 and 2021, respectively. In addition, a component of our strategy to grow our business is increasing our engagement with government entities by leveraging on government outsourcing initiatives including for maintenance of transport infrastructure and emergency response services. There can be no assurance that the central or state governments will continue to place emphasis on the integrated services, emergency responses services and waste management services. In the event of an adverse change in budgetary allocations for such services resulting from a change in government policies or priorities, our business prospects and our financial performance may be adversely affected. Further, contracts with government institutions and public sector undertakings may be subject to extensive internal processes, policy changes, and insufficiency of funds which may lead to lower number of contracts available for bidding or increase in the time gap between invitation for bids and award of the contract. Due to these and other factors, certain terms of such contracts, such as pricing terms, contract period, use of sub-contractors and ability to transfer receivables under the contract or make appropriate adjustments as a result of changes in the tax regime, are also less flexible than contracts with private companies.

Further, payments from government entities may be, and have been, subject to delays, due to regulatory scrutiny and procedural formalities including with respect to determination on achievement of certain service milestones. To the extent that payments under our contracts with government entities are delayed, our cash flows may be impacted. See " *– If we are unable to collect our receivables from our clients, our results of operations and cash flows could be adversely affected.*" In addition, certain government entities may be subject to audits by the Comptroller and Auditor General of India, and following completion of such audits, we may be subject to certain liabilities and penalties that may be imposed for any variation in services provided to these entities or otherwise.

In addition, selection as service provider for these projects is undertaken through a tender process, and many of the bids in which we participate are subject to the satisfaction of certain eligibility conditions and performance standards. These include reputation, experience and sufficiency of financial resources, and quality accreditations and certifications associated with the services. In Fiscal 2021, we bid for 97 government and public sector undertaking tenders and we were awarded 28 contracts. While we have satisfied pre-qualification criteria to bid for such projects in the past, there can be no assurance that we will be able to meet such criteria to bid for these and other similar projects in the future. For instance, we have previously been (i) banned from bidding for all Indian Railways projects by the Indian Railways – North Western Railways for a period of five years in 2019 due to false information in an affidavit submitted by us as a part of the tender documents, (ii) blacklisted by the Bihar State Food and Civil Supplies Corporation Limited for a period of one year in 2018 due to alleged violation of the terms of the agreement with them; and (iii) debarred from retendering in a project by the Indian Railways – Bikaner Division due to non-submission of performance guarantee on account of misuse of power of attorney by a former employee. While the ban has since been lifted and the blacklisting/ debarment is no longer in effect, there can be no assurance that we will not be banned/ blacklisted/ debarred by our clients in the future or that we will continue to be eligible to bid for such projects in the future. For instance, we were blacklisted by the Madhya Pradesh Paschim Kshetra Vidyut Vitaran Company Limited ('MPKVK') for certain contractual defaults by way of an order dated August 14, 2020, which was subsequently withdrawn pursuant to explanations provided by us. However, subsequently, MPPKVVCL issued another blacklisting order on February 16, 2021 ("**Order**") for one year, alleging that our Company had not submitted evidence of payment of employee provided fund and had wrongfully submitted claims and sought reimbursement for employee contribution from the Government of India under the Pradhan Mantri Rojgar Protsahan Yojana scheme, despite not meeting the valid claim criteria. On March 22, 2021, our Company filed a writ petition before the High Court of Madhya Pradesh ("**High Court**") and sought that the Order be quashed. For details, see "*Outstanding Litigation and Material Developments - Litigation filed against our Company – Civil Cases*" on page 314. In addition, such tender processes may be challenged even after contracts have been awarded on grounds including validity of tender conditions, satisfaction of eligibility criteria and representations made in bid documents. Occurrence of such instances may result in reputational damage and adversely affect our business, results of operations, financial position and cash flows due to loss of opportunities. Litigation may be necessary to clarify these disputes and protect our brand equity, which could result in incurring additional costs. For instance, we have filed a suit before the Patna High Court against the blacklisting by the Bihar State Food and Civil Supplies Corporation Limited. For further information, see "*Outstanding Litigation and Material Developments*" on page 311. We spend considerable time and resources in the preparation and submission of bids, and if we are unable to pre-qualify on our own credentials to bid for larger projects, we may be required to partner and collaborate with other companies in bids for such projects. For instance, our collaboration with a UK-based ambulance company has enabled us to bid for emergency medical response service projects. If we are unable to partner with other companies in the future, we may lose the opportunity to bid for future projects which could affect our growth plans.

In addition, government conducted tender processes may be subject to change in qualification criteria, unexpected delays and uncertainties. Terms of contracts procured under the tender process may or may not prove to be optimally beneficial for us. In the event that new projects which have been announced and which we intend to bid for are not put up for bidding within the announced timeframe, or qualification criteria are modified such that we are unable to qualify, our business, prospects, financial condition, cash flows and results of operations could be materially and adversely affected. Our ongoing projects have been awarded to us for a definite term and the relevant authorities may float tenders for such projects after expiry of the current term. There can be no assurance that we will be awarded such projects at the end of the tender process. Further, in situations where our bids have been successful, there may be delays in award of the projects, which may result in us having to retain resources which remain unallocated, thereby adversely affecting our financial condition and results of operations.

10. Our inability to attract, train and retain our employees could have an adverse impact on our growth, business and financial condition.

The integrated facilities management industry is manpower intensive and we employ considerable number of personnel every year as part of our integrated services business to sustain our growth. For instance, we had over 66,500 employees as of March 31, 2019, over 64,000 employees as of March 31, 2020 and over 57,000 employees as of March 31, 2021. Our success is substantially dependent on our ability to train and retain skilled manpower. Further, we spend significant time and resources in training the manpower that we recruit through our training centres. For instance, we train and employ physicians and other medical professionals as part of our emergency medical response service and integrated services provided to the healthcare sector.

Due to the challenging and competitive nature of services comprising the facilities management services market, there is a relatively higher rate of attrition of the workforce in the industry in which we operate. For instance, we have recorded attrition rates of 30.42%, 46.47% and 47.64% in our workforce in Fiscal 2019, 2020 and 2021, respectively. Higher attrition rates lead to an increase in our training and recruitment costs, which may have an adverse impact on our profitability and financial condition. High attrition and competition for manpower may also limit our ability to attract and retain the skilled manpower necessary for us to meet our future growth requirements. We cannot assure you that we will be able to meet our overall manpower requirements in the future, retain sufficient skilled manpower, increase the number of our employees in a consistent manner or retain our existing workforce at appropriate wages, which may adversely impact the way we currently conduct our business, and our anticipated business prospects.

11. Any errors or defects in our service or inability to meet expected or agreed service standards within agreed timelines, may lead to claims, deductions, penalties and termination of service, which may adversely affect revenues or future business prospects.

Any errors or defects in service or other performance issues such as inadequacy of resources, or inability to meet expected or agreed service standards within agreed timelines or at all under our contracts may adversely affect our revenues from such contracts, or result in adversely affecting client relationships leading to termination of contracts, non-renewal of contracts, or delay or withholding/ deduction of payments due under such contracts. Further, our clients may also bring claims against us or penalize us, which could lead to provision for doubtful accounts, an increase in collection cycles for accounts receivable or litigation costs. See "*– 16. If we are unable to collect our receivables from our clients, our results of operations and cash flows could be adversely affected.*" on page 32. We have previously been subject to deductions/ withholding of payments for failing to adhere to project timelines/ quality specifications. While these instances have not resulted in any material impact on our operations, similar instances in the future could adversely affect our business and results of operations. Although we attempt to contractually limit our liability for damages, including consequential damages, we cannot assure you that the limitations on liability will be enforceable in such cases. While we maintain commercial general liability insurance, including for performance related liabilities relating to services provided, there can be no assurance that such insurance coverage will be adequate. Any such occurrence may also result in damage to our reputation and loss of existing and future clients, which could adversely affect our business prospects, results of operations and financial condition.

12. We are subject to risks associated with our contracts, including our ability to correctly assess pricing terms, employee costs and other financial obligations, the increased complexity of our contracts and the potential early termination or change of scope of contracts by clients.

We negotiate pricing terms for a particular contract utilizing a range of pricing structures and conditions, including personnel and materials contracts, fixed-price contracts/ output based contracts, and contracts with features of a mix of such pricing models. Our pricing is dependent on our internal forecasts, which may be based on limited data and could prove to be inaccurate. The profitability of our contracts will generally depend on our ability to successfully calculate prices by taking into consideration all economic factors, and to manage day-to-day operations under these contracts. Generally, integrated services are more challenging to price due to their scope and complexity as compared to single service contracts, and the complexities may increase to the extent that the contract relates to the performance of newly outsourced services in multiple geographies. Any such contracts for newly introduced services will also require us to accurately assess the pricing terms and forecast associated operating costs, some of which may be unknown to us at the time of entering into the contract and will require extensive time and resources of our management to predict.

In addition, our contracts generally include performance related measures for our services, and may limit our ability to adjust fully or on a timely basis our prices as our costs increase or according to an inflation index or other appropriate indices and, in the case of replacing in-house services or existing service providers, may involve the transfer of existing employees to us and the integration of such employees into our workforce, all of which increases the risk associated with our contracts and could impact profitability.

We may not be able to accurately predict costs and identify risks associated with these contracts or the complexity of the services, which may result in lower than expected margins, losses under these contracts or even the loss of clients, all of which may have a material adverse effect on our business, results of operations or financial condition. For instance, as a result of the wage revision in the National Capital Territory of Delhi in February 2018, we recorded reduced margins in some of our ongoing fixed-fee contracts, as we failed to accurately predict the impact of such impending wage hike at the time of entering into the contract. In addition, we are also exposed to unforeseen changes in the scope of existing contracts, either in terms of pricing or volume and quality of services that may occur as a result of any changes in the general business or internal management and industry-practice of our clients. For instance, due to the COVID-19 pandemic, closure of non-essential services and premises led to reduced demand for manpower supply and integrated services in the short-term. The COVID-19 crisis has had a short-term impact on the FM market in India (*Source: F&S Report*). Additional requirements for new services such as deep cleaning, contactless services, soft-hygiene services, have been created due to the pandemic (*Source: F&S Report*). There are new revenue streams emerging and contracts are likely to get restructured in favour of FM companies to accommodate additional services. (*Source: F&S Report*). We may therefore be compelled to renegotiate our short-term arrangements with clients to remain competitive, and evaluate our longer-term assignments to maintain our profitability and margins. In the event we fail to accurately assess our pricing terms, or are unable to efficiently factor in the dynamic situation flowing from the COVID-19 pandemic, our results of operations and business prospects may be adversely affected. The potential effects of these risks may also increase as we enter into larger contracts.

13. We are party to several litigations initiated by our former employees. If any decisions in pending cases are against us, it could adversely affect our business, financial condition and cash flows. Further, if any of our employees unionize, we may be subject to industrial unrest, slowdowns and increased wage costs.

There are certain pending actions initiated by private individuals at certain of our branches for alleged non-compliance with labour legislation, such as the Minimum Wages Act, the Employees' Provident Funds Act, the Industrial Disputes Act and Workmen's Compensation Act. Some of our former employees have initiated legal proceedings against us, including for illegal termination of employment, difference in the minimum wages and payment of gratuity, and there can be no assurance that these will be decided in our favour, or that no other such cases alleging violation of labour laws will be filed against us in the future. For further information, see "*Outstanding Litigation and Material Developments*" on page 311. Any adverse outcome in such litigations may increase our personnel retention and administrative costs and adversely impact our operations and may also result in reputational loss.

India has stringent labour legislations that protect interests of the workers, including legislations that set forth detailed procedures for the establishment of unions, dispute resolution and employee removal and legislations that imposes certain financial obligations on employers upon retrenchment. Although our employees are not currently unionized, there can be no assurance that they will not unionize in the future. If our employees unionize, it may become difficult for us to maintain flexible labour policies, our business could be adversely affected and we could be subject to legal proceedings.

14. An inability to manage our rapid growth and successfully implement our strategies including adoption of our recently introduced sector-wise focused approach may disrupt our operations and adversely affect our business and future financial performance.

We have experienced rapid growth in recent years and expect our business to grow significantly as a result of the increase in size of operations, expansion into a diversified range of service offerings, through organic growth and other strategic growth opportunities across sectors. For instance, our revenue from operations were ₹ 18,182.14 million, ₹ 19,301.17 million and ₹ 16,677.22 million, in Fiscal 2019, 2020 and 2021, respectively, and EBITDA Margins (as a percentage of revenue from operations) were 9.90%, 13.02% and 13.84%, in such periods, respectively. We intend to further grow our integrated services business by adopting a sector-wise approach for our integrated services business including by focusing on the industrial and consumer sector, transport and transit infrastructure, hospitals and healthcare sector. We have also recently undertaken and intend to continue to focus on scaling our emergency response services and waste management services. We expect such rapid growth to place significant demands on us requiring us to continuously evolve and improve our operational, financial and internal controls. In particular, we may face increased challenges in maintaining high levels of client satisfaction; recruiting, training and retaining sufficient skilled management and personnel; adhering to service execution standards and key performance indicators specified by our clients; preserving a uniform culture, values and work environment across our operations; and developing and improving our internal administrative infrastructure, particularly our financial, operational, communications and other internal systems.

We are also in the initial stages of our sector focused business model and may not be able to properly assess the risks, economic viability and prospects of the relevant opportunities. We may not be successful in transforming our geographic/ zone-wise operating systems into an industry sector-wise business model. Further, if we are unable to engage with new clients through our sector-specific marketing programs, we may not be able to achieve anticipated growth and our operating results would be adversely affected. In addition, as a part of our growth strategy, we are evaluating opportunities for providing skilled manpower in certain regions in the United Arab Emirates. We may pursue similar opportunities and enter into arrangements for supply of services outside India in the future. Competing successfully in international markets requires additional management attention and resources to customize our services to suit different requirements in each new country. In increasing our workforce in countries outside India, we face various risks, including: legal and regulatory restrictions and operational differences in the countries in which we intend to operate; increased advertising and brand building expenses; competition from existing players in such markets; foreign exchange controls that might prevent us from repatriating cash earned outside India; political and economic instability; challenges caused by distance, language and cultural differences; currency exchange rate fluctuations; potentially adverse tax consequences; and higher costs associated with doing business internationally.

Our ability to continue to grow consistently on the lines of our business model and successfully implement our strategies will depend on a number of factors beyond our control, including the level of competition for opportunities and our ability to successfully manage our organic growth. For further information, see " *– 64. Our revenue is derived from business in India and a slowdown in economic growth in India could cause our business to suffer and could adversely affect our results of operations*" on page 47. An inability to manage our growing business opportunities may have an adverse effect on our business prospects and future financial performance and may result in declining growth rates, loss of business, diversion of management resources leading to erosion of service quality, increase in employee attrition rates, any of which could adversely affect results of operations, financial condition and cash flows.

15. We rely significantly on our information technology ("IT") systems for our business and operations and any failure, inadequacy or security breach in such systems could adversely affect our business, results of operations and reputation. We may be exposed to risks and costs associated with protecting the integrity and security of our systems as well as our clients' operational and other confidential information.

Critical IT 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 client billing and payment functions. We are also responsible for operating control rooms and server rooms with access to critical information as part of our emergency response services. 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 seek to protect our information systems and network infrastructure from physical break-ins as well as security breaches and other disruptive problems and accordingly have employed 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.

Further our business operations may involve access to our clients' operational and other confidential information, and our employees are required to securely handle and transmit confidential information about our clients. For instance, as part of our emergency medical response services, we have set up control rooms that possess personal data of individuals and breach of such data could result in an adverse impact on our business, operations, reputation and may even be subject to regulatory action. There can be no assurance that we will not be subjected to claims relating to abuse of confidential information by our employees or proceedings related to intentional or unintentional exposure of our clients' confidential information. 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.

We rely heavily on our IT infrastructure and systems, including system generated financial reports to make informed decisions regarding our operations. Accordingly, any disruption in such IT infrastructure and systems may also affect our operations and internal controls. For instance, our Company implemented a new enterprise resource planning system for accounting in January 2019, due to which there were delays in providing our previous statutory auditors, with certain information and clarifications, which in turn caused a delay in the completion of the audit process for Fiscal 2019 and extension in the timelines for convening the annual general meeting for Fiscal 2019, owing to which the previous statutory auditors submitted their resignation.

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.

16. If we are unable to collect our receivables from our clients, our results of operations and cash flows could be adversely affected.

In Fiscal 2019, 2020 and 2021, we had trade receivables of ₹ 7,355.77 million, ₹ 8,740.87 million and ₹ 8,878.70 million, respectively, which represented 30.52%, 44.11% and 53.02%, of our total income in such periods, respectively. Our business depends on our ability to successfully obtain payments from our clients for services provided. We typically raise our invoice and initiate collection in relatively short cycles and maintain provisions against receivables and unbilled services. Actual losses on client balances could differ from those that we currently anticipate and as a result we may need to adjust our provisions. In Fiscal 2019, 2020 and 2021, provisions made towards doubtful trade receivables amounted to ₹ 1,354.79 million, ₹ 1,546.34 million and ₹ 1,964.58 million, respectively. Macroeconomic conditions could also result in financial difficulties, including insolvency or bankruptcy, for our clients, and as a result could cause clients to delay payments to us, request modifications to their payment arrangements, that could increase our receivables or affect our working capital requirements, or default on their payment obligations to us. For instance, as a result of the COVID-19 pandemic, certain of our clients have requested for modifications to their payment terms, which has increased our cash flow requirements.

Recovery of our receivables and timely collection of payments due to us also depends on our ability to complete our contractual commitments, particularly for our output-based contracts. If we are unable to meet our contractual requirements, we may experience delays in collection of and/ or be unable to collect our payments altogether on account of termination of such contracts. An increase in bad debts or in defaults by clients may compel us to utilize greater amounts of our operating working capital and result in increased interest costs, thereby adversely affecting our results of operations and cash flows.

17. We derive a significant portion of our revenue from short-term contracts/ work orders. We have also commenced and discontinued various businesses in the past, and may continue to do so in the future. As a result, our historical financial statements are of limited relevance in predicting our future financial performance or in evaluating our prospects.

We typically enter into short-term work orders/ contracts for one-year periods, and our longer-term contracts do not exceed a period of five years. Similarly, certain other clients that contribute significantly to our revenue may not renew their arrangements. While we continue to source other clients and enter into other contracts, there can be no assurance that we will be able to entirely substitute the revenue generated from existing clients in the event they do not renew their arrangements with us. As a result, our results of operations and financial condition may vary significantly between periods.

In addition, we have commenced and discontinued various businesses in the past and may continue to do so in the future. For instance, we have previously undertaken execution of rural electrification projects including installation of transformers, and on February 11, 2019, our Board decided to discontinue the rural electrification business. The total income generated from such discontinued operations amounted to ₹ 5,799.90 million, ₹ 410.00 million and ₹ 0.28 million in Fiscal 2019, 2020 and 2021, respectively. For further information, see "*Restated Financial Statements - Annexure V – Note 39 – Discontinued Operations*" on page 255. Accordingly, revenues in future periods may not be comparable to revenues recorded in prior periods.

18. Our inability to obtain, renew or maintain our statutory and regulatory permits and approvals required to operate our business may have a material adverse effect on our business, financial condition and results of operations.

As of June 30, 2021, our Company operates in 20 States and five Union Territories in India and is required to obtain various licenses and approvals pursuant to, amongst others, the CLRA Act, state specific shops and establishments laws, Employees Provident Funds Act, Employee State Insurance Act, tax laws, and PSARA. 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 the approvals / licenses would not be suspended or revoked in the event of non-compliance or alleged non-compliance with any terms or conditions thereof, or pursuant to any regulatory action.

We are required to renew the permits and approvals in relation to our existing operations and obtain new permits and approvals for any proposed operations as may be required under the applicable laws of the sector or region that we are operating in. Additionally, in certain instances we may be unable to procure an approval or license due to circumstances beyond our control. For instance, we have been unable to obtain some of our licenses under the CLRA Act for various reasons including non-registration/ unavailability of registration certificate by/ with the principal employer. For further information on such applications made by us in ordinary course of our business and licenses that we were not able to procure, see "*Government and Other Approvals*" on page 321. Also, as a result of the COVID-19 pandemic, some of our clients may also require us to provide additional manpower, in excess of the approved manpower limit under the CLRA license for the particular establishment, for which we may not be able to obtain a renewed license in an expeditious manner, or at all. For further information on approvals relating to our business and operations, see "*Government and Other Approvals*" on page 321. There can be no assurance that the relevant authorities will renew or issue such permits or approvals in the time-frame anticipated by us, or at all. Our failure to renew, maintain or obtain the required permits or approvals, timely or at all, may result in the interruption of our operations, expose us to penalties or regulatory action and may have a material adverse effect on our business, financial condition and results of operations.

Compliance with many of the regulations applicable to our operations may involve incurring significant costs and may impose restrictions on our operations. In addition, once provisions of the Code on Wages, 2019 are notified several labour legislations such as the Minimum Wages Act, the Payment of Wages Act, the Equal Remuneration Act, 1976 and the Payment of Bonus Act, 1965 will stand repealed. When implemented, our operations may be affected by uncertainties in implementation and interpretation of the Code on Wages, 2019 which may affect our operations or subject us to additional costs.

Our operations may not have been conducted in full compliance with applicable law in the past and we may have been subject to regulatory action. Some of these instances include actions by the Employees Provident Fund Organisation and there have been cases against us under the Industrial Disputes Act, the Workman's Compensation Act and the Minimum Wages Act, and there can be no assurance that we will not be subject to any adverse regulatory action in the future. We are subject to multiple regulators and numerous labour related laws that may differ from state to state across our operations. Thus, due to the possibility of varied interpretations of the applicable regulations by regulators and authorities, we may be subject to penalties and our business could be adversely affected.

19. We generate a significant percentage of our total income from integrated services provided to three sectors. Adverse changes in any one or more of these sectors may have a material adverse effect on our business operations and profitability.

In Fiscal 2019, 2020 and 2021, revenue generated from our integrated services business was ₹ 11,691.38 million, ₹ 12,881.74 million and ₹ 10,467.23 million, respectively, and represented 64.31%, 66.74% and 62.76%, respectively, of our total revenue from operations, of which revenue generated from the industrial and consumer sector, transport and transit infrastructure sector, and hospitals and healthcare sector represented an aggregate of 33.52%, 39.71% and 35.22%, respectively. As a result, our business, financial condition and results of operations have been and will continue to be heavily dependent on the performance of, and the prevailing conditions affecting, these sectors. We cannot assure you that we will be able to maintain historical levels of business from these sectors or that we will be able to substitute the revenues lost with business prospects in other sectors. These sectors may be affected by various factors outside our control, including prevailing local and economic conditions, changes in the applicable governmental regulations, demographic trends, employment and income levels and interest rates, among other factors. These factors may contribute to any reduction in growth or a slow-down or decline in spending within such sectors, which may adversely affect our business, financial condition and results of operations. For information on the impact of COVID-19 on these sectors, and subsequently on our operations, see " *– 1. The continuing impact of the COVID-19 pandemic on our business and operations is uncertain and it may be significant and continue to have an adverse effect on our business, operations and our future financial performance"* on page 21.

20. Our ability to renew agreements or obtain repeat work orders and grow our business depends on our relationships with clients and any adverse changes in these relationships, or our inability to enter into new relationships, could negatively affect our business and results of operations.

Contracts with certain clients are limited to discrete assignments without any commitment for a specific volume of business or future work. As renewal of most of these contracts is subject to the clients' approval, our business is dependent on the decisions and actions of our clients which is determined by our ability to maintain and strengthen our relationships and arrangements with existing clients as well as our ability to establish and maintain relationships with new entities and establishments.

A number of factors relating to our clients are outside our control that might result in the termination of a contract or the loss of a client, including financial difficulties for a client; change in strategic priorities resulting in a reduced level of spending on integrated services; a demand for price reductions; and a change in strategy by absorbing more services for in-house execution or offering such contracts to our competitors. Adverse changes in our relationships with our clients, or the inability to offer new services to existing clients or to establish relationships with new clients, could therefore reduce the amount, pricing and range of the services that we are able to offer, which could adversely affect our business and financial performance. There can also be no assurance that our clients will not reduce the scope of services outsourced to us, or that these agreements will be renewed on current or similar terms, or at all. Some of these agreements also provide our clients a right to terminate our services at their discretion, with or without notice, which could affect future pricing options and adversely affect revenue. In addition, most of our contracts with government institutions and public sector undertakings and certain of our contracts with private counterparties are conducted on the basis of a tender process and are typically for a fixed period or project. Following completion of such contracts, we would be subject to fresh tender process for any renewal or new projects and accordingly, we have limited ability to renew such contracts. Termination of any of the abovementioned agreements and/ or arrangements could have a material adverse effect on our business, financial condition and results of operations.

21. We do not have formal agreements with many of our clients and/ or certain agreements entered into have expired, and our business therefore depends on our ability to continue to maintain our relationships with these clients.

We do not have written agreements with certain clients and undertake the assignment based on work orders or purchase orders. Further, certain agreements that we had previously entered into with certain clients have expired, while we continue to provide services to such clients. These arrangements have been typically followed for providing integrated services, and are solely based on long-standing relationships with such customers. Our inability to enforce these expired/ unavailable agreements and/ or oral arrangements on substantially the same terms as agreed, or at all, could adversely affect our business and results of operations. Further, in the absence of definitive agreements, there can be no assurance that such clients will honour their obligations or continue to be associated with us in the future, on reasonable terms, or at all, or that such clients will not terminate or alter their arrangements with us at short notice or at their sole discretion.

22. We may be subject to legal proceedings and negative publicity arising from the risks of providing emergency medical response services including those resulting from claims of deficiency, malpractice and medical negligence.

Our business is dependent on the goodwill associated with our brand, trust of our clients, the quality of our services and our track record of performing integrated services, emergency response services and waste management services. Any negative publicity relating to the Company or its affiliates, our brand, our services, employment related policies and practices, and other aspects of our business operations generally could adversely affect our reputation and our results of operations. We have from time to time received adverse feedback relating to our service quality, inadequacy of resources deployed, hiring processes and practices, bid procedures and award of contracts, and some of these issues have been highlighted by the media. Any such negative publicity regarding us, or the quality of services we perform or other aspects of our operations, will adversely affect our brand, goodwill and client relationships, and could have a material adverse effect on our business, financial condition and results of operations.

As an operator of emergency medical response services, we are exposed to the risk of legal claims and regulatory actions arising out of the medical services provided by us or under our supervision. As part of our emergency medical response services and manpower supply services for hospitals, we engage the services of doctors, nurses and paramedical staff. However, we do not have direct control over the clinical activities of our physicians and other healthcare staff, as their diagnoses and treatments of patients are subject to their professional judgement, and in most cases, must be performed on a real time basis. Any incorrect clinical decisions or actions on the part of our physicians and other healthcare staff or any failure by us to properly manage their clinical activities may result in unsatisfactory treatment outcomes, patient injuries or possibly, patient death. Current or former patients or their families may commence or threaten litigation for medical negligence or malpractice against us. If such claims succeed, we may become liable for damages and other financial consequences and may even be exposed to criminal liability, which may materially and adversely affect our reputation, financial condition and results of operations.

Accordingly, in addition to our Company, our medical professionals, Directors and Promoters and other personnel may be subject to civil and criminal proceedings, including relating to allegations of deficiency, malpractice, and medical negligence. The existence of such claims may harm our professional standing and reputation of the doctors and medical professionals involved. The reputational consequences of any claims may materially and adversely affect our business and operations. Negative publicity arising from such claims may also adversely affect the volume of our emergency medical response service and may adversely affect the revenue generated by this service. Moreover, we have not obtained medical liability insurance and if any such claims succeed, we may become liable for damages and other financial consequences, which may materially and adversely affect our financial condition and results of operations. Any successful claims against us in excess of the insurance coverage or the indemnity may adversely affect our business, financial condition, results of operations, cash flows and prospects.

23. The nature of our emergency police response services exposes us to additional public scrutiny, consequently, any accidents or incidents, which may occur, may be reported widely, adversely affecting our reputation.

As of June 30, 2021, we deployed over 1,000 cars equipped with mobile data transfer units, and developed a network of emergency response centres. We render emergency police response services in the state of Madhya Pradesh at locations frequented by the general public, and as a result we are subject to additional public scrutiny and media attention. While we have set-up the technology infrastructure for this service and supply manpower for use of such infrastructure, there can be no assurance that our technology will at all times provide accurate and real-time information on potential emergency situations. As a result, we may be unable to respond to certain emergencies in a timely manner, or at all. Any incidents or accidents that may occur, or allegations that may be made, which directly or indirectly relate to the actions of our employees, may attract the interest of the media, stakeholders and members of the public and generate adverse publicity.

24. We face risks relating to sourcing equipment and other consumables and services from third parties.

We rely on third parties for certain materials that we require to undertake our contracts and also source services from such third parties. These materials include vehicles, cleaning consumables, tools and medical equipment, while services that we obtain include waste collection, utility maintenance. The third-parties we contract with include OEMs/ authorized dealers and sub-contractors. The limitations of liability we impose on our third parties and sub-contractors are typically much less than the limitation of liability we are able to negotiate for ourselves with our clients. In the event that raw materials/ services provided by a third party/ sub-contractor give rise to liabilities which exceed the limitation of liability which we have agreed with such entity, we will remain liable for the excess amount to our client (up to the amount of any cap provided for in our agreement with that client) and our insurance may not be sufficient to cover the difference. While we engage with third parties and sub-contractors that fulfil certain criteria set out by us, we may also be exposed to additional risks if they have inadequate insurance cover.

We may continue to rely on such third parties and sub-contractors as we expand our business. While we closely monitor the quality of service provided by such third-parties, they may experience disruptions, provide lower quality service or increase the prices of their raw materials or services for a number of reasons that may be beyond our control. As a result, there can be no assurance that we will continue to receive satisfactory services or quality raw materials on acceptable terms or at all. Any such disruptions faced by the third-parties we contract with, may impede our ability to operate or offer our services efficiently.

In addition, our operations rely on the ability of these third-parties and sub-contractors to deliver quality and timely service in line with the quality of service we provide to our clients. There can be no assurance that these parties will be able to meet these requirements in the future in a timely manner, or at all. In addition, the availability of many of these raw materials and services is partially dependent on our ability to provide accurate forecasts of our future requirements. If there are any constraints in their ability to provide the raw materials and services it may adversely affect our client relationships and our ability to perform under such contracts until alternate arrangements are made. If we are required to identify alternative third parties or sub-contractors for any of our required products or services, the process of qualification and approval could cause an increase in service costs and delays in providing services to clients. Any extended interruption in the supply of any of the key services could disrupt our operations and have a material adverse effect on our business, results of operations or financial condition.

25. An inability to maintain adequate insurance cover in connection with our business may adversely affect our operations and profitability.

Our service offerings include cleaning, office support, manpower supply, waste collection and disposal, mechanized housekeeping services, industrial housekeeping, emergency response services, fleet management, and specialized services including disinfection, railway station management, and paint-shop cleaning among others. These activities expose us to potential liability for misconduct, human and/ or technical mistakes, accidents, or damages sustained by third parties. Our insurance cover as of March 31, 2021 was approximately ₹ 4,440.76 million in respect of its net block of fixed assets which was ₹ 1,766.11 million as of March 31, 2021. Consequently our insurance cover as a percentage of gross block of fixed assets as of March 31, 2021 was 151.41%. While majority of our client contracts contain limitation of liability provisions and we believe that our insurance coverage is commensurate to the size of our operations, through policies including group health insurance policy, group personal accident policy, directors' and officers' liability insurance policy, standard fire and special perils policy and burglary loss policy, there can be no assurance that such insurance will be adequate to satisfy all claims. Any successful claims against us in excess of the insurance coverage may adversely affect our business, reputation, financial condition, results of operations, cash flows and prospects. Insurance against losses of this type can be expensive and insurance premiums may increase in the near future. The rising costs of insurance premiums could have a material adverse effect on our financial position and results of operations. In addition, our insurance coverage expires from time to time, and there can be no assurance that we will be able to renew our insurance at commercially viable terms or at all. While we apply for the renewal of our insurance coverage in the normal course of our business, there can be no assurance that such renewals will be granted in a timely manner, or at acceptable cost, or at all. For further information on our insurance arrangements, see "*Our Business – Insurance*" on page 150.

26. Failure or malfunction of our equipment could adversely affect our ability to conduct our operations.

Our operations are subject to risks inherent in the use of complex equipment including defibrillators, blood pressure monitoring equipment for our emergency medical response services, and dumpers and tippers for our waste management services. We may experience failures or there could be injury to our employees or others either because of defects, faulty maintenance or repair, or improper use or lack of timely servicing of our equipment. We are also responsible for incurring costs for repair and maintenance of equipment under some of our contracts. In addition, equipment vendors from whom we purchase equipment, may not have requisite licenses and approvals for the equipment they manufacture. As a result, any significant malfunction or breakdown of our equipment may entail significant repair and maintenance costs and cause disruptions in our operations. Any injury caused by our equipment or equipment operated by our employees due to equipment defects, improper maintenance or improper operation could subject us to liability claims. We cannot assure you that we would be able to effectively respond to any such events, in a timely manner and at an acceptable cost, which could lead to an inability to effectively provide our services and, therefore, affect our business and reputation.

27. We may be unable to perform background verification procedures on our employees prior to placing them with our clients.

We perform background verification procedures on our employees prior to employing them. However, given the high volume of employees that we employ each month, high attrition rates for the workforce in this industry, and the quality of sufficiently reliable information being unavailable in some cases, we may be unable to fully perform background verification procedures on each of our employees. For instance, there may be situations where the information provided may be false or incomplete, resulting in inaccurate background checks. Accordingly, our inability to perform these procedures fully could result in insufficient vetting of our employees, which could in turn result in engaging employees without basic qualifications, without a proven track-record, or with a history of illegal or fraudulent activities. This could also result in higher attrition rates, poor service quality, and could adversely affect our relationship with our clients if such employees engaged in illegal or fraudulent activities during the course of their employment, leading to an adverse effect on our reputation, results of operations and business prospects.

28. Non-compliance with and changes in, safety, health and environmental laws and other applicable regulations, may adversely affect our business, results of operations and financial condition.

We are subject to laws and government regulations, including in relation to safety, health and environmental protection that impose controls on employee exposure to hazardous substances and other aspects of the services we provide. Our employees may be required to handle and use cleaning reagents that may possess hazardous materials, and the improper handling or storage of these materials could result in accidents, injure our personnel, work sites and clients' property, and damage the environment. While we have policies and procedures in place to prevent such hazards by training our personnel, conducting industrial hygiene assessments and employing other prescribed safety measures, there can be no assurance that such incidents will not occur. While we have not experienced any material accidents/ injuries to our employees due to handling such reagents, the occurrence of any such event in the future could have an adverse effect on our business, results of operations and financial condition.

29. We have, in the past, failed to make regulatory filings and timely filings with the RoC and other statutory and governmental authorities under applicable law.

We have in the past not filed and delayed in making certain regulatory or statutory filings including filings required under the Companies Act and in relation to GST returns beyond prescribed timelines, resulting in non-compliance. These include delays in filing necessary forms with the RoC, in connection with corporate actions undertaken by us and filing particulars for creation of charge. Subsequent to these delays, we sought and obtained condonation of delay from the RoC upon payment of additional fees under the Companies Act, 2013. Further, there has been delay in filing of GST returns by the Company in past.

With the expansion of our operations there can be no assurance that such non-compliances will not arise, or that we will be able to implement, and continue to maintain, adequate measures to rectify or mitigate any such non-compliances, in a timely manner or at all. Additionally, in the past, we have received notices from the RoC alleging non-compliance with the provisions of the Companies Act, 2013. Although we have replied to the respective notices and have not received any further correspondences from the RoC, there can be no assurance there will be no such notices in the future or the authority will not take any further action against us under the previous notices.

Further, for Fiscals 2019, 2020 and 2021 our Company has not fully met its CSR spending obligations, being 2.00% of its respective average net profits during the three preceding years in accordance with the Companies Act, 2013. Further, we have made requisite disclosure of the shortfall in our CSR spending in the director's report for Fiscals 2019, 2020 and 2021. We cannot assure you that we will be able to rectify this non-compliance in the future, and that no action would be taken against us by the relevant regulatory or statutory authorities. Any penalty or regulatory action taken against us may adversely impact our cash flows and results of operations.

30. We have in the past not complied with the corporate social responsibility requirements under the Companies Act, 2013.

Companies meeting certain financial thresholds are also required to constitute a committee of the board of directors for corporate social responsibility activities and ensure that at least 2% of the average profit/(loss) before tax of the company during three immediately preceding financial years are utilized for corporate social responsibility activities. Penalties for instances of non-compliance have been prescribed under the Companies Act, 2013, which may result in inter alia, our Company, Directors and Key Managerial Employees being subject to such penalties and formal actions as prescribed under the Companies Act, 2013. Fiscals 2019, 2020 and 2021 we were required to spend ₹ 38.96 million, ₹ 30.97 million and ₹ 26.32 million towards our CSR activities, however, we have till date spent ₹ 30.00 million, ₹ 22.63 million and nil towards our CSR activities in such periods. There can be no assurance that the relevant authorities or MCA will not take cognizance of our non-compliance and impose penalties on us in this regard. We cannot assure you that no penalties will be imposed on our Directors and Key Managerial Personnel regarding such non-compliance in the future, the costs of which may be significant, and which may have an adverse impact on our business, financial condition and reputation.

31. ***If we fail to successfully develop and implement new service offerings and adapt to client needs, we may be unable to retain current clients and gain new clients, adversely affecting our results of operations.***

The process of developing new service offerings requires accurate anticipation of clients' changing needs and emerging technological trends. This may require that we make long-term investments and commit significant resources before knowing whether these investments will eventually result in service offerings that achieve client acceptance and generate anticipated results. For instance, we have recently commenced providing beach cleaning services, railways management services, and integrated services to the aviation and healthcare sectors. While we have successfully executed new initiatives in the past such as sports facility management, there can be no assurance that we will be able to successfully implement new service offerings in the future. If we fail to accurately anticipate and meet our clients' needs in these sectors through the development of new service offerings, our competitive position could be weakened and that could materially adversely affect our results of operations and financial condition.

32. ***We have incurred significant indebtedness, and an inability to comply with repayment and other covenants in our financing agreements could adversely affect our business and financial condition. Further, our debt financing agreements contain restrictive covenants including requiring prior consent of our lenders for undertaking a number of corporate actions, including the Offer, which may affect our interest.***

We have incurred significant indebtedness of ₹ 6,634.76 million as of June 30, 2021. We have entered into agreements with certain banks and financial institutions for short-term and long-term borrowings, which contain restrictive covenants, including, maintenance of certain financial ratios like interest coverage ratio, debt to equity ratio, debt service coverage ratio, fixed assets coverage ratio and debt to EBITDA ratio. Typically, restrictive covenants under our financing documents relate to obtaining consent from our lenders prior to undertaking certain actions including effecting any change in line of business or change in ownership; entering into any transaction of merger, de-merger, amalgamation, scheme of arrangement or compromise, reconstruction, consolidation or reorganisation or undertaking any scheme for composition or arrangement with creditors; effecting any change in capital structure, management set-up, control or shareholding pattern; implementing any scheme of expansion/ diversification/ modernisation other than incurring routine capital expenditure; effecting modification/ amendment in the constitutional documents of our Company; changing the promoter or affect any change in the capital structure where the promoter's contribution reduces below the current level or 51% of the controlling stake; declaring dividend until payment of loan amount in full or before selling, transferring, assigning, leasing, mortgaging, alienating or otherwise disposing the mortgaged property. We have been unable to retrieve copies of some of our financing agreements with certain lenders and our available documentation with these lenders are limited to sanction letters and subsequent renewed repayment schedules. We cannot assure you that no other documents/ agreements containing other restrictive covenants exist that govern our arrangements with these lenders.

A material breach of any of the above covenants or restrictions could also cause us to default under the applicable agreement, which would permit the respective lenders to declare all amounts outstanding thereunder to be due and payable, together with accrued and unpaid interest and enforce the security provided for such loans. In addition, a portion of our debt is short term/ revolving in nature, and an inability to renew these facilities could adversely impact our ability to meet repayment obligations to lenders. In such an event, we may be unable to incur additional borrowings and we may be unable to repay the amounts due. This may have a material and adverse effect on our financial condition and results of operation and even cause us to become bankrupt or insolvent. Our Company may fail to comply with specific non-financial covenants, which may constitute events of default under certain financing agreements and also trigger cross default provisions under such financing agreements of our Company. Further, one of our lenders has issued a query in relation to default on repayment of certain minor outstanding amounts, with two other lenders, being reflected in the commercial credit information report furnished by CIBIL ("**Credit Report**"). We are unable to identify the corresponding facilities in respect of which these outstanding amounts are appearing in the Credit Report and are currently in discussions with the respective lenders. Additionally, there may be certain other instances of minor defaults by us, however, there can be no assurance that such similar observations shall not be issued/ instances will not occur in the future. Any fluctuations in the interest rates may directly impact the interest costs of such loans and could adversely affect our financial condition.

In addition, we have provided and will continue to provide bank guarantees to secure obligations under the respective contracts for our projects. As of June 30, 2021, the amount of performance bank guarantees provided by us was ₹ 2,754.98 million. If we are unable to provide sufficient collateral to secure the bank guarantees or performance bonds, our ability to enter into new contracts may be limited. We may not be able to continue obtaining new bank guarantees and performance bonds of amounts sufficient for our business requirements.

Any failure to comply with the conditions and covenants in our financing agreements that is not waived by our lenders or guarantors or otherwise cured could lead to a termination of our credit facilities, suspension of further drawings, conversion of loan to equity, acceleration of all amounts due under such facilities or trigger cross-default provisions under certain of our other financing agreements, restructuring or reorganizing the management or Board, any of which could adversely affect our financial condition and our ability to conduct and implement our business plans. Moreover, any such action initiated by our lenders could result in the price of the Equity Shares being adversely affected.

33. ***We operate in a highly competitive and fragmented industry with low barriers for entry. We face significant competition and if we fail to compete effectively, our business, prospects, financial condition and results of operations will be adversely affected.***

We face competition in each of our business lines. The integrated services market is highly fragmented and competitive. We compete with both full-service integrated service companies and specialized facilities management services companies. According to Frost & Sullivan, the facility management market in India is highly competitive with more than 270 companies operating across India. The facility management market in India is broadly divided into three tiers based on the geographic reach of the entities. Being a pan-India integrated service provider, we compete with other tier 1 companies that also have a wide presence. We compete on the basis of market knowledge in each location, retention of skilled workforce, statutory compliance, brand and reputation, financial strength, technological ability and preventive maintenance techniques. Our key competitors include other tier 1 companies such as ISS Facility Services India Private Limited, Updater Services India Limited, Sodexo Facilities Management Services India Private Limited, and Dusters Total Solutions Services Private Limited (*Source: F&S Report*). Competition based on pricing terms in the integrated services industry is intense. We expect that the level of competition will remain high, which could directly impact the size of our workforce and therefore potentially limit our ability to maintain or increase our profitability. Our continued success depends on our ability to compete effectively against our existing and future competitors. With the potential influx of new competitors, our ability to retain our existing clients and to attract new clients is critical to our continued success. We also face the risk of our current or prospective clients deciding to utilize their internal workforce or use independent contractors or service providers in the unorganized segment.

Under emergency medical response services, we compete on the basis of IT infrastructure, fleet size, deployment of equipped ambulances, and other value-added services including staffing of medical professionals in ambulances. The other prominent player in this segment is GVK Emergency Management and Research Institute. We also compete with Ziqita Health Care Limited, Falck, Mugency and SGS Group (*Source: F&S Report*). In the waste management segment, we compete with companies such as Ramky Enviro, UPL Environmental Engineers, A2Z Infrastructure, SPML Infra, Antony Waste and IL&FS. Other notable players are Metro Waste, Terra Firma, and Hanjer Biotech. We compete on the basis of ease of operations of local facilities; relationships with municipal and local authorities; project management and execution capabilities including collection, transportation, treatment and disposal; and financial capabilities for capital investment for equipment and machinery. We also compete with multinational companies that operate through partnership models, such as CGEA Asia Holding and Swiss Hitachi Zosen Inova (*Source: F&S Report*).

Some of our competitors may be larger than us, have stronger financial resources or a more experienced management team, or have stronger execution capabilities in executing complex projects. They may also benefit from greater economies of scale and operating efficiencies and may have greater experience in each of our business segments. Further, the pricing premium associated with our experience may cause some of the new entrants to accept lower margins in order to be awarded a contract. We may also decide not to participate in some projects as accepting such lower margins may not be financially viable which may adversely affect our competitiveness to bid for and win future contracts. There can be no assurance that we can continue to compete effectively with our competitors in the future, and failure to compete effectively against our current or future competitors may have an adverse effect on our business, results of operations and financial condition.

The intense competition we face in our businesses, and general economic and business conditions may affect our ability to appropriately price our services. If our competitors offer deep discounts on certain services, we may be compelled to lower our prices or offer other favourable terms in order to compete effectively, which may adversely affect our margins and our operating results.

As a result, there can be no assurance that we will not encounter increased competition in the future. Nor can there be any assurance that our Company will, in light of competitive pressures, be able to remain profitable or, if profitable, maintain its current profit margins.

34. ***Certain segments of our business are capital intensive in nature. We require financing for our business operations and the failure to obtain additional financing on terms commercially acceptable to us may adversely affect our ability to grow and our future profitability.***

Contracts in the sector in which we operate are typically capital intensive and require us to obtain financing through various means. A significant amount of working capital is required for the purchase and maintenance of our equipment including mechanized housekeeping equipment, cleaning solutions, and our fleet of vehicles comprising ambulances and other specialized vehicles. As of March 31, 2019, 2020 and 2021, net fixed assets were ₹ 1,669.57 million, ₹ 1,932.59 million and ₹ 1,766.11 million, respectively, and gross block of assets were ₹ 2,457.44 million, ₹ 2,921.38 million and ₹ 3,001.92 million, respectively. We also require working capital for mobilization of resources and other work on projects before payment is received from clients. Further, since the contracts we bid for typically involve a lengthy and complex bidding and selection process which is affected by a number of factors, it is generally difficult to predict whether or when a particular contract we have bid for will be awarded to us and the time period within which we will be required to mobilize our resources for the execution of such contract. As a result, we may need to incur additional indebtedness in the future to satisfy our working capital requirements.

As of June 30, 2021, our total outstanding borrowings were ₹ 6,634.76 million. The actual amount and timing of our future capital requirements may differ from estimates as a result of, among other things, unforeseen delays or cost overruns, changes in business plans due to prevailing economic conditions, unanticipated expenses and regulatory changes. In the past, we have, in the ordinary course of our business, incurred cost overruns with respect to few of our projects. To the extent our planned expenditure requirements exceed our available resources, we will be required to seek additional debt or equity financing. Additional debt financing could increase our interest costs and require us to comply with additional restrictive covenants in our financing agreements. Further, the terms and amount of any additional capital raised through issuances of equity securities may result in significant dilution of the stake of our shareholders. Our ability to obtain such financing on acceptable terms is dependent on numerous factors, including general economic and capital market conditions, credit availability from banks, investor confidence, levels of our existing indebtedness, future financial condition, results of operations and cash flows and other factors beyond our control. There can be no assurance that we will be able to raise additional financing on acceptable terms in a timely manner or at all. Our failure to renew arrangements for existing funding or to obtain additional financing on acceptable terms and in a timely manner could adversely impact our planned capital expenditure, our business, results of operations and financial condition.

35. We are dependent on our Promoters and a number of Key Managerial Personnel and other senior management personnel, and any adverse change in our relationship with our Promoters or the loss of or our inability to attract or retain such persons could adversely affect our business, results of operations and financial condition and cash flows.

Our performance depends largely on the efforts and abilities of our Promoters, Key Managerial Personnel and other senior management personnel. The inputs and experience of our Promoters are vital to maintaining our existing client relationships and forming new relationships. We benefit from our relationship with our Promoters and our success depends upon the continuing services of our Promoters who have been responsible for the growth of our business and are closely involved in the overall strategy, direction and management of our business. Our Promoters are actively involved in the day-to-day operations and management since the incorporation of our Company. Accordingly, our performance is dependent upon the services of our Promoter and the relationships they have developed with our clients. We are also dependent on our Promoter for the continued validity of the Trademark License Agreement, through their association with Licensor. For further information, see " *– 6. We do not own the "BVG" trademark and logo, and are exposed to the risk that the "BVG" brand may be affected by events beyond our control and that we may be prevented from using it in the future*" on page 25. If our Promoters are unable or unwilling to continue in their present position or we are unable to able to take advantage of the benefit of our relationship with our Promoters in future, it could adversely affect our business operations and growth prospectus and affect our ability to continue to manage and expand our business.

Our Key Managerial Personnel and other senior management personnel are valuable for the development of our business and operations and execution of strategic decisions taken by us. Our ability to meet continued success and future business challenges depends on our ability to attract, recruit and retain experienced, talented and skilled professionals. We cannot assure you that we will be able to retain these employees or find adequate replacements in a timely manner, or at all, should they choose to discontinue their employment with us. For instance, we have recently had to fill the position of the Chief Financial Officer of our Company due to resignations by previous employees. See "*Our Management – Changes in the Key Managerial Personnel and Senior Management Personnel*" on page 183. We may require considerable time to hire and train replacement personnel when skilled senior personnel terminate their employment with us. We may also be required to increase our levels of employee compensation more rapidly than in the past to remain competitive in attracting skilled experienced employees that are essential for providing quality services in our business. We believe that competition for qualified personnel with relevant expertise in India is intense due to the scarcity of qualified individuals in the industry that we operate in. The loss of the services of our Key Managerial Personnel, senior management personnel or other key personnel or our inability to recruit or train a sufficient number of experienced personnel or our inability to manage the attrition levels in different employee categories may have an adverse effect on our financial results, our operations and business prospects. Further, a majority of our senior management personnel are not permanent employees of our Company and are engaged with us based on consultancy agreements. Such agreements are typically valid for a period of one year or until termination. There can be no assurance that the senior management personnel will renew their engagement with our Company or that we will be able to find adequate replacements in a timely manner. Accordingly, any failure to renew these agreements may have an adverse effect on our operations.

36. We operate a large fleet of vehicles resulting in fixed costs to our Company. The increase in the age of our vehicles and an increase in the prices of new vehicles as well as the automobile spares may adversely affect our business and results of operations.

We operate a significant fleet of vehicle as part of our business. As of June 30, 2021, we had a fleet of over 1,000 vehicles. Our fleet includes specialized vehicles such as ambulances, tippers, refuse compactors, dumper placers, dumpers, power sweeping machines and loaders. Typically, our waste management projects and emergency police response services require us to deploy vehicles for the purposes of the relevant project, thereby increasing our fixed cost. In addition, as the age of our fleet increases, associated maintenance costs related to our fleet also increase. Further, we may also face an increase in the cost of automobile spares that we are required to procure over the course of our contracts such as tyres, batteries, and lubricants. We may also acquire new vehicles to expand our business or to manage operational efficiencies and reduce cost of maintenance. Unless we continue to expand and upgrade our fleet of vehicles and acquire such vehicles on commercially favorable terms, our aging fleet may result in increased operating and maintenance costs. If the price of new vehicles increases, we will also incur increased depreciation expenses which may adversely affect our results of operations.

37. ***Fraud, misrepresentation or improper conduct by current or former employees may adversely affect our business and results of operations.***

Given the nature and scale of our operations, we are vulnerable to certain operational risks, including fraud, misrepresentation and improper conduct of current and former employees. Services contracts provide opportunities for corruption, misrepresentation, fraud or improper conduct, including bribery, theft or embezzlement by employees, contractors or customers. We may be subject misrepresentation by our current or former employees to our clients. We issue powers of attorney in favour of our employees to undertake various activities on behalf our Company and there have been instances where employees have misused such power of attorney's for their personal benefit or other fraudulent activities. For instance, as a result of misuse of a power of attorney by a former employee, we failed to submit a performance guarantee and were debarred from retendering in a project, which subsequently led to a ban on another project. For further information, see " *– 9. We are exposed to additional risks associated with engaging with government institutions and public sector undertakings including program funding and delayed payments that could materially and adversely affect our business, results of operations, financial position and cash flows*" on page 28. If we or any other persons involved in any of the projects are the victim of or involved in any such practices, our reputation or our ability to complete the relevant projects as contemplated may be disrupted, thereby adversely affecting our business and results of operations.

38. ***We may be subject to claims arising out of accidents or injuries involving our fleet of vehicles. Such claims could subject us to significant disruptions in our business, legal and regulatory actions, costs and liabilities.***

Our fleet of vehicles include specialized vehicles such as ambulances, tippers, refuse compactors, dumper placers, dumpers, power sweeping machines and loaders. We are liable to pay penalties under the Motor Vehicles Act, 1988 in the event of accidents involving our fleet of vehicles. Though we have taken insurance as mandated by law, it may not be sufficient to cover losses incurred. We are, and have in the past, been subject to claims arising out of accidents or injuries involving our vehicles. For example, buses owned by us, that have been leased on hire basis to independent entities, have been involved in accidents and we are subject to suits for compensation arising out of injury or death as a result of such accidents. See "*Outstanding Litigation and Material Developments*" on page 311. Any such claims could subject us to significant disruption in our business, legal and regulatory actions, costs and liabilities, which could adversely affect our reputation, business, results of operations, cash flows and financial condition.

39. ***Our revenues are subject to a significant number of tax regimes and changes in tax legislations or the rules governing their implementation could adversely affect our results of operations.***

We are required to adhere to a number of tax statutes, including those related to payment of income tax, goods and services tax and state government charges and levies. Any adverse changes in these laws, regulations or policies, particularly statutes related to goods and services tax, or an adverse change in their interpretation and application, may result in an increase in our expenses. For instance, the central government implemented a national goods and services tax ("**GST**") regime with effect from July 1, 2017. GST has replaced the erstwhile indirect taxes on goods and services such as central excise duty, service tax, customs duty, central sales tax, state value added taxes and surcharge previously collected by the central and state governments and combined these taxes and levies into one unified tax structure. As a result, we were liable to incur significantly higher costs in connection with projects that were ongoing at the time of GST implementation, as the contracts governing these projects did not provide us the flexibility to pass on such tax costs to our clients. While we are and will continue to adhere to the GST rules and regulation, any change in the legal framework governing GST could impact our ability to utilize input tax credits.

We are also currently entitled to certain tax benefits and incentives, including income tax benefits under sections 80JJAA, 80-IA and 80M of the Income-tax Act, 1961. If we are unable to avail these tax benefits in the future, it may result in increased tax liabilities and reduced liquidity and have an adverse effect on our results of operations. For further information see, "*Statement of Tax Benefits*" on page 88. There can be no assurance that we will not be subject to newer taxes in the future. The imposition of any such taxes could lead to increased costs, which may reduce our revenues and profitability.

40. ***Our Promoters have provided personal guarantees for loans availed by us and one of our Promoters, Hanmantrao Ramdas Gaikwad, and certain members of the Promoter Group have pledged certain number of Equity Shares as security for a loan availed by him.***

Our Promoters have given personal guarantees in relation to certain borrowings availed by our Company. In the event of default on such borrowings, these personal guarantees may be invoked by our lenders thereby adversely affecting our Promoters' ability to manage the affairs of our Company and this, in turn, could adversely affect our business, prospects, financial condition and results of operations. Further, if any of these personal guarantees are revoked by our Promoters, we may also not be successful in procuring alternate securities or guarantees satisfactory to the lenders, and as a result may need to repay outstanding amounts under such facilities or seek additional sources of capital, which could affect our financial condition and cash flows. Further, if any of these personal guarantees are revoked by our Promoters, we may also not be successful in procuring alternate securities or guarantees satisfactory to the lenders, and as a result may need to repay outstanding amounts under such facilities or seek additional sources of capital, which could affect our financial condition and cash flows. Further, one of our Promoters, Hanmantrao Ramdas Gaikwad, has pledged 1,323,918 Equity Shares, being 4.97% of our paid-up Equity Share capital on a fully diluted basis. In addition, members of our Promoter Group, Vaishali Hanmantrao Gaikwad, Vikas Vyankat Nipanea and Dattatraya Ramdas Gaikwad have pledged 768,603, 518,180 and 369,952 Equity Shares, respectively, being 6.22% of our paid-up Equity Share capital on a fully diluted basis. The pledge has been made in accordance with the terms of the loan agreement dated March 7, 2018, executed between Hanmantrao Ramdas Gaikwad, Dattatraya Gaikwad, Vaishali Gaikwad, Vikas Nipane and JM Financial Products Limited for a loan availed by our Promoter. Further, JM Financial Products Limited, pursuant to a letter dated September 27, 2021, has undertaken to release the portion of the Offered Shares, offered by Vaishali Hanmantrao Gaikwad and Dattatraya Ramdas Gaikwad, prior to filing the Red Herring Prospectus with the RoC. In the event of a default under the loan agreement, which our Promoter is unable to cure to the satisfaction of the lenders, the lenders may *inter alia* have recourse to the security including the pledged Equity Shares.

As of August 31, 2021, the total amount of guarantees given by our Promoters for debt availed by our Company was ₹ 11,491.40 million. For further information, see *"History and Certain Corporate Matters - Details of guarantees given to third parties by our Promoter Selling Shareholders"* on page 157.

41. ***We may infringe the intellectual property rights of others and may face claims that may be costly to resolve and/ or limit our ability to use such intellectual property in the future which may have a material adverse effect on our business, financial condition and results of operations.***

As we expand our business, third parties may assert that our technologies or techniques violate their intellectual property rights. Successful intellectual property claims against us could result in significant financial liability or prevent us from operating all or part of our business. Despite our efforts to comply with the intellectual property rights of others, we cannot determine with certainty whether we are infringing any existing third-party intellectual property rights which may force us to alter our technologies, obtain additional licenses or cease significant portions of our operations. We may also be susceptible to claims from third parties asserting infringement and other related claims. Regardless of their merits, such claims could materially and adversely affect our relationships with current or future clients, result in costly litigation, delay or disrupt provision of services, divert management's attention and resources, subject us to significant liabilities, require us to enter into additional royalty or licensing agreements or require us to cease certain activities. Any of the foregoing could materially and adversely affect our business, financial condition and results of operations.

In addition, we use open source software in our technology platform, particularly for our emergency response centers and management of our fleet and plan to use open source software in the future. We may face claims from parties claiming ownership of, or demanding release of, the source code or derivative works that were developed using such software, or otherwise seeking to enforce the terms of the applicable open source license. These claims could also result in litigation, require us to purchase a costly license or require us to devote additional research and development resources to change our platform, any of which could have a negative effect on our business and operating results.

42. ***Our business could be adversely affected if we fail to keep pace with technological developments in the integrated services industry.***

We significantly rely on our mechanization capabilities for efficient execution of our integrated services. Our future success will depend, in part, on our ability to adapt to technological advances to improve and further deploy mechanized solutions for our clients. Our future operations will therefore also depend on our ability to adapt to emerging technology standards and practices on a cost-effective and timely basis. To meet our clients' requirements and remain competitive in this market, we must continuously update our existing systems and develop new technologies. In addition, rapid and frequent technological and market demand changes can often render existing technologies and equipment obsolete and result in requirements for additional and substantial capital expenditures and/ or significant write downs of our assets, or additional human resources which can significantly add to employee expenses. The cost of upgrading or implementing new technologies, upgrading our existing equipment or expanding capacity could be significant. Our inability to successfully adopt new technologies in a cost effective and a timely manner could increase our costs and adversely affect our competitive position in terms of pricing or quality of service. Further, if we fail to anticipate or respond adequately to our clients' changing requirements or keep pace with the latest technological developments, our business, prospects, financial condition and results of operations may be materially and adversely affected.

43. ***Our Statutory Auditor has included a matter of emphasis in the auditor's report on the financial statements for the Fiscals 2021 and 2020.***

Our Statutory Auditors has included a matter of emphasis on the management's assessments on the impact of COVID-19 on the operations, financial performance and position of the Company for the year ended March 31, 2021 and March 31, 2020, in their reports on the audited consolidated financial statements for Fiscals 2021 and 2020, respectively. Further, our Statutory Auditors have also included certain observations in the annexure to the auditor's report on the standalone financial statements of our Company for the Fiscals 2019, 2020 and 2021 on certain matters required under the Companies (Auditors Report) Order, 2016 including delays in payment of GST and provident fund. For further information, see "*Management's Discussion and Analysis on the Financial Conditions and Results of Operations - Auditor's Observations*" from pages 291 to 294. There is no assurance that penalties, if any, will not be imposed on us in future. Further, while we continue to pay all statutory dues which become payable in a timely manner, we cannot assure you that there will not be any defaults or delay in payments of statutory dues in future.

There can be no assurance that any similar remarks or matters of emphasis will not form part of our financial statements for the future fiscal periods, which could subject us to additional liabilities due to which our reputation and financial condition may be adversely affected.

44. Our Promoters, certain members of the Promoter Group and Directors and related entities have interests in a number of ventures, which are in businesses similar to ours and this may result in potential conflicts of interest with us.

A conflict of interest may occur between our business and the business of such ventures in which our Promoters, certain members of the Promoter Group, our Directors and related entities are involved with, which could have an adverse effect on our operations. Conflicts of interest may also arise out of common business objectives shared by us, ventures of our Promoters, certain members of our Promoter Group, Directors and related entities including our Joint Venture and certain Subsidiaries. Our Promoters, members of the Promoter Group, our Directors and related entities may compete with us and have no obligation to direct any opportunities to us. For instance, certain of our Subsidiaries, members of our Promoter Group and Group Companies, namely BVG Clean Energy Limited, are authorized to carry out facility management services, waste management services and certain integrated services, similar to our business. There can be no assurance that these or other conflicts of interest situations will be resolved in an impartial manner.

45. Certain of our Group Companies have incurred losses in the past and may incur losses in the future which may have an adverse effect on our reputation and business.

Certain of our Group Companies have incurred losses in the preceding three Fiscals. The following table sets forth information on the Group Companies of our Company that have incurred losses as per the audited standalone financial statements of the respective entities in the periods specified below:

S. No.	Name	Profit/(losses) after tax (₹ million, unless otherwise stated)		
		Fiscal 2019	Fiscal 2020	Fiscal 2021
1.	BVG Clean Energy Limited	(20.42)	(36.11)	(33.63)
2.	BVG Clean Technologies Limited	(0.89)	0.56	(0.51)
3.	BVG Energy Efficiency Private Limited	(2.32)	(0.33)	(1.09)
4.	BVG Jal Private Limited	(0.47)	(0.14)	(0.88)
5.	Intertech Electro Controls Private Limited	(9.92)	(1.95)	(0.04)
6.	Livestock & Crop Registry India Limited	(19.21)	(0.29)	(1.53)
7.	Satara Mega Food Park Private Limited	(84.82)	(76.53)	(71.13)
8.	BVG HiTech Agro Limited	(15.77)	(12.19)	(3.00)
9.	BVG Life Sciences Limited	8.89	(79.24)	N.A.*
10.	BVG Health Food Private Limited	(4.32)	(8.39)	(15.27)

* *Audited data for Fiscal 2021 not available.*

There can be no assurance that our Group Companies will not incur losses in the future which may have an adverse effect on our reputation and business.

46. We have in the past entered into related party transactions and may continue to do so in the future, which may potentially involve conflicts of interest with the equity shareholders.

We have in the past entered into transactions with certain of our Promoters, relatives of our Promoters, Directors, and enterprises over which our Directors or Promoters have a significant influence. While we believe that all such transactions have been conducted on an arm's length basis and contain commercially reasonable terms, we cannot assure you that we might have obtained more favourable terms had such transactions been entered into with unrelated parties. Further, it is likely that we may enter into related party transactions in the future, subject to compliance with the SEBI Listing Regulations, applicable accounting standards and other statutory requirements and we cannot assure you that such transactions, individually or in the aggregate, will not have an adverse effect on our financial condition, cash flows and results of operations or that we could not have achieved more favorable terms if such transactions had not been entered into with related parties. Such related party transactions may potentially involve conflicts of interest. For further information, see "*Restated Financial Statements*" on page 192. Such related party transactions may potentially involve conflicts of interest.

In Fiscal 2019, 2020 and 2021 the aggregate amount of such related party transactions (calculated as an absolute total of all transactions) was ₹ 781.99 million, ₹ 354.88 million and ₹ 68.85 million, respectively. The percentage of the aggregate value such related party transactions to our revenue from operations in Fiscal 2019, 2020 and 2021 was

4.30%, 1.84% and 0.41%, respectively. For further information on our related party transactions, see "*Restated Financial Statements*" on page 192. We cannot assure you that such transactions, individually or in the aggregate, will always be in the best interests of our minority shareholders and will not have an adverse effect on our business, results of operations, cash flows and financial condition.

47. ***We have certain contingent liabilities that have not been provided for in our financial statements, which if they materialise, may adversely affect our financial condition.***

As of March 31, 2021, our contingent liabilities as per Accounting Standard 29 – Provisions, Contingent Liabilities and Contingent Assets were as follows:

Particulars	**Amount (₹ million)**
Guarantees extended by the Group[(1)]	35.50
Value added tax claims[(2)]	34.26
Employee dues on account of amendment to Payment of Bonus Act, 1965[(3)]	57.52
Service tax claims (excluding interest and penalty) [(4)]	796.51
Total	**923.79**

Notes:

1. *Guarantees disclosed above excludes performance guarantee amounting to ₹ 2,805.92 million (Fiscal 2020: ₹ 3,159.00 million); (Fiscal 2019: ₹ 3,092.53 million); towards bid security, earnest money deposit and security deposit.*
2. *The Value added tax claim pertains to disallowance of input tax credit of various assessment years. The Group had filed an appeal with Deputy Commissioner of Sales Tax, Appeals. During Fiscal 2019, the Group withdrew the appeal and settled the matter under Maharashtra Settlement of Arrears in Dispute Act 2016.*
3. *Since the decision for retrospective application of the amendment in Payment of Bonus Act, 1965 is pending with Honourable Bombay High Court, the Group has considered the amendment prospectively from Fiscal 2016.*
4. *The service tax claim (excluding interest and penalty) is on account of disallowance of exemptions on certain services by the Service tax department for the period of Fiscals 2012 to 2017. The Holding Company has filed an appeal with Central Excise and Service Tax Appellate Tribunal against the order for the period of Fiscals 2012 to 2016, and is in the process of filing an appeal for Fiscals 2016 to 2017. The quantum of interest and penalty on above cannot be ascertained at the litigation stage and shall be finalised upon conclusion of the litigation.*

As of March 31, 2019, 2020 and 2021, our ratio of total liabilities plus contingent liabilities to net worth is 212.82%, 188.33% and 156.70%, respectively. If a significant portion of these liabilities materialize, it could have an adverse effect on our business, financial condition and results of operations. For further information, see "*Restated Financial Statements*" on page 192.

48. ***We have in this Draft Red Herring Prospectus included certain non-GAAP financial measures and certain other industry measures related to our operations and financial performance. These non-GAAP measures and industry measures may vary from any standard methodology that is applicable across the integrated services industry, and therefore may not be comparable with financial or industry related statistical information of similar nomenclature computed and presented by other companies.***

Certain non-GAAP financial measures and certain other industry measures relating to our operations and financial performance have been included in this Draft Red Herring Prospectus. We compute and disclose such non-GAAP financial measures and such other industry related statistical information relating to our operations and financial performance as we consider such information to be useful measures of our business and financial performance, and because such measures are frequently used by securities analysts, investors and others to evaluate the operational performance of integrated services companies, many of which provide such non-GAAP financial measures and other industry related statistical and operational information. Such supplemental financial and operational information is therefore of limited utility as an analytical tool, and investors are cautioned against considering such information either in isolation or as a substitute for an analysis of our audited financial statements as reported under applicable accounting standards disclosed elsewhere in this Draft Red Herring Prospectus.

These non-GAAP financial measures and such other industry related statistical and other information relating to our operations and financial performance may not be computed on the basis of any standard methodology that is applicable across the industry and therefore may not be comparable to financial measures and industry related statistical information of similar nomenclature that may be computed and presented by other integrated services companies. For further information, see "*Management's Discussion and Analysis of Financial Condition and Results of Operations – Non-GAAP Measures*" on page 282.

49. ***A downgrade in our credit rating could adversely affect our ability to raise capital in the future.***

Our financing agreements require us to obtain a credit rating from an independent agency. Our short term and long term funded bank facilities are rated "IVR A+" and our short term non-funded bank facilities are rated "IVR A1+". Our credit ratings, which are intended to measure our ability to meet our debt obligations, are a significant factor in determining our finance costs. For instance, in 2019 one of our lenders namely, ICICI Bank Limited, cancelled facilities sanctioned following a downgrade of our credit ratings. Although, as on date, we have repaid the facility (excluding the bank guarantee), we cannot assure you that similar steps will not be taken by our lenders in the future. The interest rates of certain of our borrowings may be significantly dependent on our credit ratings. A downgrade of our credit ratings could lead to greater risk with respect to refinancing our debt and would likely increase our cost of borrowing and adversely affect our business, financial condition, results of operations and prospects.

50. Our ability to pay dividends in the future will depend on our earnings, financial condition, working capital requirements, capital expenditures and restrictive covenants of our financing arrangements.

We have not paid dividends on equity shares in the last three Fiscal years, but we have paid a fixed dividend on the CCPS in the sum of ₹ 1,484 every year. For further information, see "*Dividend Policy*" on page 191. Our ability to pay dividends in the future will depend on our earnings, financial condition, cash flow, working capital requirements, capital expenditure and restrictive covenants of our financing arrangements. The declaration and payment of dividend will be recommended by the Board of Directors and approved by the Shareholders, at their discretion, subject to the provisions of the Articles of Association and applicable law, including the Companies Act, 2013. We may retain all future earnings, if any, for use in the operations and expansion of the business. As a result, we may not declare dividends in the foreseeable future. We cannot assure you that we will be able to pay dividends in a timely manner or at all in the future. For instance, in Fiscal 2019, there was a delay in payment of dividend to the preference shareholders within the period prescribed under the Companies Act, 2013. Accordingly, realization of a gain on Shareholders' investments will depend on the appreciation of the price of the Equity Shares. There is no guarantee that our Equity Shares will appreciate in value.

Further, our Subsidiaries may not pay cash dividends on shares that we hold in them. Consequently, our Company may not receive any return on investments in our Subsidiaries.

51. Our Promoters and certain of our Key Managerial Personnel hold Equity Shares and certain other interests in our Company and are therefore interested in our Company's performance in addition to their remuneration and reimbursement of expenses.

Our Promoters (also our Directors) and certain of our Key Managerial Personnel are interested in our Company, in addition to regular remuneration or benefits and reimbursement of expenses, to the extent of their shareholding in our Company. Further, we have, by way of a Deed of Assignment assigned the "BVG" trademark to Aadiruchi Foods LLP, an entity owned by one of our Promoters and a member of the Promoter Group, for a one time consideration of ₹ 11.54 million, and Aadiruch Foods LLP has subsequently licensed the use of trademarks to us by way of the Trademark License Agreement. Our Promoters are therefore also interested by way of the Trademark License Agreement entered into between our Company and Aadiruchi Foods LLP. While the consideration amount of ₹ 11.54 million for the Deed of Assignment is based on an independent valuation report, there can be no assurance that we would have obtained a higher consideration had such assignment been entered into with unrelated parties. For further information on the Deed of Assignment and Trademark License Agreement see *"History and Certain Corporate Matters – Summary of Key Agreements"* on page 159 and " *– 6. We do not own the "BVG" trademark and logo, and are exposed to the risk that the "BVG" brand may be affected by events beyond our control and that we may be prevented from using it in the future*" on page 25. We cannot assure you that our Promoters will exercise their rights as shareholders to the benefit and best interest of our Company. For instance, our Promoters may take or block actions with respect to our business which may conflict with the best interests of our Company or that of minority shareholders. For further information on the interest of our Promoters and certain of our Key Managerial Personnel, other than reimbursement of expenses incurred or normal remuneration or benefits, see "*Our Management*", "*Our Promoters and Promoter Group*" and "*Restated Financial Statements*" on pages 166, 184 and 192, respectively.

52. Our training initiatives have certain minimum requirements including in terms of number of trainees to be enrolled. If we are unable to meet these minimum requirements our financial condition and results of operations may be adversely affected.

The agreements we have with the government under Deen Dayal Upadhyay Gramin Kaushal Yojana (DDUGKY) and other training programs generally require us to ensure that a specified minimum number of trainees are provided employment pursuant to the skills training services we provide. In the event that we fail to ensure placement or employment of trainees enrolled in our training programs, the relevant government agencies may be entitled to refuse reimbursement of agreed costs/ incentives to us as set out under the terms of such programs, and may also be entitled to enforce underlying bank guarantees, if applicable.

53. Our Promoters will continue to retain majority shareholding in us after the Offer, which will allow them to exercise control over us.

Our Promoters and members of the Promoter Group hold 67.01% of the share capital of our Company, as of the date of this Draft Red Herring Prospectus. For details of their shareholding see "*Capital Structure*" on page 70. Accordingly, our Promoters 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 adoption of amendments to our charter documents, 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. 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. Further, some of our lenders require that our Promoters, provide personal guarantees or may also require them to pledge their Equity Shares in order to secure debt availed by us. We cannot assure you that our Promoters will be amenable to provide such security in future. For further information, see *"- 40. Our Promoters have provided personal guarantees for loans availed by us and one of our Promoters, Hanmantrao Ramdas Gaikwad, and certain members of the Promoter Group has pledged certain number of Equity Shares as security for a loan availed by him*" on page 40. The interests of the Promoters as our controlling shareholder could conflict with our interests or the interests of the 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.

54. Our Company has unsecured loans that may be recalled by the lenders at any time and our Company may not have adequate funds to make timely payments or at all.

Our Company has availed unsecured loans, which may be recalled by its lenders at any time. As of June 30, 2021, such loans availed by our Company amounted to ₹ 59.90 million. Such loans may not be repayable in accordance with any agreed repayment schedule and may be recalled by the relevant lenders at any time. In the event that any lender seeks a repayment of any such unsecured loan, our Company would need to find alternative sources of financing, which may not be available on commercially reasonable terms, or at all. As a result, any such demand may materially and adversely affect our business, cash flows, financial condition and results of operations.

55. Any variation in the utilisation of the Net Proceeds would be subject to certain compliance requirements, including prior shareholders' approval.

We propose to utilise the Net Proceeds for repayment or prepayment of certain borrowings of our Company and for general corporate purposes. For further information of the proposed objects of the Offer, see "*Objects of the Offer*" on page 81. At this stage, we cannot determine with any certainty if we would require the Net Proceeds to meet any other expenditure or fund any exigencies arising out of competitive environment, business conditions, economic conditions or other factors beyond our control. In accordance with Section 27 of the Companies Act, 2013, we cannot undertake any variation in the utilisation of the Net Proceeds without obtaining the shareholders' approval through a special resolution. In the event of any such circumstances that require us to undertake variation in the disclosed utilisation of the Net Proceeds, we may not be able to obtain the shareholders' approval in a timely manner, or at all. Any delay or inability in obtaining such shareholders' approval may adversely affect our business or operations.

Further, our Promoters would be required to provide an exit opportunity to the Shareholders who do not agree with our proposal to change the objects of the Offer or vary the terms of such contracts, at a price and manner as prescribed by SEBI. Additionally, the requirement on Promoters to provide an exit opportunity to such dissenting shareholders may deter the Promoters from agreeing to the variation of the proposed utilisation of the Net Proceeds, even if such variation is in the interest of our Company. Further, we cannot assure you that the Promoters or the controlling shareholders of our Company will have adequate resources at their disposal at all times to enable them to provide an exit opportunity at the price prescribed by SEBI.

In light of these factors, we may not be able to undertake variation of objects of the Offer to use the unutilized Net Proceeds, if any, or vary the terms of any contract referred to in the Draft Red Herring Prospectus, even if such variation is in the interest of our Company. This may restrict our Company's ability to respond to any change in our business or financial condition by re-deploying the unutilised portion of Net Proceeds, if any, or varying the terms of contract, which may adversely affect our business and results of operations.

56. A substantial portion of the Net Proceeds will be utilized for repayment/ pre-payment of loans availed by our Company. Accordingly, the Net Proceeds will not be available for the creation of any tangible assets by our Company.

Our Company intends to deploy ₹ 2,000 million towards repayment/pre-payment of various borrowings availed by our Company, as indicated in the section titled "*Objects of the Offer"* on page 81. The scheduled repayment/pre-payment of the loans is subject to various factors including: (i) cost of the borrowing, (ii) any conditions attached to the borrowings restricting our ability to prepay or repay the borrowings and time taken to fulfil, or obtain waivers for fulfilment of such conditions, (iii) receipt of consents for prepayment or waiver from any conditions attached to such prepayment from the respective lenders, as applicable (iv) terms and conditions of such consents and waivers, (v) levy of any prepayment penalties and the quantum thereof, (vi) provisions of any laws, rules and regulations governing such borrowings, and (vii) other commercial considerations including, among others, the interest rate on the loan facility, the amount of the loan outstanding and the remaining tenor of the loan. Accordingly, the Net Proceeds will not be available for any capital expenditure or creation of tangible assets by our Company.

57. Our clients may engage in certain transactions in or with countries or persons that are subject to U.S. and other sanctions.

U.S. law generally prohibits U.S. persons from directly or indirectly investing or otherwise doing business in or with certain countries that are the subject of comprehensive sanctions and with certain persons or businesses that have been specially designated by the OFAC or other U.S. government agencies. Other governments and international or regional organizations also administer similar economic sanctions. We provide services to our clients, who may be doing business with, or located in, countries to which certain OFAC-administered and other sanctions apply. Although we believe we have compliance systems in place that are sufficient to block prohibited transactions, there can be no assurance that we will be able to fully monitor all of our transactions for any potential violation. Although we do not believe that we are in violation of any applicable sanctions, if it were determined that transactions in which we participate violate U.S. or other sanctions, we could be subject to U.S. or other penalties, and our reputation and future business prospects in the United States or with U.S. persons, or in other jurisdictions, could be adversely affected. We rely on our staff to be up-to-date and aware of the latest sanctions in place. Further, investors in the Equity Shares could incur reputational or other risks as the result of our clients' dealings in or with countries or with persons that are the subject of U.S. sanctions.

58. Some of our offices and training centres including our Registered Office and Corporate Office are located on leased premises. There can be no assurance that these lease agreements will be renewed upon termination or that we will be able to obtain other premises on lease on same or similar commercial terms.

Our Company has entered into two leave and license agreements in respect of our Registered Office with Aarya Agro-Bio and Herbal Private Limited and these agreements are valid till January 31, 2022. Additionally, we have also entered into a leave and license agreement in respect of our Corporate Office with Pesh Infotech, which is valid till August 18, 2024. In addition, most of our offices and training centres are located on leased premises. These lease agreements may be terminated in accordance with their respective terms, and any termination or non-renewal of such leases could adversely affect our operations. In addition, these leases generally have annual escalation clauses for rent payments. There can be no assurance that we will be able to retain or renew such leases on same or similar terms, or that we will find alternate locations for the existing offices on terms favorable to us, or at all. If the owners of any of the premises revoke the arrangement under which we occupy premises or imposes terms and conditions unfavourable to us, we may have to vacate the premises and suffer a disruption in our operations or have to pay increased rent, which may adversely affect our business and result of operations or have to pay increased rent, which may adversely affect our business and results of operation. Failure to identify suitable premises for relocation of existing properties, if required, or in relation to new or proposed properties we may purchase, in time or at all, may have an adverse effect on our services, the pace of our projected growth as well as our business and results of operations.

59. Industry information included in this Draft Red Herring Prospectus has been derived from an industry report exclusively commissioned and paid for by our Company for such purpose. There can be no assurance that such third-party statistical, financial and other industry information is either complete or accurate.

We have availed the services of an independent third party research agency, Frost & Sullivan India Private Limited appointed by our Company on April 8, 2021, to prepare an industry report titled "*Assessment of Facility Management Services Market in India*" dated September 2021, exclusively commissioned by our Company for purposes of inclusion of such information in this Draft Red Herring Prospectus. Given the scope and extent of the F&S Report, disclosures are limited to certain excerpts and the F&S Report has not been reproduced in its entirety in the Draft Red Herring Prospectus. The report is a paid report that has been commissioned by our Company, and is subject to various limitations and based upon certain assumptions that are subjective in nature. Although we believe that the data may be considered to be reliable, the accuracy, completeness and underlying assumptions are not guaranteed and dependability cannot be assured. While we have taken reasonable care in the reproduction of the information, we make no representation or warranty, express or implied, as to the accuracy or completeness of such facts and statistics. Due to possibly flawed or ineffective collection methods or discrepancies between published information and market practice and other problems, the statistics herein may be inaccurate or may not be comparable to statistics produced for other economies and should not be unduly relied upon. Further, there is no assurance that they are stated or compiled on the same basis or with the same degree of accuracy as may be the case elsewhere. Statements from third parties that involve estimates are subject to change, and actual amounts may differ materially from those included in this Draft Red Herring Prospectus.

60. Our Company will not receive any proceeds from the Offer for Sale by the Selling Shareholders.

The Offer consists of the Fresh Issue by our Company and an Offer for Sale by the Selling Shareholders. The entire proceeds of the Offer for Sale will be respectively transferred to the Selling Shareholders and will not result in any creation of value for us or in respect of your investment in our Company. The entire proceeds from the Offer for Sale will be paid to the Selling Shareholders and our Company will not receive any proceeds from the Offer for Sale. For further information, see "*Objects of the Offer*" on page 81.

61. We do not have certain documents evidencing the biographies of certain Directors and Key Managerial Personnel in "Our Management" section.

In accordance with the disclosure requirements stipulated under the SEBI ICDR Regulations, the brief biographies of our Directors, Key Managerial Personnel disclosed in the section "*Our Management*" on page 166 include details of their educational qualifications. However, the original documents evidencing such educational qualifications are not available with respect to our Independent Director, Prabhakar Dattatraya Karandikar, three of our KMPs, namely, Dnyaneshwar Shelke, Ghanahsham Manakikar and Manoj Jain, for whom we do not have the educational degree certificate. We have relied on affidavits executed by such Directors/Key Management Personnel certifying the authenticity of the information. In the absence of original documents, we cannot assure you of the accuracy of all information relating to such Directors/Key Management Personnel included in the section "*Our Management*" on page 166.

External Risk Factors

62. Our business, financial condition and results of operations may be materially adversely affected by global health epidemics, including the recent COVID-19 outbreak.

Outbreaks of epidemic, pandemic, or contagious diseases such as COVID-19, could have an adverse effect on our business, financial condition, and results of operations. The spread of COVID-19 from China to other countries has resulted in the World Health Organization declaring the outbreak of COVID-19 as a global pandemic. With the outbreak of COVID-19, international stock markets have begun to reflect the uncertainty associated with the slow-down in the global economy, reduced levels of international travel experienced since the beginning of January 2020, large declines in oil prices and the significant decline in the Dow Jones Industrial Average at the end of February and beginning of March 2020 was largely attributed to the effects of COVID-19. In addition, the widespread lockdowns implemented by various countries since March 2020 has further slowed-down the global economy and disrupted daily operations of most companies. If the COVID-19 outbreak progresses in ways that continue to limit the level of economic activity globally and disrupt our operations including through lockdowns and limited access to business resources, such disruption may materially negatively affect our cash flow, business and operating results for subsequent periods. Additionally, as the spread of COVID-19 negatively impacts our customers, employees, or employees or contractors of our vendors, it has and will continue to negatively affect our ability to provide timely services, comply with regulatory reporting requirements and may generally affect our operations, which may materially negatively affect our business, financial condition and results of operations. For further information on the impact of COVID-19 on our operations, see "*– 1. The continuing impact of the COVID-19 pandemic on our business and operations is uncertain and it may be significant and continue to have an adverse effect on our business, operations and our future financial performance*" on page 21.

63. The occurrence of natural or man-made disasters such as natural calamities, outbreak of contagious diseases, power outages and other disruptions could adversely affect our results of operations, cash flows and financial condition. Hostilities, terrorist attacks, civil unrest and other acts of violence could also adversely affect the financial markets and our business.

The occurrence of natural disasters, including cyclones, storms, floods, earthquakes, tsunamis, tornadoes, fires, explosions, pandemic diseases such as the COVID-19 and man-made disasters, including acts of terrorism and military actions, could adversely affect our results of operations, cash flows or financial condition. Terrorist attacks and other acts of violence or war in India or globally may adversely affect the Indian securities markets. In addition, any deterioration in international relations, especially between India and its neighbouring countries, for instance the recent border tensions between India and China, may result in investor concern regarding regional stability which could adversely affect the price of the Equity Shares. In addition, India has witnessed local civil disturbances in recent years and it is possible that future civil unrest as well as other adverse social, economic or political events in India could have an adverse effect on our business. Such incidents could also create a greater perception that investment in Indian companies involves a higher degree of risk and could have an adverse effect on our business and the market price of the Equity Shares.

Further, India has experienced natural calamities such as earthquakes, floods and drought in the recent past. The extent and severity of these natural disasters determine their impact on the Indian economy. For instance, in May 2020, cyclone Amphan resulted in the eastern states of India, including Odisha and West Bengal receiving significant rainfall followed shortly by a locust plague which may have a long term impact in the agricultural economy of India. Any such present or future events could have a material adverse effect on the economy and our business.

64. Our revenue is derived from business in India and a slowdown in economic growth in India could cause our business to suffer and could adversely affect our results of operations.

Our performance and the growth of our business are necessarily dependent on the health of the overall Indian economy. Any slowdown in the Indian economy or future volatility in global commodity prices could adversely affect our business. Additionally, an increase in trade deficit, a downgrading in India's sovereign debt rating or a decline in India's foreign exchange reserves could negatively affect interest rates and liquidity, which could adversely affect the Indian economy and our business. Any downturn in the macroeconomic environment in India could also adversely affect our business, results of operations, financial condition, and cash flows, and the trading price of the Equity Shares.

India's economy could be adversely affected by a general rise in interest rates, adverse weather conditions affecting agriculture, commodity and energy prices as well as various other factors. A slowdown in the Indian economy could adversely affect the policy of the GoI towards our industry, which may in turn adversely affect our financial performance and our ability to implement our business strategy. The Indian economy is also influenced by economic and market conditions in other countries, particularly emerging market conditions in Asia. A decline in India's foreign exchange reserves may also affect liquidity and interest rates in the Indian economy, which could adversely impact our financial condition. A loss of investor confidence in other emerging market economies or any worldwide financial instability may adversely affect the Indian economy, which could materially and adversely affect our business and results of operations and the market price of the Equity Shares.

India has from time to time experienced instances of social, religious and civil unrest and hostilities between neighbouring countries. 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.

Other factors which may adversely affect the Indian economy are scarcity of credit or other financing in India, resulting in an adverse impact on economic conditions in India and scarcity of financing of our developments and expansions; volatility in, and actual or perceived trends in trading activity on India's principal stock exchanges; changes in India's tax, trade, fiscal or monetary policies, like political instability, terrorism or military conflict in India or in countries in the region or globally, including in India's various neighboring countries; occurrence of natural or man-made disasters; infectious disease outbreaks or other serious public health concerns; prevailing regional or global economic conditions, including in India's principal export markets; and other significant regulatory or economic developments in or affecting India.

65. Significant differences exist between Ind AS and other accounting principles, such as Indian GAAP, U.S. GAAP and IFRS, which investors may be more familiar with and may consider material to their assessment of our financial condition.

Our financial statements for Fiscal 2019, 2020 and 2021 have been prepared and presented in conformity with Ind AS. No attempt has been made to reconcile any of the information given in this document to any other principles or to base it on any other standards. Ind AS differs in certain significant respects from Indian GAAP, IFRS, U.S. GAAP and other accounting principles with which prospective investors may be familiar in other countries. If our financial statements were to be prepared in accordance with such other accounting principles, our results of operations, cash flows and financial position may be substantially different. Prospective investors should review the accounting policies applied in the preparation of our financial statements, and consult their own professional advisers for an understanding of the differences between these accounting principles and those with which they may be more familiar. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Draft Red Herring Prospectus should be limited accordingly.

66. 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 Asia, Russia 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. 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 materially and adversely affect our business, prospects, financial condition, results of operations 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. Following the United Kingdom's exit from the European Union ("**Brexit**"), there remains significant uncertainty around the terms of their future relationship with the European Union and, more generally, as to the impact of Brexit on the general economic conditions in the United Kingdom and the European Union and any consequential impact on global financial markets. For example, Brexit could give rise to increased volatility in foreign exchange rate movements and the value of equity and debt investments.

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 stabilizing effects. Any significant financial disruption could have a material 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 a material 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 a material adverse effect on our business, results of operations, financial condition, and cash flowsand reduce the price of the Equity Shares.

67. ***Any adverse change in India's credit rating by an international rating agency could materially adversely affect our business and profitability.***

Our borrowing costs and our access to the debt capital markets depend significantly on the credit ratings of India.

Any 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.

68. ***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 customers 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, cash flows and prospects.

69. ***If there is any change in laws or regulations, including taxation laws, or their interpretation, such changes may significantly affect our financial statements.***

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 (on gross basis) for Indian companies from 30% to approximately 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. Any adverse order passed by the appellate authorities/ tribunals/ courts would have an effect on our profitability. Due to COVID -19 pandemic, the Government of India had also passed the Taxation and Other Laws (Relaxation of Certain Provisions) Act, 2020, implementing relaxations from certain requirements under, amongst others, the Central Goods and Service Tax Act, 2017 and Customs Tariff Act, 1975.

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.

The Finance Act, 2020 has, amongst others things, provided a number of amendments to the direct and indirect tax regime, including, without limitation, a simplified alternate direct tax regime. For instance, dividend distribution tax ("**DDT**") will not be payable by a domestic company in respect of dividends declared, distributed or paid by the 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 and are likely be subject to tax deduction at source. The 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 from such dividend. Investors should consult their own tax advisors about the consequences of investing or trading in the Equity Shares.

Further, the Government of India has notified the Finance Act, 2021 ("**Finance Act**") which has introduced various amendments to taxation laws in India. 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 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 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 laws or regulations would have an adverse effect on our business.

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 and prospects. For instance, various amendments have been made to the Payment of Bonus Act, 1965, with respect to the definition of an employee under the act, which are proposed to be applied retrospectively with effect from April 1, 2014. As the decision for such retrospective application is pending with the courts, we have considered the application of the amendment prospectively from Fiscal 2016, and have accordingly disclosed such employee dues as contingent liabilities amounting to ₹ 57.52 million for each of the years ended March 31, 2019, 2020 and 2021. Further, 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. Our Company has not made relevant provisions towards the retrospective application of the judgement, as on date. For further information on the impact of these pronouncements on our operations, see "*Restated Financial Statements – Annexure V*" on page 205. Any such decisions in the future or any further changes in interpretation of laws may have an impact on our results of operations. 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 laws or regulations would have an adverse effect on our business.

70. If inflation were to rise in India, we might not be able to increase the prices of our services at a proportional rate in order to pass costs on to our clients 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 transportation, wages, raw materials 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 clients, 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 amount of fees for services to pass the increase in costs on to our clients. In such case, our business, results of operations, cash flows and financial condition 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. There can be no assurance that Indian inflation levels will not worsen in the future.

71. Rights of shareholders under Indian laws may be more limited than under the laws of other jurisdictions.

Indian legal principles related to corporate procedures, directors' fiduciary duties and liabilities, and shareholders' rights may differ from those that would apply to a company in another jurisdiction. Shareholders' rights including in relation to class actions, under Indian law may not be as extensive as shareholders' rights under the laws of other countries or jurisdictions. Investors may have more difficulty in asserting their rights as shareholder in an Indian company than as shareholder of a corporation in another jurisdiction.

72. It may not be possible for investors to enforce any judgment obtained outside India against us, our Directors, the Book Running Lead Managers or any of their directors and executive officers in India respectively, except by way of a law suit in India.

We are a limited liability company incorporated under the laws of India. All of our Promoters, Directors and executive officers are residents of India and majority of our assets and such persons' assets are located in India. As a result, it may not be possible for investors to effect service of process upon us or such persons outside India, or to enforce judgements obtained against such parties outside India.

India is not a party to any international treaty in relation to the recognition or enforcement of foreign judgments. Recognition and enforcement of foreign judgments is provided for under Section 13, 14 and Section 44A of the Code of Civil Procedure, 1908 ("**Civil Code**") on a statutory basis. Section 44A of the Civil Code provides that where a certified copy of a decree of any superior court, within the meaning of that Section, obtained in any country or territory outside India, which the government has by notification declared to be in a reciprocating territory, may be enforced in India by proceedings in execution as if the judgment had been rendered by a district court in India. However, Section 44A of the Civil Code is applicable only to monetary decrees and does not apply to decrees for amounts payable in respect of taxes, other charges of a like nature or in respect of a fine or other penalties and does not apply to arbitration awards (even if such awards are enforceable as a decree or judgment).

The United Kingdom, Singapore, Hong Kong and United Arab Emirates have been declared by the government to be reciprocating territories for the purposes of Section 44A of the Civil Code. The United States has not been declared by the Government of India to be a reciprocating territory for the purposes of Section 44A of the Civil Code. A judgment of a court of a country which is not a reciprocating territory may be enforced in India only by a suit upon the judgment under Section 13 of the Civil Code, and not by proceedings in execution. Section 13 of the Civil Code provides that foreign judgments shall be conclusive regarding any matter directly adjudicated upon except: (i) where the judgment has not been pronounced by a court of competent jurisdiction; (ii) where the judgment has not been given on the merits of the case; (iii) where it appears on the face of the proceedings that the judgment is founded on an incorrect view of international law or refusal to recognize the law of India in cases to which such law is applicable; (iv) where the proceedings in which the judgment was obtained were opposed to natural justice; (v) where the judgment has been obtained by fraud; and/ or (vi) where the judgment sustains a claim founded on a breach of any law then in force in India. The United States and India do not currently have a treaty providing for reciprocal recognition and enforcement of judgments. Therefore, a final judgment for the payment of money rendered by any federal or state court in the United States on civil liability, whether or not predicated solely upon the federal securities laws of the United States, would not be enforceable in India. However, the party in whose favour such final judgment is rendered may bring a new suit in a competent court in India based on a final judgment that has been obtained in the United States. The suit must be brought in India within three years from the date of judgment in the same manner as any other suit filed to enforce a civil liability in India.

Further, there are considerable delays in the disposal of suits by Indian courts. It may be unlikely that a court in India would award damages on the same basis as a foreign court if an action is brought in India. Furthermore, it may be unlikely that an Indian court would enforce foreign judgments if it viewed the amount of damages awarded as excessive or inconsistent with public policy in India. A party seeking to enforce a foreign judgment in India is required to obtain prior approval from the RBI under FEMA to repatriate any amount recovered pursuant to execution and any such amount may be subject to income tax in accordance with applicable laws. Any judgment or award in a foreign currency would be converted into Indian Rupees on the date of the judgment or award and not on the date of the payment.

73. Fluctuation 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 the Stock Exchanges. 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 taken for such conversion may reduce the net dividend to foreign investors. In addition, any adverse movement in currency exchange rates during a delay in repatriating the proceeds from a sale of Equity Shares outside India, 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 Shareholders. For example, the exchange rate between the Indian Rupee and the U.S. dollar has fluctuated substantially 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.

74. Holders of Equity Shares 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, 2013, 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 equity 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. However, if the laws of the jurisdiction in which the investors are located in do not permit the investors to exercise their pre-emptive rights, without our 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 we make 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 the 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 us would be reduced.

75. ***Any future issuance of Equity Shares may dilute your shareholding and sales of the Equity Shares by our Promoters or other major shareholders may adversely affect the trading price of the Equity Shares.***

We may be required to finance our growth, whether organic or inorganic, through future equity offerings. Any future equity issuances by us, including a primary offering, may lead to the dilution of investors' shareholdings in us. Any future issuances of Equity Shares (including under an employee benefit scheme) or the disposal of Equity Shares by our Promoters or any of our other principal shareholders or any other change in our shareholding structure to comply with minimum public shareholding norms applicable to listed companies in India or any public perception regarding such issuance or sales 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 debt. There can be no assurance that we will not issue further Equity Shares or that our existing shareholders including our Promoters will not dispose further Equity Shares after the completion of the Offer (subject to compliance with the lock-in provisions under the SEBI ICDR Regulations). Any future issuances could also dilute the value of shareholder's investment in the Equity Shares and adversely affect the trading price of our Equity Shares. Such securities may also be issued at prices below the Offer Price. We may also issue convertible debt securities to finance our future growth or fund our business activities. In addition, any perception by investors that such issuances or sales might occur may also affect the market price of the Equity Shares.

76. ***Investors may be subject to Indian taxes arising out of capital gains on the sale of the Equity Shares which will adversely affect any gains made upon sale of Equity Shares.***

Under current Indian tax laws, unless specifically exempted, capital gains arising from the sale of equity shares is generally taxable in India. Any gain realized on the sale of listed equity shares on or before March 31, 2018, on a stock exchange held for more than 12 months will not be subject to long term capital gains tax in India if securities transaction tax, or STT, has been paid on the sale transaction and, as stipulated by the Finance Act, 2017, STT had been paid at the time of acquisition of such equity shares on or before October 1, 2004, except in the case of such acquisitions of such equity shares which are not subject to STT, as notified by the Central Government under notification no. 43/2017/F. No. 370142/09/2017-TPL on June 5, 2017. However, the Finance Act, 2018, has now levied taxes on such long-term capital gains arising from sale of equity shares on or after April 1, 2018. However, where specified conditions are met, such long-term capital gains are only taxed to the extent they exceed Rs. 100,000 and unrealised capital gains earned up to January 31, 2018 continue to be exempt. Accordingly, you may be subject to payment of long-term capital gains tax in India, in addition to the payment of STT, on the sale of Equity Shares held for more than 12 months. STT will be levied on and collected by a domestic stock exchange on which our 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. Capital gains arising from the sale of the Equity Shares will be exempt from taxation in India in cases where the exemption from taxation in India is provided under a treaty between India and the country of which the seller is a resident. 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 Equity Shares.

The Finance Act, 2019 has also clarified that, 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 Government of India has announced the union budget for the fiscal 2022, pursuant to which the Finance Bill has introduced various amendments. The Finance Bill has received assent from the President of India on March 28, 2021, and has been enacted as the Finance Act. We have not fully determined the impact of these recent and proposed laws and regulations on our business. We cannot predict whether any amendments made pursuant to the Finance Act would have an adverse effect on our business, financial condition and results of operations. 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.

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 jurisdictions on gains arising from a sale of the shares subject to relief that may be available under the applicable tax treaty or under the laws of their own jurisdiction.

77. ***Under Indian law, foreign investors are subject to investment restrictions that may limit their ability to transfer shares and hence limit our ability to attract foreign investors.***

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 terms of the Consolidated FDI Policy and the FEMA Rules, including any modifications thereto or substitutions thereof, issued from time to time, FDI up to 100% is permitted in the services sector, under the automatic route, subject to compliance with the specified conditions in the Consolidated FDI Policy and the FEMA Rules. However, our Subsidiary, BVG Security Services Private Limited ("**BSSPL**"), is involved in providing private security services, a sector in which foreign investment is restricted to 49.9% and requires the prior approval of the Government ("**Approval Route**"). Presently, our Company is owned (with shareholding of non-residents being less than 50%) and controlled by resident Indian citizens, and accordingly any foreign investment in our Company is not considered to be 'indirect' or 'downstream' foreign investment in BSSPL. However, since BSPPL undertakes a business that is under the Approval Route, the total foreign investment in our Company cannot equate to 50% or more of our Company's share capital, and non-residents cannot be deemed to own or control our Company. This may restrict our ability to raise capital in the future or in the ability of foreign investors to purchase Equity Shares, including in the Offer.

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. 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 of India.

For further information, see "*Restrictions on Foreign Ownership of Indian Securities*" on page 361. Our ability to raise any foreign capital under the FDI route is therefore constrained by Indian law, which may adversely affect our business, financial condition, cash flows, results of operations and prospects.

78. Our Equity Shares have never been publicly traded, and may experience price and volume fluctuations following the completion of the Offer. Further, our Equity Shares may not result in an active or liquid market and the price of our Equity Shares may be volatile and you may be unable to resell your Equity Shares at or above the Offer Price or at all.

Prior to the Offer, there has been no public market for our Equity Shares, and an active trading market may not develop or be sustained after the Offer. Listing and quotation does not guarantee that a market for our Equity Shares will develop or, if developed, does not guarantee the liquidity of such market for the Equity Shares. The Offer Price of the Equity Shares is proposed to be determined through a book building process and may not be indicative of the market price of the Equity Shares at the time of commencement of trading of the Equity Shares or at any time thereafter. There has been significant volatility in the Indian stock markets in the recent past, and the trading price of our Equity Shares after this Offer 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 Draft Red Herring Prospectus.

A decrease in the market price of our Equity Shares could cause you to lose some or all of your investment. Our Equity Shares are expected to trade on NSE and BSE after the Offer, but there can be no assurance that active trading in our Equity Shares will develop after the Offer, 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.

79. 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 are not permitted to withdraw their Bids after closure of the Bid/ Offer 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 can revise their Bids during the Bid/ Offer Period and withdraw their Bids until the Bid/ Offer 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 six Working Days from the Bid/ Offer 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 Offer or cause the trading price of the Equity Shares to decline on listing.

80. 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.

81. U.S. holders should consider the impact of the passive foreign investment company rules in connection with an investment in our Equity Shares.

A foreign corporation will be treated as a passive foreign investment company ("**PFIC**") for U.S. federal income tax purposes for any taxable year in which either: (i) at least 75% of its gross income is "passive income" or (ii) at least 50% of its gross assets during the taxable year (based on of the quarterly values of the assets during a taxable year) are "passive assets," which generally means that they produce passive income or are held for the production of passive income.

Our Company believes it was not a PFIC for fiscal year ended March 31, 20211 September 2021, and does not expect to be a PFIC for the current year or any future years. However, no assurance can be given that our Company will or will not be considered a PFIC in the current or future years. The determination of whether or not our Company is a PFIC is a factual determination that is made annually after the end of each taxable year, and there can be no assurance that our Company will not be considered a PFIC in the current taxable year or any future taxable year because, among other reasons, (i) the composition of our Company's income and assets will vary over time, and (ii) the manner of the application of relevant rules is uncertain in several respects. Further, our Company's PFIC status may depend on the market price of its Equity Shares, which may fluctuate considerably.

SECTION III: INTRODUCTION

THE OFFER

The following table summarizes the Offer details:

Offer of Equity Shares		Up to [●] Equity Shares aggregating up to ₹[●] million
of which:		
(i)	Fresh Issue(1)	Up to [●] Equity Shares aggregating up to ₹2,000.00 million#
(ii)	Offer for Sale(2)**	7,196,214 Equity Shares aggregating up to ₹[●] million by the Selling Shareholders
of which:		
A)	QIB Portion(3) (4)	Not more than [●] Equity Shares
	of which:	
	Anchor Investor Portion	Up to [●] Equity Shares
	Net QIB Portion (assuming Anchor Investor Portion is fully subscribed)	[●] Equity Shares
	of which:	
	Available for allocation to Mutual Funds only (5% of the Net QIB Portion) (3)	[●] Equity Shares
	Balance of QIB Portion for all QIBs including Mutual Funds	[●] Equity Shares
B)	Non-Institutional Portion(4)	Not less than [●] Equity Shares
C)	Retail Portion(5)	Not less than [●] Equity Shares
Pre-Offer and post-Offer Equity Shares		
Equity Shares outstanding prior to the Offer(5)		26,644,808 Equity Shares
Equity Shares outstanding after the Offer		[●] Equity Shares
Utilisation of Net Proceeds		Please see "*Objects of the Offer*" beginning on page 81 for details regarding the use of proceeds from the Fresh Issue. Our Company will not receive any proceeds from the Offer for Sale.

\# *Our Company in consultation with the Lead Managers, may consider a Pre-IPO Placement. If the Pre-IPO Placement is completed, the Fresh Issue size will be reduced to the extent of such Pre-IPO Placement, subject to compliance with Rule 19(2)(b) of the SCRR.*

** *1,323,918 Equity Shares held by Hanmantrao Ramdas Gaikwad, 768,603 Equity Shares held by Vaishali Hanmantrao Gaikwad and 369,952 Equity Shares held by Dattatraya Gaikwad representing 9.58% of pre-Offer Equity Share capital have been pledged as security for the loan availed by one of our Promoters, Hanmantrao Ramdas Gaikwad from JM Financial Products Limited. JM Financial Products Limited, pursuant to a letter dated September 27, 2021, has undertaken to release the respective portion of the Offered Shares, Offered by Vaishali Hanmantrao Gaikwad and Dattatraya Gaikwad, prior to filing the Red Herring Prospectus with the RoC.*

(1) *The Fresh Issue has been authorised by our Board of Directors and our Shareholders, pursuant to their resolutions dated July 4, 2020 and July 30, 2020, respectively.*

(2) *The Selling Shareholders, severally and not jointly, specifically confirm that the respective portions of their Offered Shares have been held by such Selling Shareholder for a period of at least one year prior to filing of this Draft Red Herring Prospectus and are eligible for being offered in the Offer for Sale in terms of Regulation 8 of SEBI ICDR Regulations. Our Board of Directors have taken on record the approval for the Offer for Sale by the Selling Shareholders pursuant to a resolution at its meeting held on September 24, 2021. For details on the authorisation of the Selling Shareholders in relation to the Offered Shares, see "Other Regulatory and Statutory Disclosures – Authority for the Offer", on page 323.*

(3) *Subject to valid bids being received at or above the Offer Price, undersubscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill-over from any other category or combination of categories of Bidders at the discretion of our Company and the Investor Selling Shareholders, in consultation with the Lead Managers, and the Designated Stock Exchange, subject to applicable laws. In the event of under-subscription in the Offer, Equity Shares offered pursuant to the Fresh Issue shall be allocated prior to Equity Shares offered pursuant to the Offer for Sale. After receipt of minimum subscription of 90% of the Fresh Issue, Equity Shares offered pursuant to the Fresh Issue shall be allocated prior to Equity Shares offered pursuant to the Offer for Sale.*

(4) *Our Company and the Investor Selling Shareholders may, in consultation with the Lead Managers, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. The QIB portion will accordingly be reduced for the Equity Shares 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 Anchor Investor Allocation Price. In the event of under-subscription in the Anchor Investor Portion, the remaining Equity Shares shall be added to the QIB Portion. 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Portion (excluding Anchor Investor Portion) shall be available for allocation on a proportionate basis to all QIB Bidders, including Mutual Funds, subject to valid Bids being received at or above the Offer Price. However, if the aggregate demand from Mutual Funds is less than [●] Equity Shares, the balance Equity Shares available for allotment in the Mutual Fund Portion will be added to the QIB Portion and allocated proportionately to the QIB Bidders (other than Anchor Investors) in proportion to their Bids. For further details, please see "Offer Procedure" beginning on page 346.*

(5) *Subject to the conversion of 14,835,139 CCPS (which is subject to receipt of approval from the holders of the CCPS) with an aggregate value of ₹148,351,390 into 251,443 Equity Shares, and 682,977 OCDs with an aggregate value of ₹6,829,770 into 682,977 Equity Shares prior to the filing of the Red Herring Prospectus, in accordance with the requirement under Regulation 5(2)(b) of the SEBI ICDR Regulations. For further details see "Capital Structure" beginning on page 344.*

Allocation to Bidders in all categories except the Anchor Investor Portion and the Retail Portion, if any, shall be made on a proportionate basis subject to valid Bids received at or above the Offer Price. The allocation to each Retail Individual Bidder shall not be less than the minimum Bid Lot, subject to availability of Equity Shares in the Retail Portion, and the remaining available Equity Shares, if any, shall be allocated on a proportional basis. For further details, see "*Offer Procedure*" beginning on page 346.

For details of the terms of the Offer, see "*Terms of the Offer*" beginning on page 339.

SUMMARY OF FINANCIAL INFORMATION

The following tables provide the summary financial information of our Company derived from the Restated Financial Statements as at and for the Financial Years 2021, 2020 and 2019.

The Restated Financial Statements referred to above is presented under the section "Financial Information" beginning on page 192. The summary financial information presented below should be read in conjunction with the Restated Financial Statements, the notes thereto and the section "Management's Discussion and Analysis of Financial Condition and Results of Operations" on page 275.

*[**The remainder of this page has been intentionally left blank**]*

RESTATED CONSOLIDATED STATEMENT OF ASSETS AND LIABILITIES

(in ₹ millions)

ASSETS	March 31, 2021	March 31, 2020	March 31, 2019
Non-current assets			
Property, plant and equipment	1,580.03	1,707.75	1,520.00
Capital work-in-progress	2.20	-	-
Right of use assets	88.62	105.98	63.10
Investment property	71.96	72.80	35.05
Goodwill	-	-	-
Other intangible assets	23.30	46.06	51.42
Intangible assets under development	-	-	-
Financial assets			
(a) Investments	34.01	4.25	5.32
(b) Loans	61.36	45.60	89.82
(c) Other financial assets	548.05	769.13	1,638.27
Other tax assets (net)	237.44	94.60	74.79
Deferred tax assets (net)	640.17	392.62	47.74
Other non-current assets	360.66	498.43	390.00
Total non-current assets	**3,647.80**	**3,737.22**	**3,915.51**
Current assets			
Inventories	1,695.02	1,601.27	1,822.80
Financial assets			
(a) Trade receivables	8,878.70	8,740.87	7,355.77
(b) Cash and cash equivalents	596.48	788.77	630.29
(c) Other bank balances	582.23	527.62	371.13
(d) Loans	126.50	192.04	228.15
(e) Other financial assets	2,843.70	2,574.65	2,332.33
Other current assets	607.13	613.16	603.84
Contract assets	-	74.57	36.21
Assets classified as held for sale	149.94	137.40	122.20
Total current assets	**15,479.70**	**15,250.35**	**13,502.72**
TOTAL ASSETS	**19,127.50**	**18,987.57**	**17,418.23**
EQUITY AND LIABILITIES	**March 31, 2021**	**March 31, 2020**	**March 31, 2019**
Equity			
Equity share capital	257.10	257.10	257.10
Instruments entirely equity in nature	148.35	148.35	148.35
Other equity	7,403.71	6,585.17	5,395.90
Total equity attributable to equity holders of the Group	**7,809.16**	**6,990.62**	**5,801.35**
Non-controlling interests	2.16	4.30	3.51
Total equity	**7,811.32**	**6,994.92**	**5,804.86**
Non-current liabilities			
Financial liabilities			
(a) Borrowings	510.45	699.26	727.38
(b) Lease liability	86.29	99.79	52.96
Provisions	497.30	352.72	225.86
Deferred tax liabilities (Net)	-	-	-
Total non-current liabilities	**1,094.04**	**1,151.77**	**1,006.20**
Current liabilities			
Financial liabilities			
(a) Borrowings	4,584.42	5,098.46	4,761.42
(b) Lease liability	16.61	16.33	12.30
(c) Trade payables	1,214.61	1,304.40	1,643.65
(d) Other financial liabilities	1,826.95	1,792.86	1,567.14
Contract liabilities	1,507.37	1,564.28	1,699.21
Other current liabilities	698.68	810.10	763.06
Provisions	75.57	66.90	47.89
Current tax liabilities (net)	210.44	144.55	72.50
Liabilities directly associated with assets held for sale	87.49	43.00	40.00
Total current liabilities	**10,222.14**	**10,840.88**	**10,607.17**
Total liabilities	**11,316.18**	**11,992.65**	**11,613.37**
TOTAL EQUITY AND LIABILITIES	**19,127.50**	**18,987.57**	**17,418.23**

RESTATED CONSOLIDATED STATEMENT OF PROFIT AND LOSS

(in ₹ millions)

PARTICULARS	March 31, 2021	March 31, 2020	March 31, 2019
Income			
Revenue from operations	16,677.22	19,301.17	18,182.14
Other income	68.60	103.14	116.31
Total income	**16,745.82**	**19,404.31**	**18,298.45**
Expenses			
Cost of materials consumed	1,167.60	1,854.24	1,283.43
Employee benefits expense	10,621.15	11,579.69	11,031.36
Finance costs	861.88	910.57	854.84
Depreciation and amortisation expense	246.66	220.25	187.56
Other expenses	2,639.68	3,443.62	4,172.99
Total expenses	**15,536.97**	**18,008.37**	**17,530.18**
Profit before tax from continuing operations	**1,208.85**	**1,395.94**	**768.27**
Tax expenses			
Current tax	(409.02)	(335.31)	(216.84)
Deferred tax (including MAT credit)	273.86	157.71	140.78
Profit from continuing operations	1,073.69	1,218.34	692.21
Discontinued operations			
Profit from discontinued operations before tax	(308.78)	(105.02)	(154.80)
Tax expense of discontinued operations	96.10	111.72	307.76
Profit from discontinued operations	(212.68)	6.70	152.96
Profit for the year	**861.01**	**1,225.04**	**845.17**
Profit attributable to non-controlling interest	2.14	(0.80)	(0.38)
Share of Profit / (loss) of joint venture	(0.53)	(1.07)	(0.08)
	862.62	**1,223.17**	**844.71**
Other Comprehensive Income			
Items that will not be reclassified to Statement of Profit and Loss			
Re-measurement of defined benefit plan	(67.75)	(50.99)	(41.71)
Income tax effect relating to above item	23.67	17.83	14.43
Other comprehensive income for the year (net of tax)	(44.08)	(33.16)	(27.28)
Total Comprehensive Income attributable to			
Owners of the Group	816.40	1,190.82	817.81
Non-controlling interest	2.14	(0.80)	(0.38)
Total comprehensive income for the year	818.54	1,190.01	817.43
Earnings per equity share for profit from continuing operations			
(1) Basic (INR)	41.36	46.93	26.66
(2) Diluted (INR)	40.30	45.73	25.98
Earnings per equity share for profit from discontinued operations			
(1) Basic (INR)	(8.19)	0.26	5.89
(2) Diluted (INR)	(8.19)	0.25	5.74
Earnings per equity share for profit from continuing and discontinued operations			
(1) Basic (INR)	33.16	47.19	32.55
(2) Diluted (INR)	32.31	45.98	31.72

RESTATED CONSOLIDATED STATEMENT OF CASH FLOWS

(in ₹ millions)

PARTICULARS	March 31, 2021	March 31, 2020	March 31, 2019
A. Cash flows from operating activities			
Net profit before tax			
Continuing operations	1,208.85	1,395.94	768.27
Discontinued operations	(308.78)	(105.02)	(154.80)
Profit before tax including discontinued operations	**900.07**	**1,290.92**	**613.47**
Adjustments :			
Depreciation and amortization	247.02	222.25	187.56
(Gain) / loss on sale of assets	3.80	(0.62)	(0.38)
Change in fair value of financial liability	-	-	-
ECL provision	418.24	175.50	1,022.25
Bad debts and deposits written off	-	106.62	582.33
Impairment loss on investment	-	-	-
Impairment loss on intangibles	-	-	98.57
Interest income	(57.53)	(115.85)	(41.18)
Interest expense	861.88	910.57	894.50
Operating Profit before working capital changes	**2,373.48**	**2,589.39**	**3,357.12**
Movements in working capital :			
Decrease / (Increase) in inventories	(93.75)	221.53	3,998.20
Increase in trade receivables	(556.07)	(1,576.66)	(311.72)
Increase in loans	68.80	80.33	(117.13)
Decrease / (Increase) in other financial assets	(160.27)	544.77	(399.60)
(Increase) / Decrease in other assets	33.61	(120.27)	24.80
(Increase) / decrease in margin money deposits	123.99	(68.54)	-
(Decrease) / Increase in trade payables	(89.79)	(339.25)	268.55
Increase in other financial liabilities	55.15	228.52	209.02
Increase in other current liabilities	(111.42)	47.04	(314.48)
Increase in contract liabilities	(56.91)	(134.93)	(5,414.04)
Decrease/increase in contract assets	74.57	(38.36)	23.35
Increase in provisions	85.50	94.88	40.95
Working capital changes	**(626.59)**	**(1,060.94)**	**(1,992.10)**
Cash generated from operations	1,746.89	1,528.45	1,365.02
Direct taxes paid (net of tax deducted at source and MAT credit utilisation), net of refunds	(339.89)	(341.43)	(664.97)
Net cash flows from operating activities	**1,407.00**	**1,187.02**	**700.05**
B. Cash flows from investing activities			
Purchase of fixed assets (tangible and intangible fixed assets, capital work-in-	33.31	(554.42)	(486.49)
progress, intangible assets under development)			
Proceeds from sale of fixed assets	-	4.51	1.02
Purchase of non current investments	(30.29)	-	(0.82)
Sale of non current investments	-	-	-
Net proceeds / (payment) for asset held for sale	31.95	(12.20)	40.00
(Investment in) / maturity of bank deposits (having original maturity of more	(66.31)	15.82	16.86
than three months) (net)			
Interest received	38.51	110.18	41.85
Net cash used in investing activities	**7.17**	**(436.11)**	**(387.58)**
C. Cash flows from financing activities			
Proceeds from long term borrowings	14.84	267.11	570.92
Repayment of long term borrowings	(249.44)	(277.02)	(493.70)
Proceeds from short term borrowings (net)	(514.04)	337.04	297.88
Proceeds on account of lease	(26.26)	(21.23)	65.26
Dividends paid	-	-	0.65
Tax on dividends paid	-	-	-
Interest paid	(831.57)	(898.33)	(934.00)
Net cash used in financing activities	**(1,606.47)**	**(592.43)**	**(462.99)**
Net Increase / (decrease) in cash and cash equivalents (A+B+C)	(192.29)	158.48	(180.52)
Cash and cash equivalents at beginning of the year	788.77	630.29	810.81

PARTICULARS	March 31, 2021	March 31, 2020	March 31, 2019
Cash and cash equivalents at the end of the period	596.48	788.77	630.29
Components of cash and cash equivalents			
Cash on hand	1.52	0.59	0.61
Cheques in hand	439.90	700.36	229.63
Balances with banks:			
On current accounts	96.46	77.49	158.89
In deposit accounts (with original maturity of 3 months or less)	-	-	-
Debit balances in cash credit accounts	58.60	10.33	241.16
Total cash and cash equivalents	**596.48**	**788.77**	**630.29**

GENERAL INFORMATION

Registered Office
'BVG House'
Premier Plaza
Pune - Mumbai Road
Chinchwad
Pune 411 019
Maharashtra, India
Tel: +91 20 3509 0000
Email: ipocs@bvgindia.com
Website: www.bvgindia.com

For further details in relation to change of address of our Registered Office, see "*History and Certain Corporate Matters – Changes in the Registered Office*" on page 155.

Corporate Office
BVG India Limited, 4th Floor
Midas Tower, Phase 1, Hinjewadi, Rajiv Gandhi Infotech Park
Hinjawadi, Pimpri-Chinchwad, Pune 411 057
Maharashtra, India
Tel: +91 20 3509 0000
Email: ipocs@bvgindia.com
Website: www.bvgindia.com

Corporate Identity Number and Registration Number

Corporate Identity Number: U74999PN2002PLC016834
Registration Number: 016834

Filing

This Draft Red Herring Prospectus has been filed has been filed electronically on the SEBI's online portal and at cfddil@sebi.gov.in, in accordance with the instructions issued by the SEBI on March 27, 2020, in relation to "Easing of Operational Procedure – Division of Issues and Listing – CFD".

A copy of the Red Herring Prospectus, along with the material contracts and documents required to be filed under Section 32 of the Companies Act would be filed with the RoC and a copy of the Prospectus to be filed under Section 26 of the Companies Act, 2013 would be filed with the RoC.

Board of Directors

The Board of Directors, as on the date of this Draft Red Herring Prospectus, comprises the following:

Name	Designation	DIN	Address
Hanmantrao Ramdas Gaikwad	Chairman and Managing Director	01597742	250 Kawade Nagar, New Sangvi, Pune 411 027, Maharashtra, India
Umesh Gautam Mane	Vice Chairman and Joint Managing Director	01597365	55/1, Trimurti Colony, Devkar Road, near Sai Baba Temple, Kawade Nagar, Navi Sangvi, Pune 411 027, Maharashtra, India
Jayant Gopal Pendse	Independent Director	02434630	Bhagirathi, Plot No. 11, Sector 25, Nigdi, Pradhikaran, Pune 411 044, Maharashtra, India
Chandrakant Narayan Dalvi	Independent Director	03069236	Flat No. 701, Building A, DSK Co. Op. Housing Society, B.J. Road, Sadhu Wasvani Chowk, Camp Pune, behind Hotel Woodland, Pune 411 001, Maharashtra, India
Prabhakar Dattatraya Karandikar	Independent Director	02142050	Flat No. 705, Saptagiri Apartments, Dhankude Vasti, Baner, Pune 411 045, Maharashtra, India
Rajendra Ramrao Nimbhorkar	Independent Director	08152265	C/o 902, 9th Floor, Viola Building, Mohammadwadi, Undri Nyati Windchimes A2, Pune 411060, Maharashtra, India
Pankaj Dhingra	Non-executive Director	07775198	House No. 468, near Mother Dairy, Sector 37, Gautam Buddha Nagar, Noida 201 301, Uttar Pradesh, India
Swapnali Dattatraya Gaikwad	Non-executive Director	06972087	Devkar Road, 250 Trimurti Colony, Kawade Nagar, New Sangvi, Pune City, Aundh Camp, Pune 411 027, Maharashtra, India

For further details of our Board, see "*Our Management*" beginning on page 166.

Company Secretary and Compliance Officer

Rajni Ramchand Pamnani is the Compliance Officer and the Company Secretary of our Company. Her contact details are as follows:

Rajni Ramchand Pamnani
BVG India Limited
'BVG House' Premier Plaza
Pune – Mumbai Road, Chinchwad
Pune 411 019, Maharashtra
India
Tel: +91 20 3509 0000
E-mail: ipocs@bvgindia.com

Lead Managers

ICICI Securities Limited
ICICI Venture House,
Appasaheb Marathe Marg, Prabhadevi,
Mumbai - 400025
Maharashtra, India
Tel: +91 22 6807 7100
E-mail: bvg.ipo@icicisecurities.com
Website: www.icicisecurities.com
Investor grievance e-mail: customercare@icicisecurities.com
Contact person: Shekher Asnani / Anurag Byas
SEBI registration number: INM000011179

JM Financial Limited
7th Floor, Cnergy
Appasaheb Marathe Marg
Prabhadevi
Mumbai 400 025
Maharashtra, India
Telephone: +91 22 6630 3030
E-mail: bvg.ipo@jmfl.com
Website: www.jmfl.com
Investor grievance e-mail: grievance.ibd@jmfl.com
Contact Person: Prachee Dhuri
SEBI Registration No.: INM000010361

HSBC Securities and Capital Markets (India) Private Limited
52/60, Mahatma Gandhi
Road, Fort, Mumbai 400 001
Maharashtra, India
Tel: +91 22 2268 5555
E-mail: bvgipo@hsbc.co.in
Website: https://www.business.hsbc.co.in/en-gb/in/generic/ipo-open-offer-and-buyback
Investor grievance e-mail: investorgrievance@hsbc.co.in
Contact person: Sanjana Maniar/ Dhananjay Sureka
SEBI registration number: INM000010353

Syndicate Members

[●]

Legal Advisors to the Offer

Legal Counsel to our Company as to Indian Law

Cyril Amarchand Mangaldas
5th Floor, Peninsula Chambers
Peninsula Corporate Park
Ganpatrao Kadam Marg
Lower Parel, Mumbai 400 013
Maharashtra, India
Tel: +91 22 2496 4455

Legal Counsel to the Lead Managers as to Indian Law

AZB & Partners
AZB House
Peninsula Corporate Park
Ganpatrao Kadam Marg
Lower Parel, Mumbai 400 013
Maharashtra, India
Tel: +91 22 6639 6880

Legal Counsel to the Investor Selling Shareholders

Quillon Partners
902, Tower B, Peninsula Business Park
Ganapatrao Kadam Marg, Lower Parel
Mumbai 400 013
Maharashtra, India
Tel: +91 22 6111 1900

International Legal Counsel to the Lead Managers

Hogan Lovells Lee & Lee
50 Collyer Quay
#10-01 OUE Bayfront
Singapore 049321
Tel: +65 6538 0900

Registrar to the Offer

Link Intime India Private Limited
C-101, 1st Floor,
247 Park, Lal Bahadur Shastri Marg
Vikhroli (West)
Mumbai 400 083
Maharashtra, India
Tel: +91 22 4918 6200
Email: bvgindia.ipo@linkintime.co.in
Website: www.linkintime.co.in
Investor grievance e-mail: bvgindia.ipo@linkintime.co.in
Contact Person: Shanti Gopalkrishnan
SEBI Registration Number: INR000004058

Statutory Auditor to our Company

MSKA & Associates, Chartered Accountants
Building #1, 6th Floor
Cerebrum IT Park, Kalyani Nagar
Pune - 411014
Maharashtra, India
Tel: +91 20 6763 3400
E-mail: nitinjumani@bdo.in
Firm registration number: 105047W
Peer review certificate number: 011121

Changes in Statutory Auditors

Particulars	Date of change	Reason for change
MSKA & Associates, Chartered Accountants Building #1, 6th Floor Cerebrum IT Park, Kalyani Nagar Pune 411 014 Maharashtra, India Tel: +91 20 6763 3400 E-mail: nitinjumani@bdo.in Firm registration number: 105047W Peer review certificate number: 011121	November 30, 2019	Appointment for a term of five years from the conclusion of the AGM held on November 30, 2019, being the eighteenth AGM, till the conclusion of the twenty third AGM.
	October 26, 2019	Appointment with effect from October 26, 2019 till the next AGM on account of casual vacancy due to resignation of B S R & Co. LLP, Chartered Accountants.
B S R & Co. LLP, Chartered Accountants 8th Floor, Business Plaza Westin Hotel Campus 36/3 B, Koregaon Park Annex Mundhwa Road, Pune 411 001 Maharashtra, India E-mail: abhishekp@bsraffiliates.com Tel: +91 20 6747 7000 Firm registration number: 101248W/W-100022	October 16, 2019	Resignation in light of the inability of the Company to meet audit timelines owing to the implementation of a new enterprise resource planning system for internal accounting controls. For details, see, "*Risk Factors - We rely significantly on our information technology ("**IT**") systems for our business and operations and any failure, inadequacy or security breach in such systems could adversely affect our*

Peer review certificate number: 011748		*business, results of operations and reputation. We may be exposed to risks and costs associated with protecting the integrity and security of our systems as well as our clients' operational and other confidential information.*" on page [●].

Banker(s) to the Offer

[●]

Escrow Collection Bank

[●]

Refund Bank

[●]

Bankers to our Company

Axis Bank Limited
Corporate Banking Branch, Pune
Maharashtra, India
Tel: +91 020 6622 3703
E-mail: suyash.singhania@axisbank.com
Website: www.axisbank.com
Contact Person: Suyash Singhania

Bank of Baroda
Mantri Court, 1st Floor
Ramabai Ambedkar Road, Pune
Maharashtra, India
Tel: +91 020 2605 8283/84/85/8706
E-mail: corpun@bankofbaroda.in
Website: www.bankofbaroda.in
Contact Person: Neelu Sadda

Bank of Maharashtra
Corporate Finance Branch
1183/A, 2nd Floor, Yashomangal
F.C. Road, Shivajinagar, Pune 411 005
Maharashtra, India
Tel: +91 020 2557 3371
E-mail: brmgr941@mahabank.co.in
Website: www.bankofmaharashtra.in
Contact Person: Rupesh Biswas

Canara Bank
Large Corporate Branch, Pune
Red Cross Building, First Floor
M G Road, Camp, Pune 411 001
Maharashtra, India
Tel: +91 020 2613 0443/8417
E-mail: cb2551@canarabank.com
Website: www.canarabank.com
Contact Person: Amit Garg

Cosmos Co-operative Bank Limited
Plot No. 6, Ics Colony
University Road, Ganeshkhind, Pune 411 007
Maharashtra, India
Tel: +91 020 6708 5265
E-mail: nayan.lagad@cosmosbank.in
Website: www.cosmosbank.com
Contact Person: Nayan Lagad

ICICI Bank Limited
Regional Head Office, 3rd Floor, Shangrilla Garden
Bund Garden Road, Pune 411 001
Maharashtra, India
Tel: +91 020 6696 6345
E-mail: prabhat.s@icicibank.com
Website: www.icicibank.com
Contact Person: Prabhat Singh

IDBI Bank Limited
Specialized Corporate Branch
Pride House, Ground Floor
University Road, Ganesh Khind, Shivajinagar
Pune 411 016
Maharashtra, India
Tel: +91 020 2555 7200/234
E-mail: n.subrahmanyam@idbi.co.in
Website: www.idbibank.in
Contact Person: Subrahmanyam Nibhanupudi

IDFC FIRST Bank Limited
One Indiabulls Centre, Tower 2A and 2B
Senapati Bapat Marg, Lower Parel (West)
Mumbai 400 013
Maharashtra, India
Tel: +91 9850886442
E-mail: yogesh.sindkhedkar@idfcfirstbank.com
Website: www.idfcfirstbank.com
Contact Person: Yogesh Sindkhedkar

Indian Bank
Deccan Gymkhana Branch, 759/62, Prabhat Road
Deccan Gymkhana, Pune 411 004
Maharashtra, India
Tel: +91 020 254 3304
E-mail: deccangymkhana@indianbank.co.in
Website: www.indianbank.in

Indian Overseas Bank
7, Wonderland Building, M.G. Road
Pune City, Pune 411 001
Maharashtra, India
Tel: +91 020 2613 9710/0998
E-mail: iob0722@iob.in
Website: www.iob.in

Contact Person: Ashwani Kumar Singh

Contact Person: Chetan Jagtap

Karnataka Bank Limited
No. 1369, Siddhi Platinum
Near Natu Baug Chowk, Off Baji Rao Road
Sadashiv Peth, Pune 411 030
Maharashtra, India
Tel: +91 020 2445 0884
E-mail: pune.main@ktkbank.com
Website: www.karnatakabank.com
Contact Person: Vimal Vargis

Kotak Mahindra Bank
Nyati Unitree, 4th Floor, Zone III
Pune-Ahmednagar Road, Yerwada, Pune 411 006
Maharashtra, India
Tel: +91 020 6744 3550
E-mail: jaideep.pande@kotak.com
Website: www.kotak.com
Contact Person: Jaideep Pande

Saraswat Co-operative Bank Limited
SME Pune, C-2 Kohinoor Estate CHS, Plot No. 12
Mula Road, Sangamwadi, Pune 411 003
Maharashtra, India
Tel: +91 020 4142 2200
E-mail: smepune@saraswatbank.com
Website: www.saraswatbank.com
Contact Person: M.P. Varma

State Bank of India
Tara Chambers, Old Mumbai-Pune Highway
Wakdewadi, Pune 411 003
Maharashtra, India
Tel: +91 020 2561 8211
E-mail: rml.ifbpune@sbi.co.in
Website: www.sbi.in
Contact Person: Shrinivas Gupta

Union Bank of India
619, Sachapir Street
Pune Camp, Pune 411 001
Maharashtra, India
Tel: +91 020 2613 4360
E-mail: ifbpune@unionbankofindia.com
Website: www.unionbankofindia.com
Contact Person: Dhavala Lakshmi Narayana

Sponsor Bank

[●]

Designated Intermediaries

Self-Certified Syndicate Banks

The banks registered with SEBI, which offer the facility of ASBA services, (i) in relation to ASBA, where the Bid Amount will be blocked by authorising an SCSB, a list of which is available on the website of SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34 and updated from time to time and at such other websites as may be prescribed by SEBI from time to time, (ii) in relation to RIBs, using the UPI Mechanism, a list of which is available on the website of SEBI at https://sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40 or such other website as updated from time to time.

Applications through UPI in the Offer can be made only through the SCSBs mobile applications (apps) whose name appears on the SEBI website. A list of SCSBs and mobile application, which, are live for applying in public issues using UPI mechanism is provided as Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019. The said list shall be updated on SEBI website from time to time.

Syndicate SCSB Branches

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 (http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes) and updated from time to time. For more information on such branches collecting Bid cum Application Forms from the Syndicate at Specified Locations, see the website of the SEBI at http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes as updated from time to time.

Registered Brokers

The list of the Registered Brokers eligible to accept ASBA Forms, including details such as postal address, telephone number and e-mail address, is provided on the websites of the BSE and the NSE at https://www.bseindia.com/Markets/PublicIssues/brokercentres_new.aspx? and https://www1.nseindia.com/products/content/equities/ipos/ipo_mem_terminal.htm, respectively, as updated from time to time.

RTAs

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 Stock Exchanges at www.bseindia.com/Static/Markets/PublicIssues/RtaDp.aspx? and https://www1.nseindia.com/products/content/equities/ipos/asba_procedures.htm, respectively, as updated from time to time.

CDPs

The list of the CDPs eligible to accept ASBA Forms at the Designated CDP Locations, including details such as name and contact details, is provided on the websites of the BSE and the NSE at https://www.bseindia.com/Static/Markets/PublicIssues/RtaDp.aspx?expandable=6 and https://www1.nseindia.com/products/content/equities/ipos/asba_procedures.htm, respectively, as updated from time to time.

Experts

Except as set forth, our Company has not obtained any expert opinions:

Our Company has received written consent from the Statutory Auditor namely, MSKA & Associates, Chartered Accountants, to include its name in this Draft Red Herring Prospectus as required under Section 26(1) of the Companies Act read with SEBI ICDR Regulations and as an "expert" as defined under section 2(38) of the Companies Act in respect of their (i) examination report, dated September 24, 2021 on our Restated Financial Information; and (ii) their report dated September 30, 2021 on the statement of tax benefits in this Draft Red Herring Prospectus and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus. However, the term "expert" shall not be construed to mean an "expert" as defined under the U.S. Securities Act.

Monitoring Agency

Our Company will appoint a monitoring agency, in relation to the Fresh Issue, prior to filing of the Red Herring Prospectus in accordance with Regulation 41 of the SEBI ICDR Regulations.

Appraising Entity

None of the objects for which the Net Proceeds will be utilised have been appraised by any agency.

Inter-se allocation of responsibilities:

The following table sets forth the inter-se allocation of responsibilities for various activities among the Lead Managers:

Sr. No	Activities	Responsibility	Coordination
1.	Capital structuring with the relative components and formalities such as composition of debt and equity, type of instruments, positioning strategy and due diligence of the Company including its operations/management/ business plans/legal etc. Drafting, design and finalizing of the draft red herring prospectus, red herring prospectus and prospectus and of statutory / newspaper advertisements including a memorandum containing salient features of the prospectus. The BRLMs shall ensure compliance with SEBI ICDR Regulations and stipulated requirements and completion of prescribed formalities with the stock exchanges, RoC and SEBI and RoC filings and follow up and coordination till final approval from all regulatory authorities.	I-Sec, JM Financial, and HSBC	I-Sec
2.	Drafting and approval of all statutory advertisement and filing of media compliance report.	I-Sec, JM Financial, and HSBC	I-Sec
3.	Drafting and approval of all publicity material other than statutory advertisement as mentioned above including corporate advertising, brochure, etc.	I-Sec, JM Financial, and HSBC	JM Financial
4.	Appointment of intermediaries (including coordinating all agreements to be entered with such parties) - registrar to the Offer, advertising agency, printers, monitoring agency, banker(s) to the Offer and share escrow agent.	I-Sec, JM Financial, and HSBC	JM Financial
5.	International Institutional marketing of the Offer, which will cover, inter alia: • Institutional marketing strategy preparation of publicity budget; • Finalizing the list and division of international investors for one-to-one meetings; • Finalizing international road show and investor meeting schedule; and • Preparation of roadshow presentation. These will be done in consultation with & approval of the management and selling shareholders	I-Sec, JM Financial, and HSBC	HSBC
6.	Preparation of investor frequently asked questions	I-Sec, JM Financial, and HSBC	I-Sec
7.	Domestic Institutional marketing of the Offer, which will cover, inter alia:	I-Sec, JM Financial,	I-Sec

Sr. No	Activities	Responsibility	Coordination
	• Institutional marketing strategy preparation of publicity budget; • Finalizing the list and division of domestic investors for one-to-one meetings; and • Finalizing domestic road show and investor meeting schedule. These will be done in consultation with & approval of the management and selling shareholders	and HSBC	
8.	Non-Institutional, which will cover, inter alia: • Formulating marketing strategies, preparation of publicity budget; and • Finalize ad media and public relation strategy.	I-Sec, JM Financial, and HSBC	JM Financial
9.	Retail Marketing of the Offer, which will cover, inter alia, • Finalizing centers for holding conferences for stock brokers, investors, etc; • Finalizing collection centers as per Schedule III of the SEBI ICDR Regulations; and • Follow-up on distribution of publicity and Offer material including application form, red herring prospectus, prospectus and brochure and deciding on the quantum of the Offer material.	I-Sec, JM Financial, and HSBC	I-Sec
10.	Coordination with stock exchanges for book building process, filing of letters including for software, bidding terminals, mock trading and anchor co-ordination and intimation of anchor allocation, and payment of 1% security deposit to Designated Stock Exchange.	I-Sec, JM Financial, and HSBC	HSBC
11.	Managing the book and finalization of pricing in consultation with the Company and the Selling Shareholders.	I-Sec, JM Financial, and HSBC	JM Financial
12.	Post- Offer activities, which shall involve essential follow-up with bankers to the Offer and SCSBs to get quick estimates of collection and advising our Company about the closure of the Offer, based on correct figures, finalisation of the basis of allotment or weeding out of multiple applications, listing of instruments, dispatch of certificates or demat credit and refunds, payment of STT on behalf of the Selling Shareholders and coordination with various agencies connected with the post- Offer activity such as Registrar to the Offer, Bankers to the Offer, SCSBs including responsibility for underwriting arrangements, as applicable. Coordinating with Stock Exchanges and SEBI for release of 1% security deposit post closure of the Offer.	I-Sec, JM Financial, and HSBC	JM Financial

Credit Rating

As this is an offer of Equity Shares, there is no credit rating for the Offer.

IPO Grading

No credit rating agency registered with SEBI has been appointed for grading the Offer.

Green Shoe Option

No green shoe option is contemplated under the Offer.

Trustees

As this is an offer of Equity Shares, appointment of trustees is not required.

Book Building Process

The book building, in the context of the Offer, refers to the process of collection of Bids from investors on the basis of the Red Herring Prospectus, the Bid cum Application Forms and the Revision Forms within the Price Band, which will be decided by our Company and the Investor Selling Shareholders in consultation with the Lead Managers, and advertised in [●] edition of an English national newspaper [●], [●] edition of a Hindi national newspaper [●] and [●] edition of a Marathi newspaper [●] (Marathi being the regional language of Maharashtra, where our Registered Office is located), each with wide circulation, at least two Working Days prior to the Bid/Offer Opening Date and shall be made available to the Stock Exchanges for the purpose of uploading on their respective websites. The Offer Price shall be determined by our Company and the Investor Selling Shareholders in consultation with the Lead Managers after the Bid/Offer Closing Date.

All Bidders, except Anchor Investors, are mandatorily required to use the ASBA process for participating in the Offer by providing details of their respective ASBA Account in which the corresponding Bid Amount will be blocked by SCSBs. In addition to this, the RIBs may participate through the ASBA process by either (a) providing the details of their respective ASBA Account in which the corresponding Bid Amount will be blocked by the SCSBs; or (b) through the UPI Mechanism. Anchor Investors were not permitted to participate in the Offer through the ASBA process.

In accordance with the SEBI ICDR Regulations, QIBs and Non-Institutional Bidders Bidding are not allowed to withdraw or lower the size of their Bids (in terms of the quantity of the Equity Shares or the Bid Amount) at any stage. Retail Individual Bidders can revise their Bids during the Bid / Offer Period and withdraw their Bids on or before the Bid / Offer Closing Date. Further, Anchor Investors cannot withdraw their Bids after the Anchor Investor Bid / Offer Period. Allocation to the Anchor Investors will be on a discretionary basis and Allocation to the QIBs (other than Anchor Investors) and Non-Institutional Bidders will be on a proportionate basis.

Each Bidder by submitting a Bid in the Offer, will be deemed to have acknowledged the above restrictions and the terms of the Offer.

Our Company will comply with the SEBI ICDR Regulations and any other directions issued by SEBI in relation to this Offer. In this regard, our Company along with the Selling Shareholders have appointed the Lead Managers to manage this Offer and procure Bids for this Offer.

The Book Building Process is in accordance with guidelines, rules and regulations prescribed by SEBI and are subject to change from time to time. Bidders are advised to make their own judgement about an investment through this process prior to submitting a Bid.

For further details, see "*Offer Structure*" and "*Offer Procedure*" beginning on pages 344 and 346, respectively.

Book Building and Price Discovery Process

For details on Book Building process and the price discovery process, see "*Offer Procedure*" beginning on page 346.

Notwithstanding the foregoing, the Offer is also subject to obtaining (i) the final approval of the Register of Companies after the Prospectus is filed with the Register of Companies; and (ii) final listing and trading approvals of the Stock Exchanges, which our Company shall apply for after Allotment.

Underwriting Agreement

After the determination of the Offer Price, but prior to the filing of the Prospectus with the RoC, our Company and the Selling Shareholders intend to enter into an Underwriting Agreement with the Underwriters for the Equity Shares proposed to be offered through the Offer. The Underwriting Agreement is dated [●]. Pursuant to the terms of the Underwriting Agreement, the obligations of each of the Underwriters will be several and will be subject to certain conditions specified therein.

Subject to applicable laws and pursuant to the terms of the Underwriting Agreement, the Underwriters have indicated their intention to underwrite the following number of Equity Shares:

(This portion has been intentionally left blank and will be filled in before filing of the Prospectus with the Register of Companies.)

Name of the Underwriter	Address, Telephone Number and Email Address of the Underwriters	Indicative Number of Equity Shares to be Underwritten	Amount Underwritten (₹ in million)
[●]	[●]	[●]	[●]

The above-mentioned is indicative underwriting and will be finalised after pricing and actual allocation and subject to the provisions of the SEBI ICDR Regulations.

In the opinion of our Board, the resources of the Underwriters are sufficient to enable them to discharge their respective underwriting obligations in full. The Underwriters are registered with SEBI under Section 12(1) of the SEBI Act or registered as brokers with the Stock Exchange(s). Our Board/ IPO Committee, at its meeting held on [●], has accepted and entered into the Underwriting Agreement mentioned above on behalf of our Company.

Allocation among the Underwriters may not necessarily be in proportion to their underwriting commitment.

The Underwriting Agreement has not been executed as on the date of this Draft Red Herring Prospectus and our Company and the Selling Shareholders intend to enter into an Underwriting Agreement with the Underwriters after the determination of the Offer Price and allocation of Equity Shares, but prior to the filing of the Prospectus with the Register of Companies.

CAPITAL STRUCTURE

The Equity Share capital of our Company as at the date of this Draft Red Herring Prospectus is set forth below:

		Aggregate value at face value of the Shares (₹)	Aggregate value at Offer Price (₹)
1	**AUTHORIZED SHARE CAPITAL[(1)]**		
	32,164,861 Equity Shares of ₹10 each	321,648,610	-
	14,835,139 CCPS of ₹10 each available	148,351,390	-
	Total	**470,000,000**	-
2	**ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL BEFORE THE OFFER**		
	25,710,388 Equity Shares of ₹10 each	257,103,880	-
	14,835,139 CCPS of ₹10 each[(2)]	148,351,390	-
	Total	**405,455,270**	-
3	**OFFER IN TERMS OF THIS DRAFT RED HERRING PROSPECTUS**		
	Offer of up to [●] Equity Shares aggregating up to ₹[●] million of which[#]:	[●]	[●]
	Fresh Issue of up to [●] Equity Shares aggregating up to ₹2,000 million[(3)]	[●]	[●]
	Offer for Sale of up to 7,196,214 Equity Shares[(4)**]	71,962,140	[●]
4	**ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL AFTER THE OFFER[(4)]**		
	[●] Equity Shares of ₹10 each	[●]	[●]
5	**ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL AFTER CONVERSION[(5)]**		
	26,644,808 Equity Shares of ₹10 each	266,448,080	[●]
6	**SECURITIES PREMIUM ACCOUNT**		
	Before the Offer	Nil	
	After the Offer	[●]	

(1) *For details in relation to the changes in the authorized share capital of our Company, see "History and Certain Corporate Matters - Amendments to the Memorandum of Association in the last 10 years" on page 155.*

(2) *Subject to the approval of the holders of the CCPS, 14,835,139 CCPS will be converted into Equity Shares prior to filing of the RHP.*

(3) *The Fresh Issue has been authorised by our Board of Directors and our Shareholders, pursuant to their resolutions dated July 4, 2020 and July 30, 2020, respectively.*

(4) *The Selling Shareholders, severally and not jointly, specifically confirm that the respective portion of their Offered Shares have been held by such Selling Shareholder for a period of at least one year prior to filing of this Draft Red Herring Prospectus and are eligible for being Offered in the Offer for Sale in terms of Regulation 8 of the SEBI ICDR Regulations. Our Board of Directors have taken on record the approval for the Offer for Sale by the Selling Shareholders pursuant to a resolution at its meeting held on September 24, 2021. For details on the authorisation of the Selling Shareholders in relation to the Offered Shares, see "Other Regulatory and Statutory Disclosures – Authority for the Offer", on page 323.*

(5) *Subject to the approval of the holders of the CCPS, 14,835,139 CCPS with an aggregate face value of ₹148,351,390 will be converted into a maximum of 251,443 Equity Shares, and 682,977 OCDs with an aggregate face value of ₹6,829,770 will be converted into a maximum of 682,977 Equity Shares prior to the filing of the Red Herring Prospectus, in accordance with Regulation 5(2) of the SEBI ICDR Regulations.*

\# *Our Company in consultation with the Lead Managers, may consider a Pre-IPO Placement. If the Pre-IPO Placement is completed, the Fresh Issue size will be reduced to the extent of such Pre-IPO Placement, subject to compliance with Rule 19(2)(b) of the SCRR.*

** *1,323,918 Equity Shares held by Hanmantrao Ramdas Gaikwad, 768,603 Equity Shares held by Vaishali Hanmantrao Gaikwad and 369,952 Equity Shares held by Dattatraya Gaikwad representing 9.58% of pre-Offer Equity Share capital have been pledged as security for the loan availed by one of our Promoters, Hanmantrao Ramdas Gaikwad from JM Financial Products Limited. JM Financial Products Limited, pursuant to a letter dated September 27, 2021, has undertaken to release the respective portion of the Offered Shares, Offered by Vaishali Hanmantrao Gaikwad and Dattatraya Gaikwad, prior to filing the Red Herring Prospectus with the RoC.*

Notes to the Capital Structure

1. **Share Capital History and Securities Premium of our Company**

(a) ***Equity Share Capital***

The following is the history of the Equity Share capital of our Company:

Date of allotment of the Equity Shares	Number of Equity Shares allotted	Face Value (₹)	Issue Price (₹)	Nature of Consideration (cash, other than cash etc.)	Reasons for allotment	Cumulative No. of Equity Shares	Cumulative paid-up Capital (₹)
March 25, 2002	5,250	100	100	Cash	Subscription to the Memorandum of Association[1]	5,250	525,000
April 1, 2003	34,890	100	100	Cash	Further issue[2]	40,140	4,014,000

Date of allotment of the Equity Shares	Number of Equity Shares allotted	Face Value (₹)	Issue Price (₹)	Nature of Consideration (cash, other than cash etc.)	Reasons for allotment	Cumulative No. of Equity Shares	Cumulative paid-up Capital (₹)
Pursuant to a resolution passed by our Shareholders in the EGM held on September 1, 2005, our Company restructured its Share Capital by sub-dividing the face value of its equity shares from ₹100 to ₹10. Therefore, the number of equity shares of the Company were increased from 40,140 equity shares of ₹100 each to 401,400 Equity Shares of ₹10 each.						401,400	4,014,000
November 15, 2005	17,724	10	1,995	Cash	Further issue [3]	419,124	4,191,240
January 25, 2006	15,344	10	1,995	Cash	Further issue [4]	434,468	4,344,680
September 30, 2006	12,000	10	10	Cash	Further issue [5]	446,468	4,464,680
July 10, 2007	1,785,872	10	NA	NA	Bonus issue of four Equity Shares for every Equity Share held[6]	2,232,340	22,323,400
February 25, 2008	100	10	10	Cash	Allotment of Series A Equity Shares[7]	2,232,440	22,324,400
January 11, 2011	380	10	2,629.61	Cash	Further Issue[8]	2,232,820	22,328,200
October 4, 2011	104,488	10	590	Cash	Conversion of 6,164,761 CCPS[9]	2,337,308	23,373,080
December 13, 2011	23,373,080	10	NA	NA	Bonus issue of ten equity shares for every one Equity Share held[10]	25,710,388	257,103,880

1 *Allotment of 5,250 equity shares to seven subscribers i.e., Hanmantrao Ramdas Gaikwad (750 equity shares), Vikram Balasaheb Wagh (750 equity shares), Pandurang Laxman Yadav (750 equity shares), Umesh Gautam Mane (750 equity shares), Vaishali Hanmantrao Gaikwad (750 equity shares), Ranjan Laxman Parulekar (750 equity shares) and Dattatray Ramdas Gaikwad (750 equity shares).*

2 *Further issue of 34,890 equity shares to six allottees i.e., Dattatraya Ramdas Gaikwad (6,340 equity shares), Hanmantrao Ramdas Gaikwad (7,810 equity shares), Pandurang Laxman Yadav (6,230 equity shares), Umesh Gautam Mane (4,740 equity shares), Vaishali Hanmantrao Gaikwad (3,900 equity shares) and Vikram Balasaheb Wagh (5,870 equity shares).*

3 *Further issue of 17,724 Equity Shares to 12 allottees i.e. Connet Securities and Finance Private Limited (3,868 Equity Shares), Suyash Outsourcing Private Limited (2,506 Equity Shares), Antique Securities Private Limited (3,300 Equity Shares), Vrishti Securities and Services Private Limited (1,000 Equity Shares), Dileep Madgavkar jointly with Anasuya Madgavkar(350 Equity Shares), Nand Kishore Sharma (250 Equity Shares), Minal D. Mehta jointly with Deepak J. Mehta (100 Equity Shares), Ajit C. Shah jointly with Bhagwati A. Shah (100 Equity Shares), Harsh S. Jhaveri jointly with Darshana H. Jhaveri (2,100 Equity Shares), Ranganthan Ramachandran (3,750 Equity Shares), Abhay Aima (200 Equity Shares) and Nila Jhaveri jointly with Ketan Jhaveri (200 Equity Shares).*

4 *Further issue of 15,344 Equity Shares to six allottees i.e. Connet Securities and Finance Private Limited (3,868 Equity Shares), Suyash Outsourcing Private Limited (2,493 Equity Shares), Antique Securities Private Limited (3,300 Equity Shares), P.C. Jhaveri (2,827 Equity Shares), Dhanpal Jhaveri (350 Equity Shares) and Alagappan Murugappan (2,506 Equity Shares).*

5 *Further issue of 12,000 Equity Shares to Hanmantrao Ramdas Gaikwad.*

6 *Bonus issue of 1,785,872 Equity Shares to 23 allottees i.e. Hanmantrao Ramdas Gaikwad (659,600 Equity Shares), Vikram Balasaheb Wagh (264,800 Equity Shares), Umesh Gautam Mane (219,600 Equity Shares), Vaishali Hanmantrao Gaikwad (186,000 Equity Shares), Dattatray Ramdas Gaikwad (283,600 Equity Shares), Maruti Nana Shinde (16,000 Equity Shares), Sarang Shriniwas Patil (16,000 Equity Shares), Udaysingji Deshmukh (8,000 Equity Shares), Suyash Outsourcing Private Limited (19,996 Equity Shares), Dileep Madgavkar jointly with Anasuya Madgavkar (1,400 Equity Shares), Nand Kishore Sharma (1,000 Equity Shares), Minal Deepak Mehta jointly with Deepak Jivanlal Mehta (400 Equity Shares), Ajit Chatrabhuj Shah jointly with Bhagwati Ajit Shah (400 Equity Shares), Haresh Shantichand Jhaveri jointly with Darshana Haresh Jhaveri (8,400 Equity Shares), Ranganathan Ramachandran (15,000 Equity Shares), Abhay Aima (800 Equity Shares), Alagappan Murugappan (10,024 Equity Shares), Antique Securities Private Limited (26,400 Equity Shares), Connet Securities and Finance Private Limited (30,944 Equity Shares), Vrishti Securities and Services Private Limited (4,000 Equity Shares), Nila Jhaveri jointly with Ketan Jhaveri (800 Equity Shares), P.C. Jhaveri (11,308 Equity Shares) and Dhanpal Jhaveri (1,400 Equity Shares).*

7 *Further issue of 100 Series A Equity Shares with certain differential voting rights to India Growth Fund. The Series A Equity Shares have been modified and reclassified into 100 ordinary Equity Shares of the Company pursuant to the resolution of our Shareholders in the meeting held on January 3, 2011.*

8 *Further issue of 380 Equity Shares to three allottees i.e. Strategic Investments B (71 Equity Shares), Strategic Investments Alpha (308 Equity Shares) and 3i Growth Capital Limited B LP (1 Equity Share).*

9 *Allotment pursuant to conversion of 6,164,761 CCPS to 104,488 Equity Shares to two allotees i.e. Strategic Investments B (19,456 Equity Shares) and Strategic Investments Alpha (85,032 Equity Shares).*

10 *Bonus issue of 23,373,080 Equity Shares to 38 allottees i.e. Hanmantrao Ramdas Gaikwad (12,249,920 Equity Shares), Umesh Gautam Mane (1,953,720 Equity Shares), Vaishali Hanmantrao Gaikwad (698,730 Equity Shares), Dattatraya Ramdas Gaikwad (336,320 Equity Shares), Vikram Balasaheb Wagh (2,530 Equity Shares), Vikas Vyankat Nipane (493,800 Equity Shares), Aarya Agro-Bio and Herbals Private Limited (100,000 Equity Shares), Maruti Nana Shinde (200,000 Equity Shares), Bhiku N. Wagh (102,000 Equity Shares), Suyash Outsourcing Private Limited (174,950 Equity Shares), Nikhil Vora (25,000 Equity Shares), Rajendra Kumar Mishra (100,000 Equity Shares), R. Ramchandran (127,500 Equity Shares), P.C. Jhaveri (50,000 Equity Shares), Alagappan Murugappan (125,300 Equity Shares), Madhavi Deshmukh (80,000 Equity Shares), Dinesh Sharma (75,000 Equity Shares), Ambit Capital Private Limited (75,000 Equity Shares), Parvesh Gandotra (25,000 Equity Shares), Sonal Jhaveri (50,000 Equity Shares), Dhanpal Jhaveri (10,500 Equity Shares), Ganesh Shripad Limaye (5,000 Equity Shares), Nilesh Mahendra Mehta (1,000 Equity Shares), Varsha Mahajan (1,000 Equity Shares), Vipin Verma (2,000 Equity Shares), Sanjeev Mahajan (2,500 Equity Shares), Shekhar Dutte (1,000 Equity Shares), Malhar Balkrishna Karwande (1,000 Equity Shares), Akshay Pralhad Deodhar (1,000 Equity Shares), Jagannath Ghadge (2,000 Equity Shares), Prasanna Shastri (5,000 Equity Shares), Shriniwas Bhanaji Deshpande (2,000 Equity Shares), Suresh Krishnankutty (1,000 Equity Shares), Girish Shrinivas Hulyal (1,000 Equity Shares), Prashant Girbane (5,000 Equity Shares), Strategic Investments B (1,170,710 Equity Shares) and Strategic Investments Alpha (5,116,590 Equity Shares) and 3i Growth Capital (10 Equity Shares).*

(b) ***Preference share capital***

The following is the history of the preference share capital of our Company:

Date of allotment	No. of Preference Shares allotted	Face value per Preference Share (₹)	Issue / Acquisition/ Transfer price per Preference Share (₹)	Nature of consideration	Nature of allotment	Cumulative number of Preference Shares	Cumulative paid-up Preference Share capital (₹)
February 25, 2008	20,999,900	10	10	Cash	Allotment of OCCPS[1]	20,999,900	209,999,000
January 3, 2011	20,999,900	10	NA	NA	Reclassification of 20,999,900 OCCPS into 20,999,900 CCPS[2]	20,999,900	209,999,000
October 4, 2011	(6,164,761)	NA	Conversion	NA	Conversion of 6,164,761 CCPS[(3)] into equity shares of face value ₹10	14,835,139	148,351,390

1 *Issue of 20,999,900 OCCPS to India Growth Fund.*

2 *Pursuant to a resolution of our Shareholders in their EGM dated January 3, 2011, the authorized share capital of ₹235,000,000 comprising 2,500,000 equity shares of face value ₹10 each, 100 Series A Equity Shares and 20,999,900 OCCPS was increased and reclassified to ₹250,000,000 comprising 4,000,100 equity shares of face value ₹10 each and 20,999,900 CCPS.*

3 *Conversion of 6,164,761 CCPS to 104,488 Equity Shares to two allottees i.e. Strategic Investments B (19,456 Equity Shares) and Strategic Investments Alpha (85,032 Equity Shares).*

2. **Terms of conversion of preference shares**

Our Company has issued a total of 14,835,139 CCPS outstanding as on the date of this Draft Red Herring Prospectus. In accordance with the terms of the Share Purchase Agreement dated January 3, 2011 entered into amongst India Growth Fund, Strategic Investments B, Strategic Investments Alpha, our Company and our Promoters, Hanmantrao Ramdas Gaikwad and Umesh Gautam Mane, the conversion shall be on a pro-rata basis for each CCPS holder. The holders of the CCPS have an option to convert the CCPS held by them into Equity Shares at any time during a period of 18 years commencing from the date of issuance of CCPS. Further, in terms of the Investment Agreement and Consent cum Waivers Letters, the 14,835,139 CCPS are required to be converted into Equity Shares prior to the filing of the updated Draft Red Herring Prospectus.

3. **Issue of Equity Shares for consideration other than cash or out of our revaluation reserves**

Our Company has not issued Equity Shares for consideration other than cash or out of revaluation reserves as on the date of this Draft Red Herring Prospectus. Further, our Company has not issued any Equity Shares at a price that may be lower than the Offer Price during the last one year.

4. **Convertible Securities Issued by the Company**

Pursuant to a Shareholders' resolution passed in the EGM held on February 4, 2008, the Company issued 20,999,900 OCCPS, which were subsequently reclassified as CCPS in the EGM held on January 3, 2011. For further details, please see " *– Notes to the Capital Structure - Share Capital History and Securities Premium of our Company – Preference Share Capital"* of this section on page 72. Further, pursuant to a Shareholders' resolution passed in the EGM held on January 3, 2011, the Company had issued 682,977 OCDs to our Promoters, Hanmantrao Ramdas Gaikwad. The 682,977 OCDs currently held by Hanmantrao Ramdas Gaikwad, shall be converted into 682,977 Equity Shares of the Company in accordance with Schedule 10 (Valuation Adjustment, Conversion of the Preference Shares and Calculation of Investor's Shareholding) of the Investment Agreement or will be redeemed at par. The 682,977 OCDs shall be converted prior to filing of the RHP in accordance with Regulation 5(2) of the SEBI ICDR Regulations. For details in relation to the Investment Agreement, see *"History and Certain Corporate Matters - Summary of Key Agreements"* on page 159.

5. **History of the Equity Share Capital held by our Promoters**

As on the date of this Draft Red Herring Prospectus, our Promoters hold 15,293,004 Equity Shares and 682,977 OCDs, constituting 59.48% of the issued, subscribed and paid-up Equity Share capital of our Company. The details regarding our Promoters' shareholding is set forth.

(a) *Build-up of our Promoters' shareholding in our Company*

Set forth below is the build-up of the shareholding of our Promoters since incorporation of our Company:

Date of Allotment/ Transfer	Nature of transaction	No. of Equity Shares	Nature of consideration	Face value per Equity Share (₹)	Offer Price/ Transfer Price per Equity Share (₹)	Percentage of the pre-Offer capital (%) on a fully diluted basis	Percentage of the post-Offer capital (%)
			Hanmantrao Ramdas Gaikwad				
March 25, 2002	Subscription to the Memorandum of Association	750	Cash	100	100	0.00	[●]
April 1, 2003	Further issue	7,810	Cash	100	100	0.03	[●]
September 1, 2005	Pursuant to a resolution passed by our Shareholders in the EGM held on September 1, 2005, our Company restructured its Share Capital by sub-dividing the face value of its equity shares from ₹100 to ₹10. Therefore, the Equity Shares held by Hanmantrao Ramdas Gaikwad were accordingly sub-divided to 85,600 Equity Shares of ₹10 each						
March 27, 2006	Transfer from Pandurang Laxman Yadav to Hanmantrao Ramdas Gaikwad	67,300	Cash	10	10	0.25	[●]
September 30, 2006	Further issue	12,000	Cash	10	10	0.05	[●]
July 10, 2007	Bonus issue in the ratio of four Equity Shares for every one Equity Share	659,600	-	10	-	2.48	[●]
January 30, 2008	Transfer from Vikram Balasaheb Wagh to Hanmantrao Ramdas Gaikwad	298,410	Cash	10	10	1.12	[●]
January 30, 2008	Transfer from D.R. Gaikwad to Hanmantrao Ramdas Gaikwad	160,513	Cash	10	10	0.60	[●]
January 30, 2008	Transfer from Vaishali Hanmantrao Gaikwad to Hanmantrao Ramdas Gaikwad	36,400	Cash	10	10	0.14	[●]
January 30, 2008	Transfer from Sarang S. Patil to Hanmantrao Ramdas Gaikwad	20,000	Cash	10	10	0.08	[●]
February 4, 2008	Transfer from Hanmantrao Ramdas Gaikwad to Rajendra Kumar Mishra	(20,000)	Cash	10	986	(0.08)	[●]
February 4, 2008	Transfer from Hanmantrao Ramdas Gaikwad to Gazebo Estates Private Limited	(10,000)	Cash	10	986	(0.04)	[●]
February 4, 2008	Transfer from Hanmantrao Ramdas Gaikwad to Choukhani Leasing and Finance Company Private Limited	(10,000)	Cash	10	986	(0.04)	[●]
February 25, 2008	Transfer from Hanmantrao Ramdas Gaikwad to India Growth Fund	(21,323)	Cash	10	985.51	(0.08)	[●]
October, 2009*	Transfer to Hanmantrao Ramdas Gaikwad	500	Unavailable	10	Unavailable	0.00	[●]
January 11, 2011	Transfer from Hanmantrao Ramdas Gaikwad to Strategic Investments B	(10,056)	Cash	10	2,629.61	(0.04)	[●]
January 11, 2011	Transfer from Hanmantrao Ramdas Gaikwad to Strategic Investments Alpha	(43,952)	Cash	10	2,629.61	(0.16)	[●]
December 13, 2011	Bonus issue in the ratio of ten Equity Shares for every one Equity Share	12,249,920	NA	10	-	45.97	[●]
August 28, 2020	Transfer from Hanmantrao Ramdas Gaikwad to Yogesh Atre	(30,000)	Nil	10	Gift	(0.11)	[●]
August 28, 2020	Transfer from Hanmantrao Ramdas	(30,000)	Nil	10	Gift	(0.11)	[●]

Date of Allotment/ Transfer	Nature of transaction	No. of Equity Shares	Nature of consideration	Face value per Equity Share (₹)	Offer Price/ Transfer Price per Equity Share (₹)	Percentage of the pre-Offer capital (%) on a fully diluted basis	Percentage of the post-Offer capital (%)
	Gaikwad to Vipin Verma						
August 28, 2020	Transfer from Hanmantrao Ramdas Gaikwad to Kiran B. Yadav	(20,000)	Nil	10	Gift	(0.08)	[●]
August 28, 2020	Transfer from Hanmantrao Ramdas Gaikwad to Subodh Watve	(16,000)	Nil	10	Gift	(0.06)	[●]
August 28, 2020	Transfer from Hanmantrao Ramdas Gaikwad to Dnyaneshwar Mahadu Shelke	(10,000)	Nil	10	Gift	(0.04)	[●]
August 28, 2020	Transfer from Hanmantrao Ramdas Gaikwad to Patrick Vijay Kumar	(10,000)	Nil	10	Gift	(0.04)	[●]
August 28, 2020	Transfer from Hanmantrao Ramdas Gaikwad to Jagannath Ghadge	(10,000)	Nil	10	Gift	(0.04)	[●]
August 28, 2020	Transfer from Hanmantrao Ramdas Gaikwad to Sandesh Potekar	(5,000)	Nil	10	Gift	(0.02)	[●]
	Total (A)	**14,026,889**^				**52.64**^	
			Umesh Gautam Mane				
March 25, 2002	Subscription to the Memorandum of Association	750	Cash	100	100	0.00	[●]
April 1, 2003	Further issue	4,740	Cash	100	100	0.02	[●]
September 1, 2005	Pursuant to a resolution passed by our Shareholders in the EGM held on September 1, 2005, our Company restructured its Share Capital by sub-dividing the face value of its equity shares from ₹100 to ₹10. Therefore, the Equity Shares held by Umesh Gautam Mane were accordingly sub-divided to 54,900 Equity Shares of ₹10 each.						
July 10, 2007	Bonus issue in the ratio of four Equity Shares for every one Equity Share	219,600	NA	10	-	0.82	[●]
February 4, 2008	Transfer from Umesh Gautam Mane to Nikhil Vora	(20,000)	Cash	10	749.00	(0.08)	[●]
February 25, 2008	Transfer from Umesh Gautam Mane to India Growth Fund	(20,000)	Cash	10	985.51	(0.08)	[●]
January 11, 2011	Transfer from Umesh Gautam Mane to Strategic Investments B	(7,286)	Cash	10	2,629.61	(0.03)	[●]
January 11, 2011	Transfer from Umesh Gautam Mane to Strategic Investments Alpha	(31,842)	Cash	10	2,629.61	(0.12)	[●]
December 13, 2011	Bonus issue in the ratio of ten Equity Shares for every one Equity Share	1,953,720	NA	10	-	7.33	[●]
December 20, 2019	Transfer from Umesh Gautam Mane to Mohini Umesh Mane	(200,000)	Nil	10	Gift	(0.75)	[●]
Total (B)		**1,949,092**				**7.32**	
Total (A+B)		**15,293,004**				**59.96**	

** Due to unavailability of the demat transfer slips for this transfer, we are not able to ascertain the details for this transfer. For further details, see “Risk Factors – 5. Some of our corporate records are not traceable” on page 25*
^Assuming conversion of 682,977 OCDs held by Hanmantrao Ramdas Gaikwad into 682,977 Equity Shares

(b) All the Equity Shares held by our Promoters were fully paid-up on the respective dates of acquisition of such Equity Shares.

(c) Pursuant to the loan agreement dated March 7, 2018, executed by one of our Promoters, Hanmantrao Ramdas Gaikwad, Dattatraya Ramdas Gaikwad, Vaishali Hanmantrao Gaikwad, Vikas Vyankat Nipane and JM Financial Products

Limited ("**Parties**") (the "**Loan Agreement**"), JM Financial Products Limited has provided a term loan of ₹1,000 million to Hanmantrao Ramdas Gaikwad. In terms of the Loan Agreement, the outstanding, default interests, liquidated damages, costs, charges, expenses and all other amounts due shall be *inter alia* secured by a first and exclusive pledge created over the unencumbered fully paid up unlisted Equity Shares of our Company, held by the Parties. Pursuant to this arrangement the Parties have also entered into a deed of pledge dated March 7, 2018. As on the date of this Draft Red Herring Prospectus, the following Equity Shares held by the Parties in our Company are pledged in the following manner:

Sr. No.	**Particulars**	**Number of Equity Shares pledged***	**Percentage of Equity Shares pledged on a fully diluted basis**	**Percentage of Equity Share capital**
1.	Hanmantrao Ramdas Gaikwad	1,323,918	4.97	5.15
2.	Vaishali Hanmantrao Gaikwad	768,603	2.88	2.99
3.	Vikas Vyankat Nipane	518,180	1.94	2.02
4.	Dattatraya Ramdas Gaikwad	369,952	1.39	1.44
Total		**2,980,653**	**11.18**	**11.60**

* *Pledged to JM Financial Products Limited*

Further, a non-disposal undertaking dated August 5, 2020 was executed amongst one of our Promoters, Hanmantrao Ramdas Gaikwad, Strategic Investments B, Strategic Investments Alpha, 3i Growth Capital and our Company ("**NDU**") covering 5,424,067 Equity Shares and 682,977 OCDs held by Hanmantrao Ramdas Gaikwad. For further details, see *"History and Certain Corporate Matters – Summary of Key Agreements"* on page 159.

(d) *Shareholding of our Promoters and Promoter Group in our Company*

Sr. No.	**Name of the Shareholder**	**Pre-Offer**		**Post-Offer**	
		No. of Equity Shares	**% of total Equity Share-holding on a fully diluted basis**	**No. of Equity Shares**	**% of total Share-holding**
Promoters					
1.	Hanmantrao Ramdas Gaikwad	14,026,889^	52.64	[●]	[●]
2.	Umesh Gautam Mane	1,949,092	7.32	[●]	[●]
Sub-Total (A)		**15,975,981**	**59.96**	**[●]**	**[●]**
Promoter Group					
1.	Vaishali Hanmantrao Gaikwad	768,603	2.88	[●]	[●]
2.	Vikas Vyankat Nipane	596,180	2.24	[●]	[●]
3.	Dattatraya Ramdas Gaikwad	369,952	1.39	[●]	[●]
4.	Mohini Umesh Mane	200,000	0.75	[●]	[●]
Sub-Total (B)		**1,934,735**	**7.26**	**[●]**	**[●]**
Sub – Total (A+B)		**17,910,716**	**67.22**	**[●]**	**[●]**

^Assuming conversion of 682,977 OCDs held by Hanmantrao Ramdas Gaikwad into 682,977 Equity Shares

6. **Details of Promoter's contribution and lock-in:**

(i) Pursuant to Regulations 14 and 16 of the SEBI ICDR Regulations, an aggregate of 20% of the fully diluted post-Offer Equity Share capital of our Company held by our Promoters shall be locked-in for a period of eighteen months as minimum promoters' contribution from the date of Allotment, and the Promoter's shareholding in excess of 20% of the fully diluted post-Offer Equity Share capital shall be locked in for a period of six months from the date of Allotment.

(ii) The details of the Equity Shares held by our Promoters, which shall be locked-in for a period of eighteen months as minimum Promoter's contribution from the date of Allotment are set out in the following table:

Name of Promoter*	**Number of Equity Shares locked-in**	**Date of allotment of Equity Shares and when made fully paid-up***	**Nature of transaction**	**Face Value per Equity Share (₹)**	**Offer/ Acquisition price per Equity Share (₹)**	**Percentage of the pre-Offer paid-up capital (%)**	**Percentage of the post-Offer paid-up capital (%)**	**Date up to which Equity Shares are subject to lock-in**
Hanmantrao Ramdas Gaikwad	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]
Umesh Gautam Mane	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]
Total	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]

(1) For a period of three years from the date of allotment.

**Details in this table shall be provided prior to filing of the Prospectus with the RoC*

Our Promoters have given their consent to include such number of Equity Shares held by them as disclosed above, constituting 20% of the post-Offer equity share capital of our Company as Promoters' Contribution and have agreed not to sell, transfer, charge, pledge or otherwise encumber in any manner the Promoters' Contribution from the date of filing this Draft Red Herring Prospectus, until the expiry of the lock-in period specified above, or for such other time as required under SEBI ICDR Regulations, except as may be permitted, in accordance with the SEBI ICDR Regulations.

(iii) The minimum Promoters' contribution has been brought in to the extent of not less than the specified minimum lot and from the persons defined as 'Promoter' under the SEBI ICDR Regulations. Our Company undertakes that the Equity Shares that are being locked-in are not ineligible for computation of Promoters' contribution in terms of Regulation 15 of the SEBI ICDR Regulations. In this connection, we confirm the following:

(a) The Equity Shares offered for Promoters' contribution have not been acquired in the last three years (a) for consideration other than cash and revaluation of assets or capitalisation of intangible assets; or (b) have resulted from bonus issue by utilisation of revaluation reserves or unrealised profits of our Company or resulted from bonus issue against Equity Shares which are otherwise ineligible for computation of Promoters' contribution;

(b) The Promoters' contribution does not include any Equity Shares acquired during the preceding one year and at a price lower than the price at which the Equity Shares are being offered to the public in the Offer;

(c) Our Company has not been formed by the conversion of a partnership firm into a company or a limited liability partnership into a company and hence, no Equity Shares have been issued in the one year immediately preceding the date of this Draft Red Herring Prospectus pursuant to conversion from a partnership firm;

(d) Other than the 1,323,918 Equity Shares of Hanmantrao Ramdas Gaikwad which are pledged pursuant to the Loan Agreement and 5,424,067 Equity Shares deposited pursuant to the NDU, the Equity Shares held by our Promoters and offered for Promoters' contribution are not subject to any pledge or encumbrance;

(e) All the Equity Shares of our Company held by our Promoters are held in dematerialised form.

Other requirements in respect of lock-in:

(i) In addition to 20% of the fully diluted post-Offer shareholding of our Company held by our Promoters and locked in for eighteen months as specified above, the entire pre-Offer Equity Share capital of our Company, (other than the Equity Shares with respect to the Offer for Sale) and any unsubscribed portion of the Offer for Sale by the Selling Shareholder(s) will be locked-in for a period of six months from the date of Allotment.

(ii) The Equity Shares held by our Promoters, which are locked-in may be transferred to and among the members of our Promoter Group or to any new Promoter, subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with the SEBI Takeover Regulations, as applicable.

(iii) Pursuant to Regulation 21(a) of the SEBI ICDR Regulations, the Equity Shares held by our Promoters, which are locked-in for a period of eighteen months from the date of Allotment may be pledged only with scheduled commercial banks, public financial institutions, Systemically Important NBFC or housing finance companies as collateral security for loans granted by such banks, public financial institutions, Systemically Important NBFC or housing finance companies, provided that such loans have been granted by such bank or institution for the purpose of financing one or more of the objects of the Offer and pledge of the Equity Shares is a term of sanction of such loans.

(iv) Pursuant to Regulation 21(b) of the SEBI ICDR Regulations, the Equity Shares held by our Promoters which are locked-in for a period of six months from the date of Allotment may be pledged only with scheduled commercial banks, public financial institutions, Systemically Important NBFC or housing finance companies as collateral security for loans granted by such banks or public financial institutions, provided that such pledge of the Equity Shares is one of the terms of the sanction of such loans.

(v) The Equity Shares held by any person other than our Promoters and locked-in for a period of six months from the date of Allotment in the Offer may be transferred to any other person holding the Equity Shares which are locked-in, subject to continuation of the lock-in in the hands of transferees for the remaining period and compliance with the SEBI Takeover Regulations.

Lock-in of the Equity Shares to be allotted, if any, to the Anchor Investors

Any Equity Shares allotted to Anchor Investors Portion shall be locked-in for a period of 30 days from the date of Allotment.

7. **Shareholding Pattern of our Company**

The table below presents the shareholding pattern of our Company as on the date of filing 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 underlying Depository Receipts (VI)	Total nos. shares held (VII) =(IV)+(V)+ (VI)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX)				No. of Shares Underlying Outstanding convertible securities (including Warrants) (X)	Shareholding , as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)= (VII)+(X) As a % of (A+B+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: Class eg: X	Class eg:y	Total	Total as a % of (A+B+C)			No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	
(A)	**Promoter & Promoter Group**	6	17,227,739	-	-	17,227,739	67.01	-	-	-	-	682,977	67.22	-	-	2,980,653	17.30	17,219,739
(B)	**Public**	154	8,482,649	-	-	8,482,649	32.99	-	-	-	-	251,443	32.78	-	-	-	-	8,329,855
(C)	**Non Promoter-Non Public**	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C1)	**Shares underlying DRs**	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C2)	**Shares held by Employee Trusts**	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Total	160	25,710,388	-	-	25,710,388	100.00	-	-	-	-	934,420	100.00	-	-	2,980,653	17.30	25,549,594

8. **Details of Major Shareholders of our Company**

(a) Set forth below is a list of Shareholders holding 1% or more of the paid-up Equity Share capital of our Company as on the date of filing of this Draft Red Herring Prospectus:

Sr. No.	Name of the Shareholder	Pre-Offer		
		Number of Equity Shares on a fully diluted basis	% of paid -up Equity Share capital	% of paid- up Equity Share capital on a fully diluted basis
1.	Hanmantrao Ramdas Gaikwad	14,026,889^	51.90	52.64
2.	Strategic Investments Alpha	5,832,873#	21.89	21.89
3.	Umesh Gautam Mane	1,949,092	7.58	7.32
4.	Strategic Investments B	1,334,600#	5.01	5.01
5.	Vaishali Hanmantrao Gaikwad	768,603	2.99	2.88
6.	Vikas Vyankat Nipane	596,180	2.32	2.24
7.	Dattatraya Ramdas Gaikwad	369,952	1.44	1.39
Total		**24,878,189**	**93.13**	**93.37**

^Assuming conversion of 682,977 OCDs held by Hanmantrao Ramdas Gaikwad to 682,977 Equity Shares
 # Assuming conversion of 12,072,804 CCPS held by Strategic Investments Alpha to 204,624 Equity Shares and 2,762,335 CCPS held by Strategic Investments B to 46,819 Equity Shares

(b) Set forth below is a list of Shareholders holding 1% or more of the paid-up Equity Share capital of our Company, as of 10 days prior to the date of this Draft Red Herring Prospectus:

Sr. No.	Name of the Shareholder	Pre-Offer		
		Number of Equity Shares on a fully diluted basis	% of paid -up Equity Share capital	% of paid- up Equity Share capital on a fully diluted basis
1.	Hanmantrao Ramdas Gaikwad	14,026,889^	51.90	52.64
2.	Strategic Investments Alpha	5,832,873#	21.89	21.89
3.	Umesh Gautam Mane	1,949,092	7.58	7.32
4.	Strategic Investments B	1,334,600#	5.01	5.01
5.	Vaishali Hanmantrao Gaikwad	768,603	2.99	2.88
6.	Vikas Vyankat Nipane	596,180	2.32	2.24
7.	Dattatraya Ramdas Gaikwad	369,952	1.44	1.39
Total		**24,878,189**	**93.13**	**93.37**

^Assuming conversion of 682,977 OCDs held by Hanmantrao Ramdas Gaikwad to 682,977 Equity Shares
 # Assuming conversion of 12,072,804 CCPS held by Strategic Investments Alpha to 204,624 Equity Shares and 2,762,335 CCPS held by Strategic Investments B to 46,819 Equity Shares

(c) Set forth below is a list of Shareholders holding 1% or more of the paid-up Equity Share capital of our Company, as of one year prior to the date of this Draft Red Herring Prospectus:

Sr. No.	Name of the Shareholder	Pre-Offer		
		Number of Equity Shares on a fully diluted basis	% of paid -up Equity Share capital	% of paid- up Equity Share capital on a fully diluted basis
1.	Hanmantrao Ramdas Gaikwad	14,026,889^	51.90	52.64
2.	Strategic Investments Alpha	5,832,873#	21.89	21.89
3.	Umesh Gautam Mane	1,949,092	7.58	7.32
4.	Strategic Investments B	1,334,600#	5.01	5.01
5.	Vaishali Hanmantrao Gaikwad	768,603	2.99	2.88
6.	Vikas Vyankat Nipane	596,180	2.32	2.24
7.	Dattatraya Ramdas Gaikwad	369,952	1.44	1.39
Total		**24,878,189**	**93.13**	**93.37**

^ Assuming conversion of 682,977 OCDs held by Hanmantrao Ramdas Gaikwad to 682,977 Equity Shares
 # Assuming conversion of 12,072,804 CCPS held by Strategic Investments Alpha to 204,624 Equity Shares and 2,762,335 CCPS held by Strategic Investments B to 46,819 Equity Shares

(d) Set forth below is a list of Shareholders holding 1% or more of the paid-up Equity Share capital of our Company, as of two years prior to the date of this Draft Red Herring Prospectus:

Sr. No.	Name of the Shareholder	Pre-Offer		
		Number of Equity Shares	% of paid -up Equity Share capital	% of paid- up Equity Share capital on a fully diluted basis
1.	Hanmantrao Ramdas Gaikwad	14,157,889^	52.41	53.14
2.	Strategic Investments Alpha	5,832,873#	21.89	21.89
3.	Umesh Gautam Mane	2,149,092	8.36	8.07
4.	Strategic Investments B	1,334,600#	5.01	5.01
5.	Vaishali Hanmantrao Gaikwad	768,603	2.99	2.88
6.	Vikas Vyankat Nipane	596,180	2.32	2.24

Sr. No.	Name of the Shareholder	Pre-Offer		
		Number of Equity Shares	% of paid -up Equity Share capital	% of paid- up Equity Share capital on a fully diluted basis
7.	Dattatraya Ramdas Gaikwad	369,952	1.44	1.39
Total		**25,209,189**	**94.42**	**94.62**

^Assuming conversion of 682,977 OCDs held by Hanmantrao Ramdas Gaikwad to 682,977 Equity Shares
 # Assuming conversion of 12,072,804 CCPS held by Strategic Investments Alpha to 204,624 Equity Shares and 2,762,335 CCPS held by Strategic Investments B to 46,819 Equity Shares

9. Other than Hanmantrao Ramdas Gaikwad, Umesh Gautam Mane, Vaishali Hanmantrao Gaikwad, Kiran Bhimrao Yadav, Dnyaneshwar Mahadu Shelke, Patrick Vijay Kumar, Vipin Verma, Yogesh Atre, Ganesh Shripad Limaye and Shriniwas Bhanaji Deshpande (jointly with Padmaja Deshpande), none of our Directors or Key Management Personnel or Senior Management Personnel hold Equity Shares of our Company. For further details, see "*Our Management - Shareholding of Directors in our Company*" and "*Our Management - Shareholding of Key Managerial Personnel and Senior Management Personnel*" on page 171 and 182.

10. Our Promoter Group, our Directors and their relatives have not purchased or sold any Equity Shares during a period of six months preceding the date of filing this Draft Red Herring Prospectus.

11. As on the date of this Draft Red Herring Prospectus, the BRLMs and their respective associates (as defined under the SEBI Merchant Bankers Regulations) do not hold any Equity Shares in our Company.

12. Except for the OCDs issued to Hanmantrao Ramdas Gaikwad and CCPS issued to Strategic Investments B and Strategic Investments Alpha, our Company has no outstanding warrants, options or rights to convert compulsorily convertible preference shares, debentures, loans or other instruments convertible into the Equity Shares as on the date of this Draft Red Herring Prospectus.

13. Except for the allotment of Equity Shares pursuant to the Offer, our Company presently does not intend or propose to alter the capital structure for a period of six months from the Bid / Offer Opening Date, by way of split or consolidation of the denomination of Equity Shares or further issue of Equity Shares (including issue of securities convertible into or exchangeable, directly or indirectly for Equity Shares) whether on a preferential basis or issue of bonus or rights or further public issue of specified securities or qualified institutions placement or otherwise. However, if our Company enters into acquisitions, joint ventures or other arrangements, our Company may, subject to necessary approvals, consider raising additional capital to fund such activity or use Equity Shares as currency for acquisitions or participation in such joint ventures.

14. Except for the Equity Shares to be issued pursuant to the conversion of the OCDs and CCPS in accordance with Regulation 5(2) of the SEBI ICDR Regulations and the Pre-IPO Placement, prior to the filing of the Red Herring Prospectus, our Company does not intend to or propose any further issue of Equity Shares, whether by way of issue of bonus shares, preferential allotment, rights issue or in any other manner during the period commencing from submission of this Draft Red Herring Prospectus until the Equity Shares have been listed on the Stock Exchanges.

15. Our Company has 160 shareholders as of the date of filing of this Draft Red Herring Prospectus.

16. Except to the extent of participation in the Offer for Sale by the Promoters and certain members of the Promoter Group and certain Senior Management Personnel, none of the other members of the Promoter Group, Directors, Promoters, Key Managerial Personnel or Senior Management Personnel will participate in the Offer.

17. All Equity Shares are fully paid up and there are no partly paid-up Equity Shares as on the date of this Draft Red Herring Prospectus.

18. Our Company has not issued any equity shares under employee stock options in the past. As on the date of this DRHP, our Company does not have any employee stock option scheme/ employee stock purchase scheme for its employees.

19. Our Company, the Directors, the Selling Shareholder(s) and the BRLMs have not entered into any buy-back arrangement or any other similar arrangement for purchase of Equity Shares from any person.

20. No financing arrangements have been entered into by our Promoter Group, the Directors or their relatives for the purchase by any other person of the securities of our Company other than in the normal course of business of the financing entity during a period of six months preceding the date of filing of this Draft Red Herring Prospectus.

21. No person including the Selling Shareholders, connected with the Offer shall offer or make payment of any incentive, whether direct or indirect, in any manner, whether in cash or kind or otherwise, to any Bidder for making a Bid, except for fees or commission for services rendered in relation to the Offer.

22. Our Company has not issued any Equity Shares pursuant to any scheme approved under Section 391 to 394 of the Companies Act, 1956 or Sections 230-234 of the Companies Act, as applicable.

23. There shall be only one denomination of the Equity Shares, unless otherwise permitted by law.

24. Our Company shall ensure that transactions in Equity Shares by our Promoters and our Promoter Group during the period between the date of filing of this Draft Red Herring Prospectus or the date of registering the Red Herring Prospectus with the RoC, as the case may be, and the date of closure of the Offer shall be reported to the Stock Exchanges within 24 hours of the transaction.

25. The Equity Shares to be issued pursuant to the Offer are and shall be fully paid-up at the time of the Allotment, failing which no Allotment shall be made.

OBJECTS OF THE OFFER

The Offer comprises the Fresh Issue by our Company and an Offer for Sale by the Selling Shareholders.

The Offer for Sale

The Selling Shareholders will be entitled to the proceeds of the Offer for Sale net of their proportion of Offer related expenses. Our Company shall not receive any proceeds from the Offer for Sale. Except for listing fees which shall be solely borne by our Company, all Offer related expenses will be shared, as mutually agreed in the Offer Agreement and in accordance with applicable law.

The Fresh Issue

Our Company proposes to utilise the Net Proceeds of the Fresh Issue towards funding of the following objects:

(a) repayment and/or pre-payment of certain borrowings of our Company; and

(b) general corporate purposes.

In addition, our Company expects that listing of the Equity Shares on the Stock Exchanges will enhance our visibility and brand image and provide liquidity to our Shareholders and will also provide a public market for the Equity Shares in India

The objects clause as set out in the Memorandum of Association enables our Company (i) to undertake its business activities; and (ii) to undertake activities for which borrowings were availed and which are proposed to be repaid or prepaid from the Net Proceeds.

Offer Proceeds

The details of the proceeds of the Fresh Issue are summarized in the table below:

Sr. No.	Particulars	Amount (in ₹ million)
1.	Gross Proceeds of the Fresh Issue(1)	2,000.00
2.	(Less) Offer related expenses in relation to the Fresh Issue(2)	[●]
3.	Net Proceeds	[●]

(1) Includes the proceeds, if any, received pursuant to the Pre-IPO Placement. Upon allotment of Equity Shares issued pursuant to the Pre-IPO Placement, we may utilise the proceeds from such Pre-IPO Placement towards the Objects of the Offer prior to completion of the Offer.
(2) To be finalized upon determination of Offer Price and will be updated in the Prospectus prior to the filing with the ROC.

Utilization of Net Proceeds

The Net Proceeds will be utilized as set forth in the table below:

Sr. No.	Particulars	Amount (in ₹ million)
1.	Repayment and/or prepayment of certain borrowings of our Company	1,800.00
2.	General corporate purposes*	[●]
Net Proceeds**		**[●]**

* *The amount utilised for general corporate purposes shall not exceed 25% of the Net Proceeds from the Fresh Issue.*
** *To be finalized upon determination of the Offer Price.*

Proposed Schedule of Implementation and Deployment of Funds

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

(in ₹ million)

Sr. No.	Particulars	Amount to be funded from the Net Proceeds	Estimated schedule of deployment of Net Proceeds in Financial Year 2022
1.	Repayment and/or prepayment of certain borrowings of our Company	1,800.00	1,800.00
2.	General corporate purposes*	-	-
Total		[●]	1,800.00

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

As indicated above, our Company proposes to deploy the entire Net Proceeds towards the objects as described above during the Financial Year 2022. However, if the Net Proceeds are not completely utilised for the objects stated above in the Financial Year 2022 due to factors such as (i) economic and business conditions; (ii) increased competition; (iii) market conditions outside the control of our Company and its management; and (iv) other commercial considerations such as availability of alternate financial resources, the same would be utilised (in part or full) in a subsequent period as may be determined by our Company in accordance with applicable law. Any such change in our plans may require rescheduling of our expenditure programs and increasing or decreasing expenditure for a particular object vis-à-vis the utilization of Net Proceeds. For further details, see "*Risk Factors – 55. Any variation in the utilisation of the Net Proceeds would be subject to certain compliance requirements, including prior shareholders' approval*", on page 45.

Our fund requirements and deployment of the Net Proceeds with regard to the aforesaid object are based on internal management estimates and on current market conditions and have not been appraised by any bank or financial institution or other independent agency. They are based on current conditions of our business which are subject to change in the future. Our Company operates in a highly competitive and dynamic industry and may have to revise our estimates from time to time on account of changes in external circumstances or costs, which may not be within the control of our management or changes in financial and market conditions, business or strategy. Our historical funding requirements may not be reflective of our future funding plans. In case of variations in the actual utilization of funds earmarked for the purposes set forth above, increased fund requirements may be financed through our internal accruals and/or incremental debt from existing or future lenders, as required. If the actual utilization towards any of the objects is lower than the proposed deployment, such balance will be used for future growth opportunities including funding existing objects, if required, and general corporate purposes, to the extent that the total amount to be utilized towards the general corporate purposes will not exceed 25% of the Net Proceeds in compliance with the SEBI ICDR Regulations.

Means of Finance

The fund requirements set out below are proposed to be funded from the Net Proceeds and internal accruals. We confirm that there is no requirement for us to make firm arrangements of finance through verifiable means towards at least 75% of the stated means of finance, in addition to the Net Proceeds.

Details of the Objects of the Offer

The details in relation to objects of the Offer are set forth herein below.

1. Repayment and/or prepayment of certain borrowings of our Company

Our Company has entered into financing arrangements with various banks and financial institutions for availing terms loans and working capital loans. For details of our outstanding borrowings, see "*Financial Information*" and "*Financial Indebtedness*" beginning on pages 192 and 308, respectively.

Our Company proposes to utilise an estimated amount of ₹1,800.00 million from the Net Proceeds towards prepayment and/or repayment of the existing borrowings availed by our Company for the purposes stipulated as part of the table set forth. Our Company may choose to repay or pre-pay certain borrowings availed by our Company other than those identified in the table below, which may include additional borrowings that our Company may avail after the filing of this Draft Red Herring Prospectus. Given the nature of these borrowings and the terms of repayment / pre-payment, the aggregate outstanding borrowing amounts may vary from time to time. In light of the above, at the time of filing the Red Herring Prospectus, the table below shall be suitably updated to reflect the revised amounts or loans as the case may be which have been availed by our Company. However, our Company confirms that the aggregate amount to be utilised from the Net Proceeds towards scheduled repayment and/or prepayment of its existing borrowings (including re-financed or additional borrowings availed, if any), in part or full, would not exceed ₹1,800.00 million.

The selection of borrowings proposed to be repaid/pre-paid by our Company shall be based on various factors including (i) cost of the borrowing, (ii) any conditions attached to the borrowings restricting our ability to repay/prepay the borrowings and time taken to fulfil such requirements, (iii) receipt of consents for repayment and/or prepayment or waiver from any conditions attached to such repayment and/or prepayment from our respective lenders, (iv) terms and conditions of such consents and waivers, (v) levy of any repayment/prepayment penalties and the quantum thereof, (vi) provisions of any law, rules and regulations governing such borrowings, (vii) other commercial considerations including, among others, the interest rate on the loan facility, the amount of the loan outstanding and the remaining tenor of the loans.

The scheduled repayment and/or prepayment will help reduce our existing borrowings, assist us in maintaining a favourable debt-equity ratio and enable utilisation of our internal accruals for further investment in business growth and expansion. In addition, we believe that the debt-equity ratio of our Company will improve significantly enabling us to raise further resources in the future to fund potential business development opportunities and plans to grow and expand our business in the future.

The following table provides details of the existing borrowings availed by our Company as on August 31, 2021, out of which we propose pre-payment or scheduled repayment of up to an amount aggregating to ₹1,800 million from the Net Proceeds:

Sr. No	Name of lender	Applicable rate of interest (%)	Sanctioned amount (in ₹ million)	Outstanding amount as of August 31, 2021 (in ₹ million)(1)	Repayment of schedule/tenor	Purpose of availing the loan(2)	Pre-payment penalty, if any
1.	Bank of Maharashtra	9.65	1,555.00	1,446.68	Repayable on demand	Working capital	Nil
2.	IDBI Bank	10.65	150.00	69.44	Repayable on demand	Working capital	Nil
3.	State Bank of India	9.65	1,440.00	1,267.76	Repayable on demand	Working capital	Nil
4.	Bank of Baroda	9.65	320.00	236.27	Repayable on demand	Working capital	Nil
5.	The Saraswat Co-Operative Bank Limited	10.25	470.00	456.48	Repayable on demand	Working capital	Nil
6.	Canara Bank	9.65	450.00	390.57	Repayable on demand	Working capital	Nil
7.	Union Bank of India	9.55	550.00	508.56	Repayable on demand	Working capital	Nil
8.	The Cosmos Co-Operative Bank	11.75	580.00	526.07	Repayable on demand	Working capital	Nil
9.	Indian Bank	10.45	550.00	539.71	Repayable on demand	Working capital	Nil
10.	Karnataka Bank	10.75	120.00	119.23	Repayable on demand	Working capital	Nil
11.	Indian Overseas Bank	10.25	400.00	393.06	Repayable on demand	Working capital	Nil
TOTAL			**6,585.00**	**5,953.83**			

(1) As certified by CGCA & Associates LLP (formerly known as UKG & Associates), Chartered Accountants pursuant to their certificate dated September 30, 2021.

(2) As per the report dated September 30, 2021, issued by our Statutory Auditors, MSKA & Associates, Chartered Accountants. Pursuant to this report, our Statutory Auditors have certified that the amounts drawn-down under the aforementioned borrowings have been utilised towards the purpose for which such borrowings have been sanctioned as per the procedures performed by them detailed in their report.

2. General corporate purposes

The Net Proceeds will first be utilized for the objects as set out above. Subject to this, our Company intends to deploy any balance left out of the Net Proceeds, aggregating to ₹[●] million, towards general corporate purposes and the business requirements of our Company and the Subsidiaries, as approved by our management, from time to time, subject to such utilization for general corporate purposes not exceeding 25% of the Net Proceeds, in compliance with the SEBI ICDR Regulations. Such general corporate purposes may include, but are not restricted to, (i) strategic initiatives; (ii) funding growth opportunities; (iii) strengthening marketing capabilities and brand building exercises; (iv) meeting ongoing general corporate contingencies; and (v) any other purpose, as may be approved by the Board or a duly constituted committee thereof, subject to compliance with applicable law, including provisions of the Companies Act.

The allocation or quantum of utilization of funds towards the specific purposes described above will be determined by the Board, based on our business requirements and other relevant considerations, from time to time. Our management, in accordance with the policies of the Board, shall have the flexibility in utilising surplus amounts, if any. In the event that we are unable to utilise the entire amount that we have currently estimated for use out of Net Proceeds in a Financial Year, we will utilise such unutilised amount in the next Financial Year.

Offer related expenses

The total expenses of the Offer are estimated to be approximately ₹[●] million. The expenses of this Offer include, among others, listing fees, underwriting fees, selling commission, fees payable to the Lead Managers, fees payable to legal counsels, fees payable to the Registrar to the Offer, Bankers to the Offer, processing fee to the SCSBs for processing ASBA Forms, brokerage and selling commission payable to Registered Brokers, Collecting RTAs and CDPs, printing and stationery expenses, advertising and marketing expenses and all other incidental and miscellaneous expenses for listing the Equity Shares on the Stock Exchanges.

Other than (a) listing fees and expenses in relation to product or corporate advertisements of the Company, each of which will be borne by the Company; and (b) fees and expenses in relation to the legal counsel to the Selling Shareholders which shall be borne by the respective Selling Shareholders, all costs, charges, fees and expenses associated with and incurred with respect to the Offer shall be shared among the Company and the Selling Shareholders in accordance with applicable law on a pro rata basis, in proportion to the number of Equity Shares issued and Allotted by the Company through the Fresh Issue and sold by each of the Selling Shareholders through the Offer for Sale.

The estimated Offer related expenses are as under:

Activity	Estimated expenses(1) (in ₹ million)	As a % of the total estimated Offer expenses(1)	As a % of the total Offer size(1)
BRLMs fees and commissions (including underwriting commission, brokerage and selling commission)	[●]	[●]	[●]

Activity	Estimated expenses[(1)] (in ₹ million)	As a % of the total estimated Offer expenses[(1)]	As a % of the total Offer size[(1)]
Selling commission/processing fee for SCSBs, Sponsor Bank and fee payable to the Sponsor Bank for Bids made by RIBs using UPI [(2)(3)(6)]	[●]	[●]	[●]
Brokerage and selling commission and bidding charges for members of the Syndicate (including their sub-Syndicate Members), Registered Brokers, RTAs and CDPs[(4)(5)(6)]	[●]	[●]	[●]
Fees payable to the Registrar to the Offer	[●]	[●]	[●]
Fees payable to the other advisors to the Offer	[●]	[●]	[●]
Others			
- Listing fees, SEBI filing fees, upload fees, BSE & NSE processing fees, book building software fees and other regulatory expenses	[●]	[●]	[●]
- Printing and stationery	[●]	[●]	[●]
- Advertising and marketing expenses	[●]	[●]	[●]
- Fee payable to legal counsels	[●]	[●]	[●]
- Miscellaneous	[●]	[●]	[●]
Total estimated Offer expenses	[●]	[●]	[●]

(1) *Amounts will be finalised and incorporated in the Prospectus on determination of Offer Price*

(2) *Selling commission payable to the SCSBs on the portion for RIBs and Non-Institutional Bidders, which are directly procured by the SCSBs, would be as follows:*

*Portion for RIBs**	*[●]% of the Amount Allotted* (plus applicable taxes)*
*Portion for Non-Institutional Bidders**	*[●]% of the Amount Allotted* (plus applicable taxes)*

**Amount Allotted is the product of the number of Equity Shares Allotted and the Offer Price. Selling Commission payable to the SCSBs will be determined on the basis of the bidding terminal ID as captured in the Bid Book of BSE or NSE.*

(3) *No processing fees shall be payable by our Company to the SCSBs on the applications directly procured by them Processing fees payable to the SCSBs on the portion for RIBs which are procured by the members of the Syndicate/sub-Syndicate/Registered Broker/RTAs/ CDPs and submitted to SCSB for blocking, would be as follows:*

Portion for RIBs	*₹[●] per valid Bid cum Application Form* (plus applicable taxes)*
Portion for Non-Institutional Bidders	*₹[●] per valid Bid cum Application Form* (plus applicable taxes)*

**For each valid application*

(4) *Selling commission on the portion for RIBs (using the UPI mechanism), Non-Institutional Bidders which are procured by Members of the Syndicate (including their sub-Syndicate Members), RTAs and CDPs or for using 3-in-1 type accounts- linked online trading, demat & bank account provided by some of the brokers which are members of Syndicate (including their Sub-Syndicate Members) would be as follows:*

Portion for RIBs	*[●] % of the Amount Allotted* (plus applicable taxes)*
Portion for Non-Institutional Bidders	*[●] %of the Amount Allotted* (plus applicable taxes)*

* *Amount Allotted is the product of the number of Equity Shares Allotted and the Offer Price.*

The Selling Commission payable to the Syndicate / Sub-Syndicate Members will be determined on the basis of the application form number / series, provided that the application is also bid by the respective Syndicate / Sub-Syndicate Member. For clarification, if a Syndicate ASBA application on the application form number / series of a Syndicate / Sub-Syndicate Member, is bid by an SCSB, the Selling Commission will be payable to the SCSB and not the Syndicate / Sub-Syndicate Member.

Uploading Charges payable to Members of the Syndicate (including their sub-Syndicate Members), RTAs and CDPs on the applications made by RIBs using 3-in-1 accounts and Non-Institutional Bidders which are procured by them and submitted to SCSB for blocking or using 3-in-1 accounts, would be as follows: ₹[●] plus applicable taxes, per valid application bid by the Syndicate (including their sub-Syndicate Members), RTAs and CDPs.

The selling commission and bidding charges payable to Registered Brokers, the RTAs and CDPs will be determined on the basis of the bidding terminal ID as captured in the Bid Book of BSE or NSE.

(5) *Selling commission/ uploading charges payable to the Registered Brokers on the portion for RIBs procured through UPI Mechanism and Non Institutional Bidders which are directly procured by the Registered Broker and submitted to SCSB for processing, would be as follows:*

*Portion for RIBs**	*₹[●] per valid Bid cum Application Form (plus applicable taxes)*
*Portion for Non-Institutional Bidders**	*₹[●] per valid Bid cum Application Form (plus applicable taxes)*

* *For each valid application*

(6) *Uploading charges/ Processing fees for applications made by RIBs using the UPI Mechanism would be as under:*

Payable to Members of the Syndicate (including their sub-Syndicate Members)/ RTAs / CDPs	*₹[●] per valid application (plus applicable taxes)*
Payable to Sponsor Bank	*₹[●] per valid application (plus applicable taxes)* *The Sponsor Bank shall be responsible for making payments to the third parties such as remitter bank, NPCI and such other parties as required in connection with the performance of its duties under applicable SEBI circulars, agreements and other Applicable Laws*

All such commissions and processing fees set out above shall be paid as per the timelines in terms of the Syndicate Agreement and Escrow and Sponsor Bank Agreement.

Interim use of Net Proceeds

Our Company, in accordance with the policies adopted by the Board from time to time, will have the flexibility to deploy the Net Proceeds. Pending utilization of the Net Proceeds for the purposes described above, our Company will deposit the Net Proceeds in one or more scheduled commercial banks. In accordance with Section 27 of the Companies Act, 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.

Bridge Loan

Our Company has not raised any bridge loans which are required to be repaid from the Net Proceeds.

Monitoring of Utilization of Funds

In terms of Regulation 41 of the SEBI ICDR Regulations, our Company has appointed [●] as the monitoring agency to monitor the utilization of the Net Proceeds. Our Company undertakes to place the report(s) of the Monitoring Agency on receipt before the Audit Committee without any delay. Our Company will disclose the utilization of the Net Proceeds, including interim use under a separate head in its balance sheet for such fiscal periods as required under the SEBI ICDR Regulations, the SEBI Listing Regulations and any other applicable laws or regulations, clearly specifying the purposes for which the Net Proceeds have been utilized. Our Company will also, in its balance sheet for the applicable fiscal periods, provide details, if any, in relation to all such Net Proceeds that have not been utilized.

Pursuant to Regulation 18(3) of the SEBI Listing Regulations, our Company shall on a quarterly basis disclose to the Audit Committee the uses and application of the Net Proceeds. The Audit Committee shall make recommendations to the Board for further action, if appropriate. Our Company shall, on an annual basis, prepare a statement of funds utilised for purposes other than those stated in this Draft Red Herring Prospectus and place it before our Audit Committee. Such disclosure shall be made only until such time that all the Net Proceeds have been utilised in full. The statement shall be certified by the Statutory Auditor.

Further, in accordance with Regulation 32(1) of the SEBI Listing Regulations, our Company shall furnish to the Stock Exchanges on a quarterly basis, a statement indicating (i) deviations, if any, in the utilisation of the Net proceeds from the objects of the Offer as stated above; and (ii) details of category wise variations in the utilisation of the Net Proceeds from the objects of the Offer as stated above. This information will also be published in newspapers simultaneously with the interim or annual financial results of our Company, after placing such information before our Audit Committee.

Variation in Objects of the Offer

In accordance with Sections 13(8) and 27 of the Companies Act and Regulation 59 and Schedule XX of the SEBI ICDR Regulations, our Company shall not vary the Objects of the Offer unless our Company is authorized to do so by way of a special resolution of its Shareholders through postal ballot. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution ("**Postal Ballot Notice**") shall specify the prescribed details and be published in accordance with the Companies Act The Postal Ballot Notice shall simultaneously be published in the newspapers, one in English and one in Marathi, the vernacular language of the jurisdiction where the Registered Office is situated. Pursuant to the Companies Act, the Promoters or controlling Shareholders will be required to provide an exit opportunity to the Shareholders who do not agree to such proposal to vary the objects, subject to the provisions of the Companies Act and in accordance with such terms and conditions, including in respect of pricing of the Equity Shares, in accordance with the Companies Act and provisions of Regulation 59 and Schedule XX of the SEBI ICDR Regulations.

Appraising Agency

None of the Objects of the Offer for which the Net Proceeds will be utilized have been appraised by any agency.

Other Confirmations

Apart from the portion of the proceeds from the Offer for Sale which shall be paid to our Promoter Selling Shareholders and Other Selling Shareholders (which includes certain members of our Promoter Group), in proportion to their respective Offered Shares, no part of the Net Proceeds will be utilized by our Company as consideration paid to the Promoters, members of the Promoter Group, the Directors, the Group Companies, Key Managerial Personnel or Senior Management Personnel.

Our Company has not entered into or is not planning to enter into any arrangement/ agreements with the Promoters, members of the Promoter Group, the Directors, the Key Managerial Personnel, the Senior Management Personnel or the Group Companies in relation to the utilization of the Net Proceeds of the Offer. Further, except in the ordinary course of business, there is no existing or anticipated interest of such individuals and entities in the objects of the Fresh Issue as set out above.

BASIS FOR OFFER PRICE

The Offer Price will be determined by our Company and the Investor Selling Shareholders, in consultation with the Lead Managers, on the basis of assessment of market demand for the Equity Shares offered through the Book Building Process and on the basis of quantitative and qualitative factors as described below. The face value of the Equity Shares is ₹10 each and the Offer Price is [●] times the Floor Price and [●] times the Cap Price.

Bidders should read sections "*Our Business*", "*Risk Factors*", "*Restated Financial Statements*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" beginning on pages 135, 21, 192 and 275, respectively, to have an informed view before making an investment decision.

Qualitative Factors

We believe that some of the qualitative factors which form the basis for computing the Offer Price are as follows:

(a) One of the largest integrated services companies in India;
(b) Diverse base of clients with longstanding relationships;
(c) Comprehensive portfolio of services across sectors;
(d) Differentiated business model and strong financial track record;
(e) Quality oriented delivery of services; and
(f) Experienced Promoters supported by a dedicated management team and employee base.

For further details, see "*Our Business - Competitive Strengths*" on page 137.

Quantitative Factors

Certain information presented below, relating to our Company, is based on the Restated Financial Statements. For details, see "*Restated Financial Statements*" beginning on page 192.

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

1. **Basic and Diluted Earnings Per Share ("EPS"), as adjusted for changes in capital:**

As per the Restated Financial Statements:

Financial Year	Basic EPS (In ₹)	Diluted EPS (In ₹)	Weight
2019	32.55	31.72	1
2020	47.19	45.98	2
2021	33.16	32.31	3
Weighted average	**37.74**	**36.77**	

Notes:
1. *The face value of each Equity Share is ₹10.*
2. *Earnings per Share are in accordance with Ind AS 33 (Earnings per Share).*
3. *Basic EPS and Diluted EPS calculations are in accordance with the relevant accounting standard.*
4. *The above statement should be read with Significant Accounting Policies and the Notes to the Restated Financial Statements as appearing in "Restated Financial Statements" beginning on page 192.*

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

Particulars	P/E at the lower end of Price Band (no. of times)	P/E at the higher end of Price Band (no. of times)
Based on Basic EPS for Financial Year 2021	[●]	[●]
Based on Diluted EPS for Financial Year 2021	[●]	[●]

Industry P/E ratio

	P/E Ratio	Name of the company	Face value of Equity Shares (₹)
Highest	247.97	Quess Corp Limited	10
Lowest	19.23	SIS Limited	5
Industry Composite	133.60	-	-

Notes:
(1) The industry high and low has been considered from the industry peer set provided later in this chapter. The industry composite has been calculated as the arithmetic average P/E of the industry peer set disclosed in this section. For further details, see "– Comparison of Accounting Ratios with Listed Industry Peers" on page 87.
(2) P/E figures for the peers are computed based on closing market price as on September 22, 2021 at NSE, divided by Diluted EPS (on consolidated basis) based on the annual reports of such companies for the Financial Year 2021.

3. **Average Return on Net Worth ("RoNW")**

As per the Restated Financial Statements of our Company:

Particulars	RoNW %	Weight
Year ended March 31, 2019	14.56	1
Year ended March 31, 2020	17.51	2
Year ended March 31, 2021	11.02	3
Weighted average	**13.78**	

Notes:

(1) Return on Net Worth (%) = Net profit after tax as restated / Net worth as restated at the end of the year.

(2) "Net worth" means the aggregate of equity share capital and other equity.

4. Net Asset Value per Equity Share

Net Asset Value per Equity Share	Consolidated (₹)
As on March 31, 2021	303.82
After the Offer	[●]

Notes:

(1) Net Asset Value Per Equity Share = Net worth as per the Restated Financial Statements / Number of Equity Shares outstanding as at the end of year/period

(2) "Net worth" means the aggregate of equity share capital and other equity.

5. Comparison of Accounting Ratios with Listed Industry Peers

Name of Company	Face Value (₹ Per Share)	Closing price on September 22, 2021 (₹)	Total income for Financial Year 2021 (in ₹ million)	EPS (₹)		NAV[4] (₹ per share)	P/E[2]	RoNW[3] (%)
				Basic	Diluted [1]			
BVG India Limited	10	NA	16,745.82	33.16	32.31	303.82	NA	11.02
Peer Group								
SIS Limited	5	475.45	96,050.98	24.85	24.73	124.63	19.23	20.04%
Quess Corp Limited	10	959.65	108,819.85	3.92	3.87	165.52	247.97	3.02%

Source: All the financial information for listed industry peers mentioned above is on a consolidated basis and is sourced from the annual reports of the respective company for the year ended March 31, 2021.

Source for BVG India Limited: Based on the Restated Financial Statements for the year ended March 31, 2021.

Notes:

(1) Diluted EPS refers to the Diluted EPS sourced from the annual reports of the respective company for the year ended March 31, 2021

(2) P/E Ratio has been computed based on the closing market price of Equity Shares on NSE on September 22, 2021, divided by the Diluted EPS provided under Note 1 above.

(3) RoNW is computed as net profit after tax (including profit attributable to non-controlling interest) divided by closing net worth. Net worth has been computed as sum of share capital and reserves (including capital reserve and excluding debenture/ capital redemption reserve, if any) including non-controlling interest

(4) NAV is computed as the closing net worth divided by the closing outstanding number of Equity Shares

6. The Offer Price is [●] times of the face value of the Equity Shares

The Offer Price of ₹[●] has been determined by our Company and the Investor Selling Shareholders, in consultation with the Lead Managers, on the basis of assessment of market demand from investors for Equity Shares through the Book Building Process, and is justified in view of the above qualitative and quantitative parameters. Bidders should read the above mentioned information along with the sections "*Risk Factors*", "*Our Business*", "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" and "*Restated Financial Statements*" beginning on pages 21, 135, 275 and 192, respectively, to have a more informed view. The trading price of Equity Shares could decline due to factors mentioned in the section "*Risk Factors*" beginning on page 21 and you may lose all or part of your investments.

STATEMENT OF TAX BENEFITS

To,

The Board of Directors

BVG India Limited,

'BVG House', Premier Plaza,

Pune – Mumbai Road, Chinchwad,

Pune 411 019,

Maharashtra, India.

Sub: Statement of possible special tax benefits available to BVG India Limited and its shareholders, prepared in accordance with the requirements under Schedule VI (Part A)(9)(L) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended ("SEBI ICDR Regulations")

1. We, MSKA & Associates ("the Firm"), Chartered Accountants, the statutory auditors of BVG India Limited (the "Company") hereby confirm the enclosed statement in the Annexure prepared and issued by the Company, which provides the possible special tax benefits under Income-tax Act, 1961 ('Act') presently in force in India viz. the Income-tax Act, 1961, ('Act'), the Income-tax Rules, 1962, ('Rules'), regulations, circulars and notifications issued thereon, as applicable to the assessment year 2022-23 relevant to the financial year 2021-22, available to the Company and its shareholders. Several of these benefits are dependent on the Company and its shareholders, as the case may be, fulfilling the conditions prescribed under the relevant provisions of the Act. Hence, the ability of the Company and its shareholders to derive the special tax benefits is dependent upon their fulfilling such conditions, which based on business imperatives the Company and its shareholders face in the future, the Company and its shareholders may or may not choose to fulfil.

2. This statement of possible special tax benefits is required as per Schedule VI (Part A)(9)(L) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended ('SEBI ICDR Regulations'). While the term 'special tax benefits' has not been defined under the SEBI ICDR Regulations, it is assumed that with respect to special tax benefits available to the Company, the same would include those benefits as enumerated in the statement. Any benefits under the Taxation Laws other than those specified in the statement are considered to be general tax benefits and therefore not covered within the ambit of this statement. Further, any benefits available under any other laws within or outside India, except for those specifically mentioned in the statement, have not been examined and covered by this statement.

3. Our views are based on the existing provisions of law 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.

4. The benefits discussed in the enclosed statement cover the possible special tax benefits available to the Company and its shareholders and do not cover any general tax benefits available to them.

5. In respect of non-residents, the tax rates and the consequent taxation shall be further subject to any benefits available under the applicable Double Taxation Avoidance Agreement, if any, between India and the country in which the non-resident has fiscal domicile.

6. The benefits stated in the enclosed statement are not exhaustive and the preparation of the contents stated is the responsibility of the Company's management. We are informed that this 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 distinct nature of the tax consequences and the changing tax laws, each investor is advised to consult their own tax consultant with respect to the specific tax implications arising out of their participation in the issue and we shall in no way be liable or responsible to any shareholder or subscriber for placing reliance upon the contents of this statement. Also, any tax information included in this written communication was not intended or written to be used, and it cannot be used by the Company or the investor, for the purpose of avoiding any penalties that may be imposed by any regulatory, governmental taxing authority or agency.

7. We do not express any opinion or provide any assurance whether:

   - The Company and its shareholders will continue to obtain these benefits in future;
   - The conditions prescribed for availing the benefits have been/would be met;
   - The revenue authorities/courts will concur with the views expressed herein.

8. The contents of the enclosed statement are based on information, explanations and representations obtained from the

Company and on the basis of our understanding of the business activities and operations of the Company. We have relied upon the information and documents of the Company being true, correct, and complete and have not audited or tested them. Our view, under no circumstances, is to be considered as an audit opinion under any regulation or law. Our Firm or any of the partners or affiliates, shall not be responsible for any loss, penalties, surcharges, interest or additional tax or any tax or non-tax, monetary or non-monetary, effects or liabilities (consequential, indirect, punitive or incidental) before any authority / otherwise within or outside India arising from the supply of incorrect or incomplete information of the Company.

9. This Statement is addressed to Board of Directors and issued at specific request of the Company. The enclosed Annexure to this Statement is intended solely for your information and for inclusion in the draft red herring prospectus, red herring prospectus, the prospectus and any other material in connection with the proposed initial public offering of equity shares of the Company, and is not to be used, referred to or distributed for any other purpose without our prior written consent. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing. Any subsequent amendment / modification to provisions of the applicable laws may have an impact on the views contained in our statement. While reasonable care has been taken in the preparation of this certificate, we accept no responsibility for any errors or omissions therein or for any loss sustained by any person who relies on it.

Yours faithfully,

For **MSKA & Associates**

ICAI Firm Registration Number: 105047W

Jiger Saiya

Partner

Membership Number: 116349

UDIN: 21116349AAAADZ1671

Place: Mumbai

Date: September 30, 2021

ANNEXURE

THE STATEMENT OF POSSIBLE TAX BENEFITS AVAILABLE TO THE COMPANY AND ITS SHAREHOLDERS UNDER THE DIRECT TAX LAW IN INDIA

Outlined below are the possible tax benefits available to the Company and its shareholders under the direct tax laws in force in India. This Statement is as per the Income-tax Act, 1961 as amended by the Finance Act, 2021 read with relevant rules, circulars and notifications applicable for the Financial Year 2021-22 relevant to the Assessment Year 2022-23, presently in force in India.

UNDER THE INCOME TAX ACT, 1961 ('THE ACT')

1. Special tax benefits available to the Company

(i) As per Section 2 of chapter II of Finance Act, 2021 (Rates of Income-tax), Income-tax shall be charged at the rates specified in Part III of the First Schedule. Further, the Company also has an option as per the provisions of Section 115BAA of the Income -tax Act, 1961 ("the Act") to opt for reduced tax rate of 22% (plus applicable surcharge and health and education cess) subject to fulfilment of certain conditions specified in the said Section. Under this option, the Company will not be eligible to claim some special exemptions and deductions. Further, in order to avail the benefit of lower tax rate, the Company has to opt for the same on or before the filing of Income-tax return for respective year. Once the option is exercised by the Company, it cannot be subsequently withdrawn for the same or any other subsequent years. Additionally, the provisions of Section 115JB of the Act i.e., MAT provisions shall not apply to the Company on exercise of the option under Section 115BAA of the Act, as specified under sub-section (5A) of Section 115JB of the Act and MAT credit of the earlier year(s) will not be available for set-off.

The Company has not opted for the provisions of section 115BAA of the Act for the Assessment Year 2021-22.

(ii) Since the Company has not opted for the lower tax rate, the Company would be liable to pay tax @ 25% or 30% depending upon the prescribed turnover threshold (plus applicable surcharge and health and education cess).

(iii) Subject to fulfilment of prescribed conditions, the Company is entitled to claim deduction of 100% of profits derived from development or operation and maintenance of its certain infrastructure facility / projects, as per the provisions of section 80-IA of the Act.

(iv) Subject to fulfilment of prescribed conditions, the Company is entitled to claim deduction under Section 80JJAA of the Act, of an amount equal to 30% of additional employee cost (pertaining to specified category of employees) incurred in the course of business in the financial year, for 3 assessment years including the assessment year relevant to the financial year in which such employment is provided.

(v) As per the provisions of Section 80M of the Act, dividend received by the Company from any other domestic company or a foreign company shall be eligible for deduction while computing its total income for the relevant year. The amount of such deduction would be restricted to the amount of dividend distributed by the Company to its shareholders on or before one month prior to due date of filing of its Income-tax return for the relevant year.

2. Special Tax Benefits available to the Shareholders of the Company

Section 112A of the Act provides for concessional rate of tax with effect from April 1, 2019 (i.e. Assessment Year 2019-20). Any income, exceeding Rs.1,00,000 arising from the transfer of a long term capital asset (i.e. capital asset held for the period of 12 months or more) being an Equity Share in a company or a unit of an equity oriented fund wherein Securities Transaction Tax is paid on both acquisition and transfer, income tax is charged at a rate of 10% without giving effect to indexation.

Apart from the tax benefits available to each class of shareholders as such, there are no special tax benefits available to the shareholders under the provisions of the Act for investing in the shares of the Company.

Notes:

1. This Statement sets out only the possible tax benefits available under the current provisions of the Act.
2. The above Statement of possible special tax benefits sets out the provisions of the Act 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. The tax benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the Indian Income Tax Regulation. Hence, the ability of the Company or its shareholders to derive the tax benefits is dependent upon fulfilling such conditions, which based on the business imperatives, the Company or its shareholders may or may not choose to fulfil.
4. The tax benefits discussed in the Statement are not exhaustive and is 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.

5. The Statement has been prepared on the basis that the shares of the Company are listed on a recognized stock exchange in India and the Company will be issuing equity shares.
6. In respect of non-residents, the tax rates and consequent taxation will be further subject to any benefits available under the relevant Double Tax Avoidance Agreement(s), if any, between India and the country in which the non-resident has fiscal domicile.
7. This statement does not discuss any tax consequences in the country outside India of an investment in the shares. The shareholders in the country outside India are advised to consult their own advisors regarding possible Income tax consequences applicable to them.
8. Surcharge is to be levied on domestic companies @ 7% where the income exceeds INR 1 crore but does not exceed INR 10 crores and @ 12% where the income exceeds INR 10 crores. If the Company opts for concessional income tax rate under section 115BAA, surcharge shall be levied @ 10%. Health and Education Cess @ 4% on the tax and surcharge is payable by all category of taxpayers.
9. The Statement is prepared on the basis of information available with the Management of the Company and there is no assurance that:
   i. the Company or its shareholders will continue to obtain these benefits in future;
   ii. the conditions prescribed for availing the benefits have been/ would be met with; and
   iii. the revenue authorities/courts will concur with the view expressed herein.
10. The above views are based on the existing provisions of the Act 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.

Yours faithfully,
For and on behalf of the Board of Directors of **BVG India Limited**

Manoj Jain
Chief Financial Officer

Place: Pune
Date: September 30, 2021

SECTION IV: ABOUT OUR COMPANY

INDUSTRY OVERVIEW

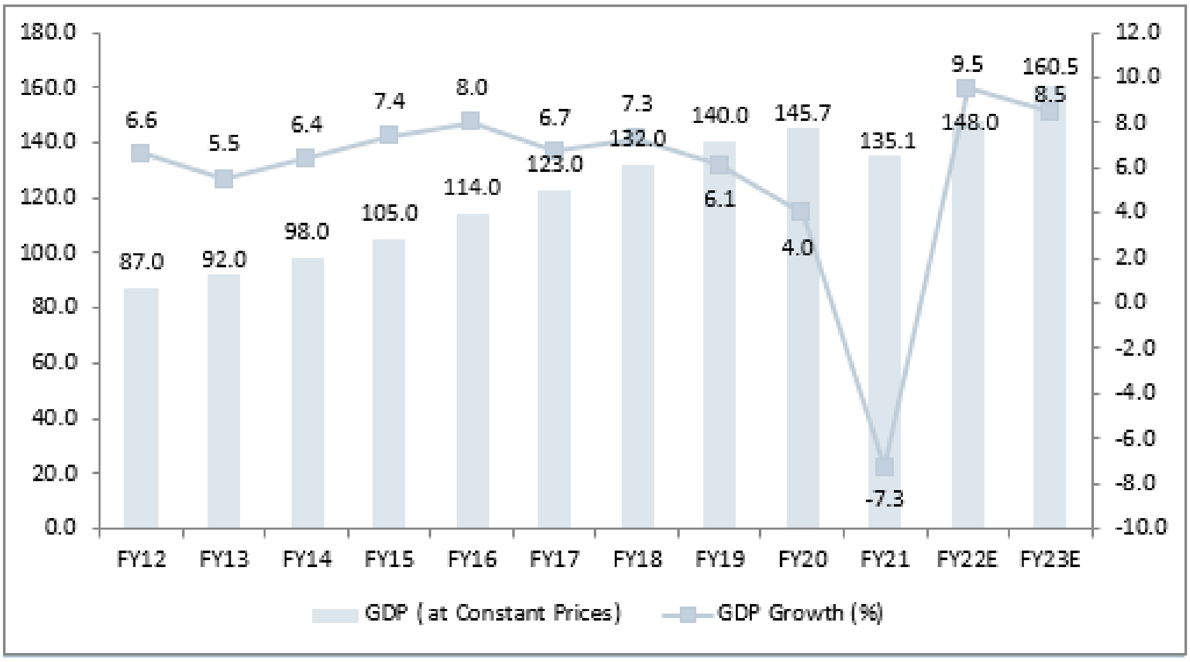
Unless otherwise indicated, industry and market data used in this section has been derived from industry publications, in particular, the report titled "Assessment of Facility Management Services Market in India" dated September 2021 (the "F&S Report"), prepared and issued by Frost & Sullivan India appointed by us on April 8, 2021 and exclusively commissioned by and paid for by us. The data included herein includes excerpts from the F&S Report and may have been re-classified by us for the purposes of presentation. There are no parts, data or information (which may be relevant for the proposed issue), that has been left out or changed in any manner. 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. These sources are indicated at all relevant places within this section. Accordingly, investors must rely on their independent examination of, and should not place undue reliance on, or base their investment decision solely on this information. Financial information used herein is based solely on the audited financials of the Company and other peers. The recipient should not construe any of the contents in this report as advice relating to business, financial, legal, taxation or investment matters and are advised to consult their own business, financial, legal, taxation, and other advisors concerning the transaction. See also, "Risk Factors – 59. Industry information included in this Draft Red Herring Prospectus has been derived from an industry report exclusively commissioned and paid for by our Company for such purpose. There can be no assurance that such third-party statistical, financial and other industry information is either complete or accurate" on page 46. Industry sources and publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends.

MACROECONOMIC OVERVIEW OF INDIA

Gross Domestic Product ("GDP") Growth and Outlook

The market-friendly policies that safeguarded the country from the subdued global economy; improved macroeconomic fundamentals and robust capital inflow strengthened the economic growth from 6.6% in Fiscal 2012 to 7.3% in Fiscal 2018 partly due to the stabilization of growth within each sector – agriculture, industry and services and the transition of the economy towards the services sector. However, in Fiscal 2020, the GDP reduced to 4.0% primarily due to the global economic slowdown owing to COVID-19 pandemic in the last quarter (quarter four) from January to March, and further extended to next two quarters (quarter one and quarter two) resulting in a 7.3% decline in Fiscal 2021.

Real GDP Value (₹ 000'Billion) and Real GDP Growth (%), India, Fiscal 2012 to Fiscal 2023E

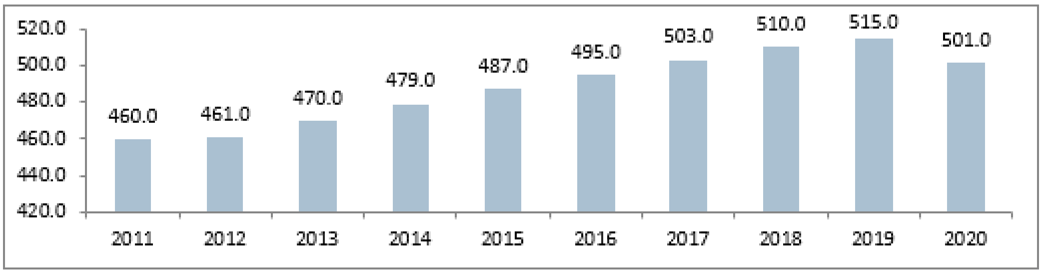


*Source: Ministry of Statistics and Programme Implementation ("**MoSPI**"), World Economic Outlook, IMF Estimates, 2021, Frost & Sullivan Analysis*

The medium term growth outlook is expected to improve and record a growth of 9.5% in Fiscal 2022 and 8.5% by Fiscal 2023, on account of strong macroeconomic fundamentals including moderate inflation, implementation of key structural reforms and improved fiscal and monetary policies.

India Labour Market Overview

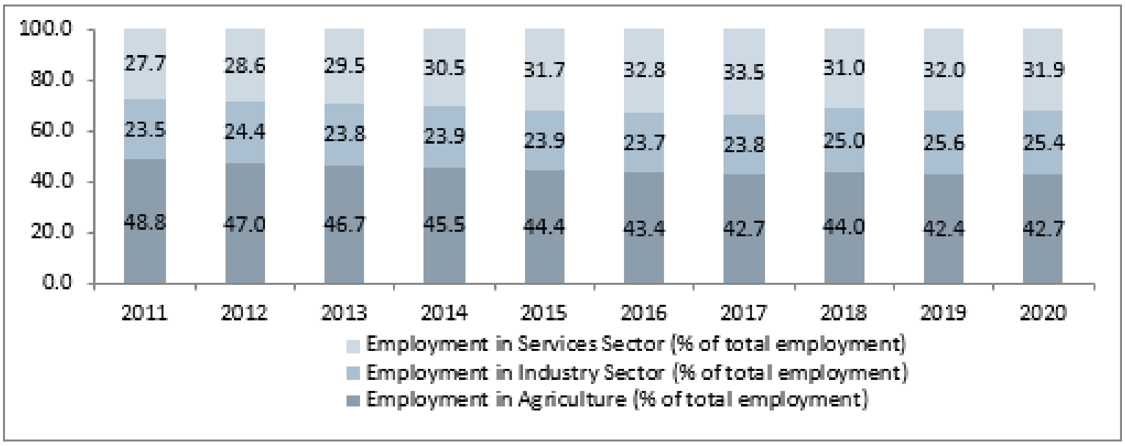
Labour force in Million, India, 2011-2020



Source: World Bank

India's working age population is expected to grow to 18.6% of the global labour force by 2027 up from 18.2% in 2020. India's millennial population has out grown that of China and US and is further expected to boost India's labour force by 2027. The labour force has increased by 182.4 million in 28 years from 327.6 million in 1990 to 515 million in 2019. It is expected to further expand by 2020, depending on the factors like education enrolment, population growth rate, labour force participation rate among others.

Employment across sectors (%), India, 2011-2020



Source: World Bank

The IT/ITeS sector has led to the growth of the services sector in India, contributing to the growth in the GDP, employment, and exports. Services such as IT and ITeS, communication, BPO, accounting services, legal services, and financial services require skilled workforce. Meanwhile, the growth in retail and hospitality, IT ITeS has further led to the growth of facility management services across these sectors.

Average Minimum Wages in India

Category wise range of minimum rates of daily wages (₹), India, 2015-2016 to 2020-2021

	Unskilled		Semi-skilled		Skilled		Highly Skilled	
	Min	Max	Min	Max	Min	Max	Min	Max
2020-21	372.0	411.0	379.0	449.0	412.0	488.0	449.0	540.0
2019-20	362.0	400.0	369.0	438.0	401.0	475.0	438.0	526.0
2018-19	336.0	371.0	343.0	407.0	441.0	441.0	407.0	488.0
2017-18	308.0	536.0	315.0	593.0	342.0	653.0	373.0	653.0
2016-17	214.0	374.0	219.0	414.0	238.0	456.0	259.0	495.0
2015-16	204.0	353.0	209.0	390.0	227.0	430.0	247.0	467.0

Source: Ministry of Labour and Employment

Currently, unskilled workers are entitled to get a minimum wage of ₹ 372 per day. Similarly, the minimum wages for unskilled agricultural labourers is set at ₹ 320 per day in C-category towns, while those in B and A category towns are set at ₹ 313 and ₹ 345 respectively.

Overall Government initiatives / reforms and its impact on the economy

National Skill Development Mission

Skills and knowledge are the driving forces of economic growth and social development in a country. India currently faces a severe shortage of well-trained, skilled workers. The National Skill Development Mission launched by the Ministry of Skill Development and Entrepreneurship on July 15, 2015, aims to create convergence across sectors and States in terms of skill training activities. Besides consolidating and coordinating skilling efforts, it also aims to expedite decision making across sectors to achieve skilling at scale with speed and standards.

National Employability Enhancement Mission ("NEEM") and Apprenticeship Act

India has enormous potential to improve the availability of skilled manpower for various industry segments through apprenticeship. The Central Government has been taking several initiatives through which it aims of adding 5 million employable youth to the workforce by 2019 – 2020. National Apprenticeship Promotion Scheme ("**NAPS**") is a scheme of Government of India launched in 2016 to promote apprenticeship and offer apprenticeship training by incentivizing employers who wish to engage apprentices and increase the engagements of apprentices from present 0.23 million to 5 million cumulatively by 2020. Apprentices get an opportunity to undergo 'on the job' training and are exposed to real working conditions, situations, and challenges. They get a chance to work on advanced machines and equipment facilitating the acquisition of knowledge, skills, experience and desirable attitude which help them get a remunerative job or explore opportunities of self-employment.

All India Council for Technical Education ("**AICTE**") has also notified a regulation under NEEM to offer on-the-job practical training to enhance employability of a person either pursuing his or her graduation/diploma in any technical or non-technical stream or have discontinued studies of degree or diploma course to increase their employability. Facility management ("**FM**") companies have a lot to gain from schemes like these as it provides them a pool of trained manpower. This scheme also offers skill development incentives and benefits for each person trained. Under the scheme monetary incentives are provided in the form of reimbursements ranging from ₹ 18,000 to ₹ 100,000 per person trained.

BVG is an integrated services company which is a NEEM facilitator approved by AICTE. In addition to FM services, it also provides skilled workers to the manufacturing plants and production facilities. The sector to which BVG is majorly contributing includes FMCG, Automotive and Electronics. BVG has plans to provide at-least 10,000 workers in next two years under NEEM to various industries. It is enhancing the value chain with the existing private customers it had through FM services and is taking up contracts for supply of skilled and unskilled workforce. BVG is operating three Skill Development Centers across India at Jhalwar, Sattur and Mysore. With large network of existing customers in manufacturing domain, BVG is expected to see high uptake in offering skill development services.

Pradhan Mantri Kaushal Vikas Yojana ("PMKVY")

The flagship scheme of the Ministry of Skill Development & Entrepreneurship ("**MSDE**"), PMKVY, has been approved for four years during 2016-2020 by the government. The primary objective of this scheme is to provide the industry relevant skill training to the youth which would be beneficial in securing a better livelihood. It will also assess and certify the individuals with previous learning experience or skills under Recognition of Prior Learning ("**RPL**"). Under this scheme, 4.0 million candidates have been trained under short term and 3.3 million candidates have been targeted to be oriented under RPL across the country by 2020.

Deen Dayal Upadhyaya Grameen Kaushalya Yojana ("DDU-GKY")

DDU-GKY was announced by the Ministry of Rural Development in 2014 as a part of the National Rural Livelihood Mission ("**NRLM**"). DDU-GKY has the objectives of improving the economic status of the rural poor families and accommodates the job yearnings of the rural youth. It focuses mainly on the rural youth coming from poor families and belonging to the age of 15 to 35 years. DDU-GKY has a presence across 2021 States and UTs, about 568 districts, thus having an impact over youth from over 6,215 blocks. It currently has over 690 projects which are being executed by over 300 partners, in more than 330 trades from 82 industry sectors. This scheme is expected to enhance the skills and provide placements to the rural youth in sectors such as retail, hospitality, healthcare, construction, where the FM professionals are needed.

Make in India

The Government of India has launched the "Make in India" campaign to facilitate investment, foster innovation, enhance skill development, protect intellectual property and build best in class manufacturing infrastructure in the country. The Make in India campaign plays an important role in the economic development of India as it aimed at utilizing the existing Indian talent base, creating additional employment opportunities and empowering secondary and tertiary sector, and also investments from across the globe. The programme also has identified Ease of Doing Business index as a major boost to entrepreneurship. Thus, initiatives are being taken to remove the unnecessary laws and regulations, further making bureaucratic processes easier, and the government more transparent. Make in India has so far had a very positive impact on the overall economy in terms of FDI investments through setting up of manufacturing plants in the country by foreign companies, further boosting the local employment scenario.

Revitalising of the Public Private Partnership ("PPP") in India

The government of India has decided to reboot the PPP model to bring in FDI and foreign contractors in order to get investments for infrastructure projects in the country. The PPP model is expected to bridge the gap between the demand and supply of funds for creation of infrastructure projects. It is also expected to bring in new and cost effective technology needed for the infrastructure projects in the country. During the union budget of 2018-2019, the government allocated ₹ 5,970 billion towards the infra spending. Indian infrastructure has been considered as the economic growth driver which needs huge investments to increase the GDP growth and integrate the whole network of infrastructure in the country. This infrastructure spending is expected to create employment and aid growth. The PPP projects are also expected to boost the FM employment in the country.

Pravasi Kaushal Vikas Yojana ("PKVY")

This scheme was launched by Prime Minister Narendra Modi; it is a skill development program which targets the educated youth population of India seeking overseas employment. This scheme was implemented under National Skill Development Corporation through its training partners. The scheme provides training and certifies the educated youth who are seeking overseas employment in selected sectors that have high demand in the global labour market.

Heritage Infrastructure Development and Augmentation Yojana ("HRIDAY")

HRIDAY was launched by the Ministry of Housing and Urban Affairs, Government of India, at the beginning of 2015 with the objective of maintaining and revitalizing the rich cultural heritage of our country. This scheme focuses not only on the maintenance of monuments but also on development of the heritage sites as a whole in an integrated, inclusive and sustainable way, thus promoting the overall community which includes its citizens, tourists and local businesses. It plans on collaborating together the ideas of urban planning, economic growth and heritage conservation for heritage cities. This scheme will help in boosting and harnessing the full potential of the tourism sector of India, which boasts of 35 UNESCO recognized natural, cultural and mixed heritage sites. It will also lead to rapid economic, cultural growth along with the boost in employment in these cities.

Swachh Swasth Sarvatra

'Swachh Swasth Sarvatra' initiative was launched collaboratively by the Ministry of Drinking Water and Sanitation and the Ministry of Health and Family Welfare in 2016. This scheme comes under the Swachh Bharat Mission which is a part of the National Health Mission. It was launched with two primary goals – construction of toilets and enabling behavioural change. This initiative aims at attaining better levels of cleanliness and hygiene in community health centers from 708 open defecation-free blocks across the nation. It provides financial assistance of ₹ 1 million to the community health centers so as to meet the required standards of sanitation, hygiene and infection control. In the bigger picture, the 'Swachh Swasth Sarvatra' initiative had the goal of making India open defecation free by October 2, 2019.

Swachh Bharat Mission

The Swachh Bharat Mission was initiated in October of 2014, and it was divided into two submissions – (i) Swachh Bharat Mission (Gramin) ("**SBM-G**"), which would be executed in the rural areas and (ii) Swachh Bharat Mission (Urban) ("**SBM-U**"), which would be responsible for implementation in urban areas. The Mission works towards the goal of Swachh Bharat (Clean India) by 2019, which also marks the 150th birthday of Mahatma Gandhi. SBM-G aims at the total eradication of open defecation in rural areas by 2019 by increasing awareness and access to sanitation along with usage of suitable technologies for sanitation. It is also focusing on the improvement of solid and liquid waste management in rural areas. SBM-U is also laid on similar lines in the urban areas with the goal of total elimination of open defecation of the urban India along with 100% door to door collection and scientific management of the municipal solid waste in 4,041 statutory towns across the nation. The World Bank will also be lending a helping hand as it will contribute with a technical assistance of ₹ 1.7 trillion to certain select State governments.

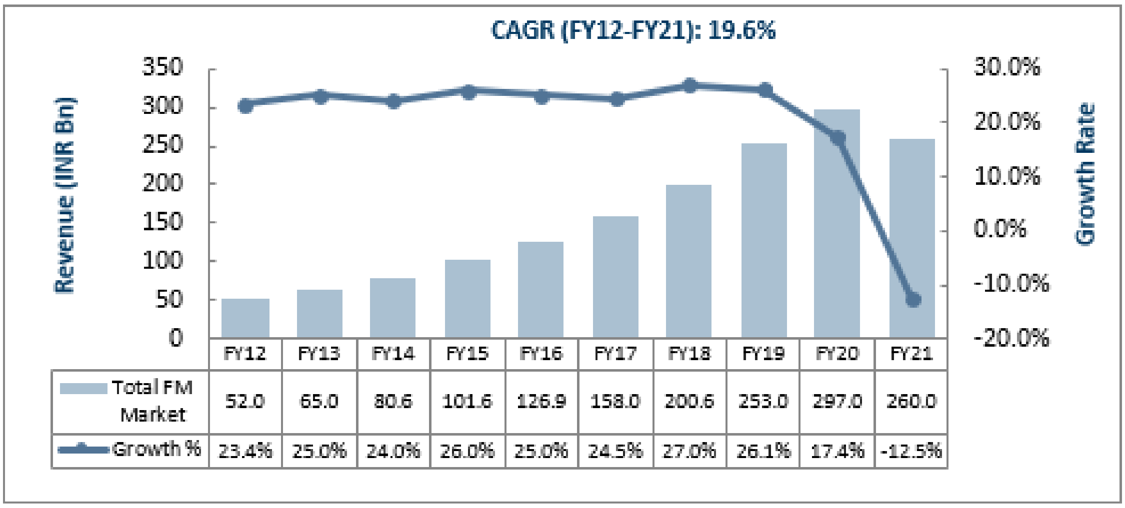
INDIAN FACILITY MANAGEMENT MARKET OVERVIEW

Historical Growth of Indian Facility Management Market

The Indian FM market has grown at the rate of 19.6% between Fiscal 12 and Fiscal 2021. The FM market is estimated at ₹ 260.0 billion in Fiscal 2021. The concept of FM is well accepted in the commercial sector and the rate of outsourcing is high compared to the residential sector. FM in residential sector is slowly gaining popularity, particularly among the high-rise residential communities in urban areas.

The FM market has been on a rising trend till Fiscal 2020 due to increasing number of residential and commercial spaces across the country. Increased preferences of people towards safe, clean and secured environment has raised the demand for facility management services in the country. The government's plan to develop 100 smart cities will result in a surge in infrastructure creation. This will strengthen the need for professional, holistic facilities management services. The IT sector is more concerned about personalized and specialized services utilizing both hard and soft services due to the recent boom and increase in investments in the Indian IT/ITeS/BPO and finance/banking sectors. Increase in investments from emerging sectors such as healthcare, retail and infrastructure sector are expected to further push this market to a higher growth curve in the life cycle. However, in Fiscal 2021 the market has seen a de-growth of -12.5% owing to the COVID-19 pandemic.

Year-on-Year Growth for FM Services Market Revenues, India, Fiscal 2012 – Fiscal 2021



Source: Frost & Sullivan Analysis

Increase in consumables, manpower and management cost have impacted the cost of FM services, forcing customers to replace long-term contracts and providing momentum for Integrated Facilities Management ("**IFM**") contracts in India. The market is now shifting from single service contract model to integrated services model which is a method of consolidating many or all of the office/ building's services under one contract and management team. The intent is to streamline communication and make day-to-day operations easier to manage. BVG is one of the largest integrated service providers offering hard services, soft services and specialized services including solid waste management, paint shop maintenance, production support, hospital cleaning, logistics & transport, emergency medical response services, and emergency police response services. Hence there is tremendous potential opportunity for BVG to grow as it has a differentiated value proposition in the market.

Effect of COVID-19 crisis on FM Market in India

COVID-19 pandemic has created a strong negative impact on the growth of FM market in India in Fiscal 2021. However, it has created opportunities for the organized FM business in the medium and long term. Businesses in IT/ ITES, Malls and Commercial establishment were reduced due to lockdown during COVID-19 crisis, but segments such as Healthcare, Hospitality, Government and Infrastructure segments created new business opportunities.

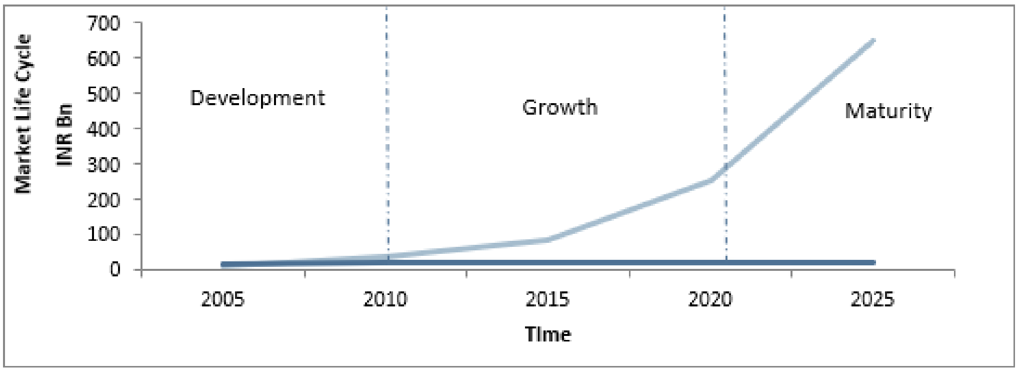
Some of the challenges faced by the FM industry were handling and safety of its workers, requirement of deep cleaning resulting in more effort and training, and retention of workforce. Unorganized sector in FM business has found it particularly tough to deal with these impediments. But large organized FM companies, including BVG were at a better position to overcome these challenges. In that duration, BVG was able to manage the workforce effectively. Also, BVG received new requirements across key sectors such as healthcare, hospitality and government sectors. There is high probability that eventually these short term challenges could well act as opportunities for large organized companies, as unorganized sector will shrink and thus increase the market share for big organized companies.

Additional requirements for new services such as deep cleaning, contactless services, soft-hygiene services, etc. have been created due to the pandemic. There are new revenue streams emerging and also contracts are likely to get restructured in the favour of FM companies to accommodate for additional services. These positives are seen to compensate for the initial setback that FM companies encountered due to lockdown and are keeping the confidence high across the FM industry in the region.

Increase in FM services spend is expected across most prominent end user segments such as healthcare, hospitality and government. Other end user segments with high willingness to spend to counter COVID-19 risks are retail, commercial offices, public infrastructure, residential and industrial. Thus, F&S sees a trend where increase in spend is expected across most prominent end user segments.

Lifecycle stage of the FM industry in India

Lifecycle Stage of the FM Industry, India, 2015-2025



Source: Frost & Sullivan Analysis

The Indian FM services market is in its late growth stage and is evolving rapidly, fuelled mainly by the high pace of growth in the construction sector. Due to the size of the country and the presence of large number of financial and supporting industries, the FM market potential in India is higher than other nations such as Singapore that are smaller in geography. But, in terms of market maturity and understanding and accepting of such services by end users, India has a long way to go.

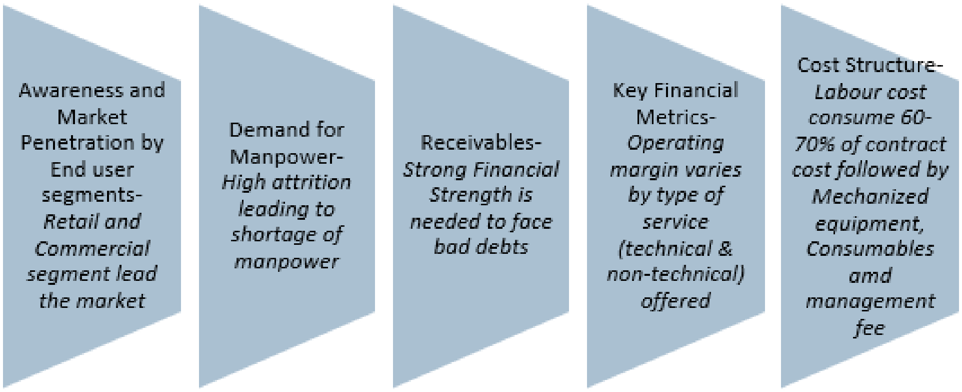
The outlook of FM services in India is shaping up to be highly optimistic mainly due to the growing maturity of end users and the need for improved safety, comfort and professional maintenance of assets. Presence of Global and Indian MNCs across various end-user sectors is mainly driving the market for FM services in India as they are the potential customers due to their increased awareness levels, exposure to facilities and willingness to invest.

The FM industry is all set to enter the next phase of the market life cycle - the development stage. Industry participants are looking for unconventional areas to expand their growth prospects. The market is poised to grow at a stupendous rate and offers huge area of growth for FM companies. Demand for both hard and single services is expected to remain strong as end users value the experience and professional service that these providers can offer.

Key Market Characteristics

The FM market in India is highly unorganized with an on-going shift in business towards organised players who ensure high standards in compliance and service delivery. Local and unorganized players do not comply with statutory compliances and insurances, giving them the advantage of providing services at lower cost compared to organized players. Customers have started preferring integrated players who provide a one stop shop for FM needs, rather than unorganized companies that are incapable of providing integrated services and do not have a good track record of compliance. The key market characteristics of FM Industry are explained below:

Key Market Characteristics of FM Industry, India, Fiscal 2021



Source: Frost & Sullivan Analysis

Awareness and Market Penetration by End User Segments

Awareness and Market Penetration Levels by End-User Segments, India, Fiscal 2012 and Fiscal 2021

End-user Segment	Awareness Levels FY12	Awareness Levels FY21	Market Penetration Levels % of outsourced FM in FY21
Industrial	Medium	High	65%
Commercial offices	Medium	High	75%
Retail	High	High	92%
Healthcare	Low	Medium	50%
Hospitality	Low	Medium	52%
Residential	Low	Low	36%
Government	Low	Medium	35%

Awareness: Very High High Medium Low

Source: Frost & Sullivan Analysis

Facility management has become an integral part of the retail ecosystem which a decade ago was just limited to a very few basic amenities. Awareness and penetration levels of FM are very high in retail followed by commercial offices and industrial segment. Healthcare and Government are slowly adopting the FM services while the growth of FM in residential and hospitality sectors are still at a nascent stage and offer huge potential for the future.

Demand for Manpower

Demand for FM services is consistently growing with increasing awareness among end-users. While demand remains strong, the supply side is witnessing several challenges. The most important among them is the attrition rate in the FM industry which hampers the service delivery. Although there is no shortage of manpower in the economy, there is a dearth in supply of quality and well trained manpower. Additionally, competitive salary and remuneration for quality manpower continue to influence the attrition rates. The FM companies are basing their costing on Minimum Wages and pay the manpower employed minimum wages only because of which the skilled workers shift to other high paying jobs. Hence there is a challenge in recruiting quality manpower and retention of trained and skilled labour.

Receivables

With industry average receivables of two months the requirements for funding of receivables means, only players with strong financials will be able to ensure high standards of compliance even while scaling up. This in fact acts as an entry barrier preventing small players from achieving meaningful size. However, the payment delays and realization makes it unattractive for many FM companies. On an average, 10 to 15 % of invoices are delayed to around three months (90 days credit period) beyond the industry average receivables. Financial strength is an important factor in this industry as bad debts could affect resource mobilization and service delivery.

Key Financial Metrics

Industry margins are amongst the most attractive ones in the country's service sector. Operating margin (revenues after paying for variables costs such as wages and consumables) is estimated at 6-8%, but goes up to 10-15% in some cases. The margins differ based on client's requirement on the type of services offered and deployment of technical manpower with technical services attracting a premium over non-technical services.

Indication of Range of Profit Margins in Select Industries, India, Fiscal 2021

Industry	Average Operating Margin
Healthcare / Hospitals	13 – 15%
Government owned properties and parks	3 – 4%
High profile govt. offices, assembly houses, ministers' house etc.	15 – 18%
Infrastructure (Airports)	5 – 6%
Industrial	10 – 12%
Commercial (Multi-tenanted/Individual Office Complexes)	6 – 7%

Source: Frost & Sullivan Analysis

Indication of Range of Profit Margins by Key Players in FM Industry, India, Fiscal 2018, Fiscal 2019, Fiscal 2020

Company	EBITDA Margin **			
	FY18	FY19	FY20	FY21
BVG India	16.50% [17.24%*]	9.90% [13.93%*]	13.02% [13.72%*]	13.84% [14.69%]
CBRE South Asia Private Ltd.	6.10%	5.51%	6.20%	NA
Dusters Total Solutions Services Pvt. Ltd	6.70%	7.50%	5.90%	NA
ISS Facility Services India Private Ltd.	4.60%	3.52%	3.60%	NA
Jones Lang Lasalle Property Consultants India	8.80%	7.03%	8.60%	NA
OCS Group (India) Private Ltd.	2.20%	1.62%	4.10%	NA
Sodexo Facilities Management Services	-0.80%	2.02%	3.31%	NA
Updater Services Private Ltd.	5.40%	4.60%	4.32%	NA

Note: For JLL, CBRE and ISS, the EBITDA margins given are at an overall company level and not specific to FM
* *Adjusted EBITDA: Calculated by considering one-time adjustments under headers impairment loss, balances written off and Provision for expected credit loss*
** *EBITDA = (Profit before tax from continuing operations + Finance costs + Depreciation and Amortization expense) / Total Income*
NA: Annual Reports of companies are not available/ not yet published
Source: Frost & Sullivan Analysis

Most of the companies in the FM industry provide service on a cost plus basis model whereas BVG is operating on 'solution pricing model'. The industry average stood at 5-8% while BVG is able to operate with 13.02% (13.72% in adjusted terms) margin in Fiscal 2020. Differentiated business model and robust financial track record is helping BVG to gain strong market share with higher margins.

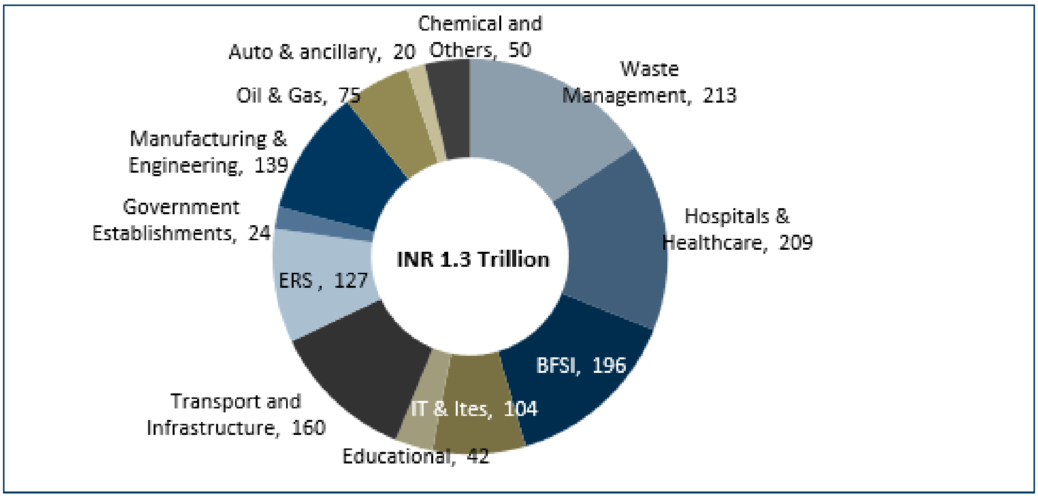
Cost Structure

FM companies incur a labour cost of 60 to 70% of the overall earnings or cost of contract. Consumables would cost an additional 5%. Mechanized equipment owned or hired would cost about 10 to 15% of the overall earnings. Certain variations are found in the cost structure of FM industry, for example: HVAC and Electricity is a component which is usually included as a part of the overall costing in North and Western parts of India. In south India it is usually charged separately. In the West, the costs will add another ₹ 5 to 6 as a property tax per square feet in terms of commercial establishments. FM industry also witnesses 5 to 6 % cost escalation annually, which are eventually passed on to customers.

Facility Management Market Opportunity

The outlook of FM services in India is shaping up to be highly optimistic mainly due to the rising awareness of associated benefits of using FM services among the end users and the need for improved safety, comfort and professional maintenance of assets. Presence of Global and Indian MNCs across various end-user sectors is mainly driving the market for FM services in India as they are the potential customers due to their increased awareness levels, exposure to facilities and willingness to invest. India, having a wide geography and high population, there is tremendous need for various services like emergency medical services, waste management, etc. But unfortunately in India, 75% of this work still remains in-house in comparison to 49% at the global level. So there is more opportunity to outsource this work.

FM Market Opportunity, India, Fiscal 2021 (₹ Trillion)



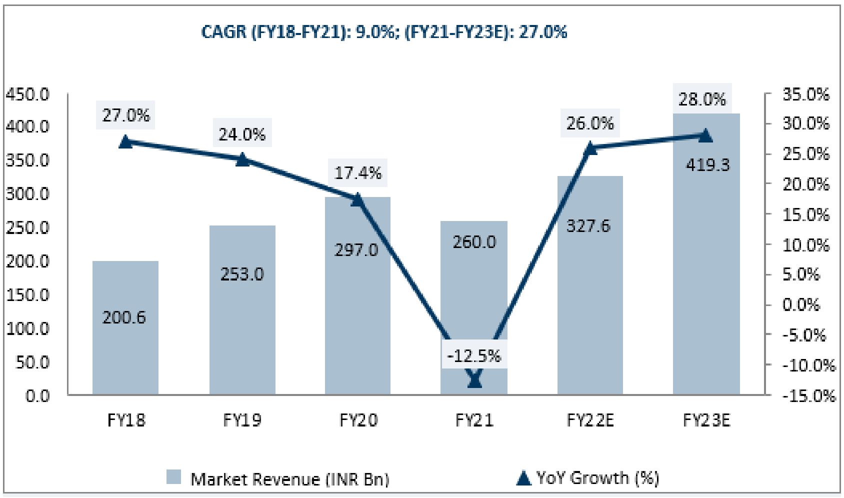
Source: Frost & Sullivan Analysis

There is huge opportunity lying in various sectors for Facilities Management and it is estimated to be nearly ₹ 1.3 trillion of untapped opportunity within various sectors. The development of SEZ's and mega food parks is expected to be one of the driving factors responsible for the high growth rate. There is tremendous opportunity lying in Waste Management services' accounting to almost ₹ 200 billion. BVG is one of the key players working across these industries in the market offering integrated services. It also does end to end solid waste management which includes primary door to door waste collection, segregation & transport to transfer stations; waste processing/ disposal, and mechanised compositing. BFSI, healthcare, infrastructure and corporate catering also offer huge potential growth for Facilities Management companies in India.

Facility Management Market Forecast

The FM market in India is estimated to grow with a CAGR of 27.0% between Fiscal 2021 and Fiscal 2023. Majority of the growth is expected to be driven by the consistent growth in demand from the commercial, retail and industrial sectors. In addition, the increasing preference for professional FM in the residential sector coupled with increased incidence of high rise residences that require unique FM solutions is expected to further drive growth.

FM Market Revenue Forecast, India, Fiscal 2019-Fiscal 2021, Fiscal 2021-Fiscal 2023E



Source: Frost & Sullivan Analysis

Due to the current situation of COVID-19 crisis and the on-going lockdown, the market is expected to see a decline in Fiscal 2021 compared to the original forecast. New construction activities are moving slowly, affecting the IT/ commercial and Retail market which contributes only to 5-8% of the total FM market. While, there is much more opportunity underlying in other segments such as healthcare, hospitality and government segment with the integrated facility management services. The COVID-19 crisis is seen as a short term event, and the overall market is expected to move ahead in next few months. Most FM companies are considering this as an opportunity to provide additional cleaning services across facilities. There are new hospitals and COVID-19 centres that have emerged during this period. Also there are additional requirements from government establishments, airports and industries. The COVID-19 scenario is likely to consolidate the market share for large organized FM player.

Key Market Variables, Total FM Services Market, India, Fiscal 2021

Market Stage	Market Revenue	Hard Services Market Revenue	Soft Services Market Revenue	Market Opportunity
Growing	INR 260.0 Bn (FY21)	INR 116.5 Bn (FY21)	INR 143.5 Bn (FY21)	INR 1,190.0 Bn (FY21)
Base Year Market Growth Rate	**Compound Annual Growth Rate**	**Nature of Competition**	**Market concentration**	**Number of competitors**
-12.5% (CAGR, FY20–FY21)	30.0% (CAGR, FY21–FY23E)	Fragmented	14.6% (market share of top 3 companies)	270+ (scale:1 [low] to 10 [high])

Decreasing Stable Increasing

Source: Frost & Sullivan Analysis

Competitive Landscape

Indian FM market is highly competitive with more than 270 companies operating across the country. More than 200 companies belong to Tier 3 category, while 30-50 companies belong to Tier 2 and 10 to 20 companies belong to Tier 1 category. Tier 3 companies operate in a small geographic zone, for example a single city or town while Tier 2 companies have regional presence and Tier 1 companies have their presence spread across geographies. There are about 10 to 12 major FM companies that control about 50% of the organized market. These companies have country-wide presence and serve almost all the end-user segments and have a vast client base. There are international companies who sub-contract majority of their services in order to gain access to various markets, manpower, and customers in the region.

Market Competitive Structure, India, Fiscal 2021

Number of Companies	• More than 270 companies
Competitive Factors	• Local market knowledge, retention of skilled workforce, statutory compliance, brand reputation, financial strength, ability to adopt advanced technologies and preventive maintenance techniques
Major Market Participants	• BVG India Limited; • ISS Facility Services India Private Limited • Updater Services India Limited • Sodexo Facilities Management Services India Pvt. Ltd. • Dusters Total Solutions Services Pvt Ltd; • Other IFM service providers are JLL, CBRE, Knight Frank etc., who sub-contract FM work to companies like Avon, BVG etc.
Other Notable Market Participants	• OCS Group • Krystal Integrated Services Private Limited • Compass India Support Services Private Limited • Property Solution India Private Limited (PSIPL) • Aramark India Limited (Acquired by Quess Corp Limited)

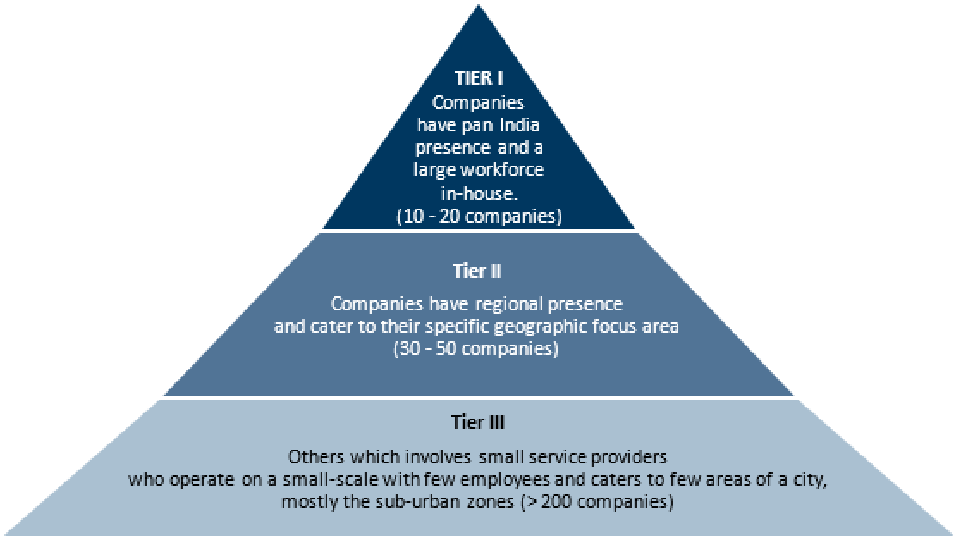
Source: Frost & Sullivan Analysis

The market for soft services comprises a large cluster of companies that provide single services and specialize in services such as catering and pantry, cleaning and housekeeping, security and others. The market for hard services has high prominence in the IT sector as it outsources the work to professionalized and well-equipped service providers. Cleaning and housekeeping services contribute a higher percentage of the market followed by maintenance and engineering services and finally security services and others. BVG provides a comprehensive range of integrated service offerings across multiple sectors and it is one of the select companies that offer a wide portfolio of soft and hard integrated services along with specialized services. In particular, BVG is among the leading companies in specialized services for auto ancillary, including for providing paint-shop maintenance services that conform to international standards.

Some markets are majorly dominated by one or two key players, for example, BVG dominates the government facilities management segment. The company offers facility management services to key government institutions such as the residences of key constitutional functionaries and income tax offices. BVG is one of the most trusted players in the government segment.

BVG is also a major player in private sector. The company is currently providing facility management services to various companies.

Market Share by Type of Service Providers, India, Fiscal 2021



Source: Frost & Sullivan Analysis

Some of the examples of the FM companies that fall under Tier I, Tier II and Tier III competition include the following:

- *Tier I Competition:* BVG India, Updater Services, Jones Lang LaSalle, CB Richard Ellis, Knight Frank, Dusters Total Solutions Services Pvt Limited, ISS Integrated Services Private Limited, Compass Group India Support Services Private Limited, Quess Corp, Sodexo, Krystal Integrated Services, Property Solution India Private Limited.

- *Tier II Competition:* Cushman & Wakefield, Colliers, Haden, Tyco, CNCS, Sinar Jernih, Integron Property Management Services, Hofincons, Sindoori Faber, Kannelite Facility Management Services Limited, Forbes Facility Services Private Limited, and others

- *Tier III Competition:* Vatika, MM Enterprises, Peninsula, Tops group, Reylan Facilities, George Maintenance, Perks, Neat Space, Unicorn, Vikroh Facility Management, and others.

Key Competitors in Facility Management Services, India, Fiscal 2021

S. No.	Name of the Company	Total Income (FY21) – INR Bn	Employee Strength	Market Share
1	BVG India Ltd.	16.75	56,000+	6.4%
3	ISS Facility Services India Pvt. Ltd.	10.10	55,000	3.9%
2	Updater Services Pvt. Ltd.	11.20	38,000	4.3%
4	Sodexo Facilities Management Services	9.10	30,000+	3.5%
6	Dusters Total Solutions Services Pvt. Ltd.	7.20	25,000+	2.8%
5	JLL India Ltd.	7.45	8,000+	2.9%
7	CBRE South Asia Pvt. Ltd.	5.80	8,000+	2.2%
8	OCS Group (India) Pvt. Ltd.	4.70	15,000+	1.8%

Source: Frost & Sullivan Analysis

The top five players account for 2021.0% of the FM market in India. BVG leads the integrated FM services market with close to 6.4% market share. The overall market growth in India recorded a CAGR of 19.6% during Fiscal 12-Fiscal 2021.

- BVG is one of the largest integrated services company with more than 57,000 employees, serving over 582 clients in over 130 cities across 20 states and five union territories in India as of March 31, 2021. In the three months ended June 30, 2021, the company has served over 490 client groups in more than 100 cities across 20 States and five Union Territories.

- ISS India is one significant player in facilities management and professional services industry in India that has been operating since 2005 and has grown to over 55,000 employees catering to over 1,000 clients, managing 145 million square feet of blue chip facilities.

- Updater Services is also one of the leading Integrated Facilities Management and Business Support Services Company in India with a strong workforce of 38,000 spread across the country in excess of 150 million square feet of space with a strong branch network.

- Sodexo is fast growing company in facilities management and it's comprehensive, integrated solutions cover a wide range of services from construction to reception, sterilization of medical equipment, cleaning, foodservices and technical services.
- Dusters Total Solutions Services is among the fastest growing Facility Management firm which manages over 125 million sq. ft. of client space, with 800 clients across 1200 client sites, spread across 50 cities and towns, deploying 26,000 skilled work force.

Key Acquisitions in the recent past, India, Fiscal 2021

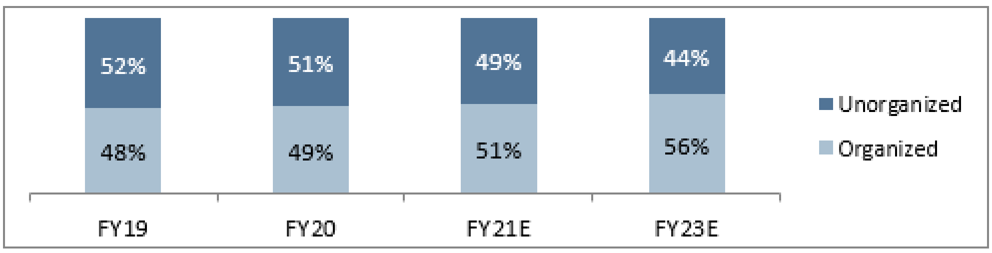
OCS Group acquired Absotherm Facility Management, Radiant Hospitality Services, Cannon Hygiene India and Central Investigation and Security Services Limited	Dubai based EFS Facilities acquired Facility Service Provider — Dalkia India	Sodexo has acquired MacLellan Integrated Services India in order to expand its India footprint
Samara Capital acquired Sanjay Maintenance Services Pvt. Ltd	Mortice Group acquired Tenon and Roto Power	Compass Group acquired Vipul Facility Services
A2Z Infra Services acquired IPM&SL (IL&FS Property Management & Services Limited) and CNCS Facility Solutions	Dusters Hospitality Services and Total Solutions merged to form DTSS and acquired Facilitec, a Singapore-based FM company	Quess Corp acquired Avon FM Services Pvt. Ltd., Aramark India Private Ltd. and Manipal Integrated Services Pvt. Ltd
Embassy REIT to acquire certain property maintenance business from Embassy group	UDS buys majority stake in Matrix Business Services to expand offerings	Anarock acquires apartment management platform Apna Complex

Source: Frost & Sullivan Analysis

Segmentation by Organized and Unorganized

FM market in India is highly fragmented and unorganized. Small and medium sized market players dominate majority of the market. However, in recent times there have been several M&A activities indicating a market consolidation driven by the need for an organized approach. This on-going shift in the market is an outcome of increase in customer awareness about the risks associated with unorganized service providers that are not compliant with the quality standards. This has led many small and unorganized service providers to exit the business.

Market Share by Organized vs. Unorganized, India, Fiscal 2019, Fiscal 2020, Fiscal 2021 and Fiscal 2023E



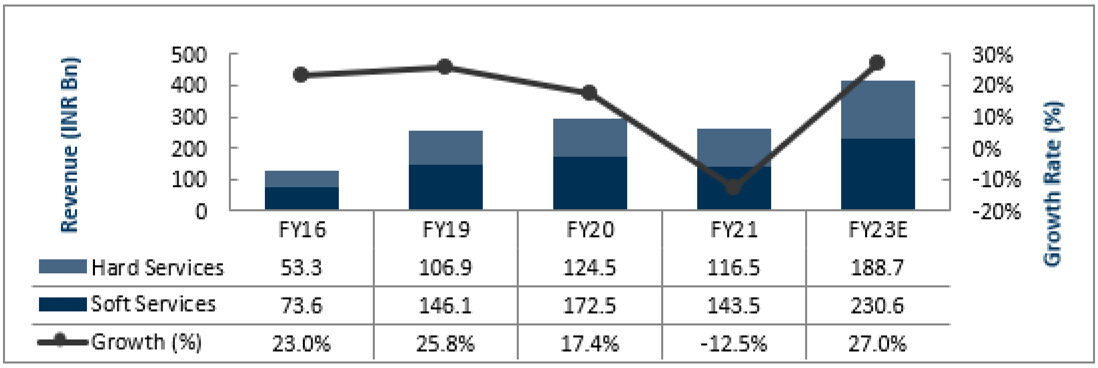
Source: Frost & Sullivan Analysis

The advent of GST in India is expected to bring in transparency through amplifying the tax base where clients are expected to use formal banking channels to pay for their manpower requirements as opposed to the current method of payments done through cash by the unorganized players. This is expected to trigger the shift of the facilities management industry from unorganized to organized market.

Segmentation by Service Type

Indian FM services have been segmented into two kinds of services namely soft services and hard services. Soft services are those services which needs human skills to perform while hard services require several mechanical and electrical devices along with the human skills to perform.

Segmentation by Service type, India, Fiscal 2016, Fiscal 2019, Fiscal 2020, Fiscal 2021 and Fiscal 2023E



Source: Frost & Sullivan Analysis

Market revenues in Fiscal 2021 continue to be dominated by the soft services segment mainly due to low awareness about the need for professional hard services. Presence of unorganized segment led to easier adoption of soft services segment, and customer perception of investment in hard services as additional cost has led to slow penetration of hard services in the market. However, with increasing need for energy management and usage of Extra-low Voltage (ELV) devices like security, Building Automation Systems, lighting controllers etc., the market is now becoming organized and as a result, the hard service segment is rapidly penetrating into the market.

Hard Services refer to maintenance and engineering service which includes Mechanical services (Air Conditioning), Electrical services (Building Management System), Plumbing etc. The growing need for energy management and reduction of the building operating cost has increased the focus on preventive maintenance which is now a lucrative area for growth.

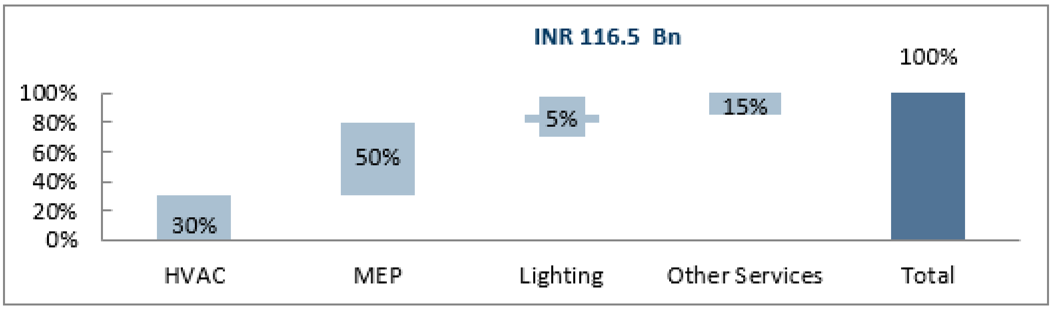
Hard Services market was earlier dependent on the demand for Mechanical Electrical and Plumbing (MEP) services; however, since 2012 there is a gradual shift in the market. There is an increase in demand for HVAC, lighting and utilities maintenance. Simultaneously, there was a change in the way hard services contracts were drawn; increased impetus was provided to maintenance of HVAC and lighting systems.

Hard Services market revenue in Fiscal 2021 is expected to be ₹ 116.5 billion, more than half of hard service revenue was contributed by MEP services. Apart from HVAC, buildings of today are equipped with fire, smoke, and carbon monoxide detection systems, automated fire-fighting/fire suppression systems, ELV/ low voltage and medium voltage systems, such as building automation system, security systems (access control, closed-circuit television), lighting control systems, power distribution, switchgears, generators, transformers, lightning protection and data and voice cabling.

In today's buildings, plumbing not only covers basic pipes and sanitation systems, but also sewage and grey water treatment, water treatment, and special water services for firefighting. Additional equipment such as solar, gas, electric-powered hot water generators, roof top solar photovoltaic power systems have also added complexity to the hard services operation and maintenance in a building.

The complexity of MEP systems presents a challenge as well as an opportunity for FM service providers. The facility manager is challenged to ensure that the involvement and skill level of staff has to be on-par with the technology and processes, thereby, guaranteeing smoother operations and control of the building. At the same time, organized FM service providers will be benefitted as they can quickly bring in competencies to reach out to the rapidly evolving needs of the building owners; demand for maintenance of equipment that is high on energy consumption is a major focus area for facility managers. Modern and high-rise buildings are continuously in need of reduced energy consumption, post introduction of green building concepts forcing end-users to focus on efficient maintenance of these systems.

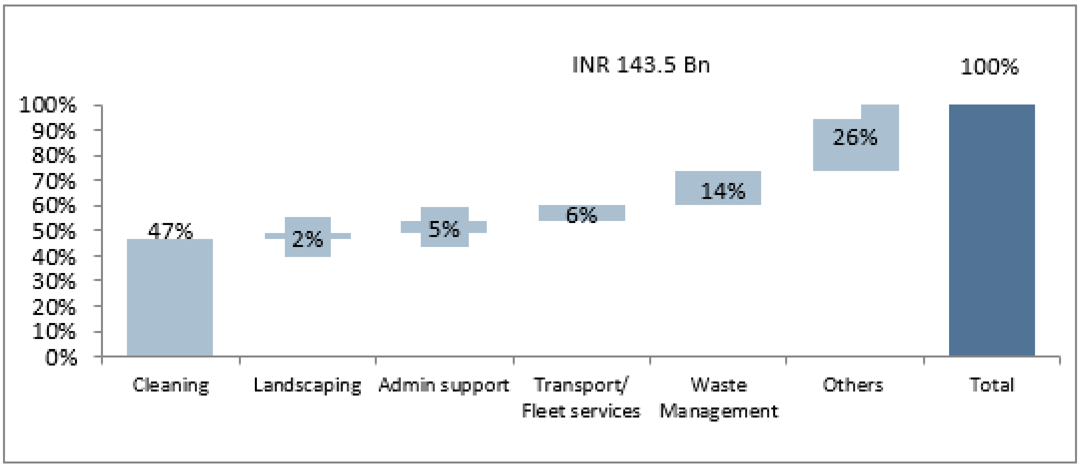
Hard Services Market by Sub-service Lines, India, Fiscal 2021



Source: Frost & Sullivan Analysis

Soft services mainly cleaning and housekeeping services, contribute a higher percentage of overall FM market than that of hard services. The market for soft services comprises a large cluster of companies that provide single services and specialise in services such as catering and cafeteria management, cleaning and housekeeping, and others. However specialized services are fast picking up in the Indian market including specialised cleaning of facades, road cleaning, operation theatre and intensive care unit ("**ICU**") cleaning, epoxy floor cleaning etc. to differentiate themselves from standardized offerings of competitors.

Soft Services Market by Sub-service Lines, India, Fiscal 2021



Source: Frost & Sullivan Analysis

Soft services market revenue was ₹ 143.5 billion in Fiscal 2021. More than 35% of the market revenues were earned by Tier 1 companies which offer services across the country and have large workforce in-house. More than 45% of the market revenues for soft services come from cleaning. Soft services is dominating the market with the share of about 57%, in which housekeeping and security occupy large shares of 45% and 35% respectively.

Specialized Soft Services

Paint shop Maintenance

Paint shop maintenance services are unique services where the service providers have to maintain dust level as per below parameters conforming to international standards, ISO Class 5 (5-micron dust particles less than 29/m3) to ensure dust free vehicle painting. Most OEMs have their in-house paint shop maintenance facilities; however, there is a trend of it getting outsourced. This helps OEMs to save costs and focus on its core business operations. BVG is the leading company in paint shop cleaning and maintenance across India.

Hygiene solution for hospitals

Hospital Acquired Infections (HAIs) is a major threat to healthcare environment. Steam Cleaning and Green Clean are bacteria free hygiene solution for hospital floors, ICUs & OTs. BVG is a prominent player in healthcare services. Other players include ISS, Updater Services, Sodexo, Dusters total solutions, CBRE and JLL. BVG's Green Clean hospital cleaning solutions is the safest and quickest way to sanitize floors, hands, beds, table tops & countertops. BVG has been providing various services to more than 38 esteemed clients in the health sector as of March 31, 2021. Some of these services include:

- Entire hospital mechanized cleaning (indoor & outdoor) including Medical Waste Disposal
- Specialized cleaning of ICUs and important areas
- Facility Attendant Services, Ward boys, nurses and health assistants

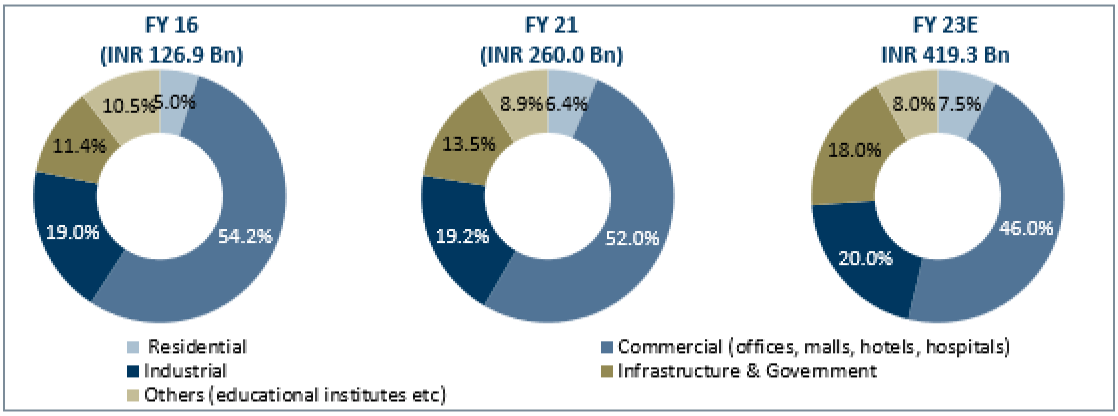
- Ambulance staff - Doctors, EMTs, and drivers trained for emergency response.
- Technical maintenance of hospitals

With its experience and expertise in the domain, BVG is ideally positioned to reap benefits of opportunities arising in the near future.

Segmentation by End User Segments

Growing awareness levels, increasing acceptance of outsourcing non-core activities, and burgeoning demand from the retail, offices, and industrial clients have together contributed to the growing demand for FM services in India. The commercial office sector will continue to remain a key contributor to the market mainly with the help of the growth in IT/ITeS, banking, and finance sector.

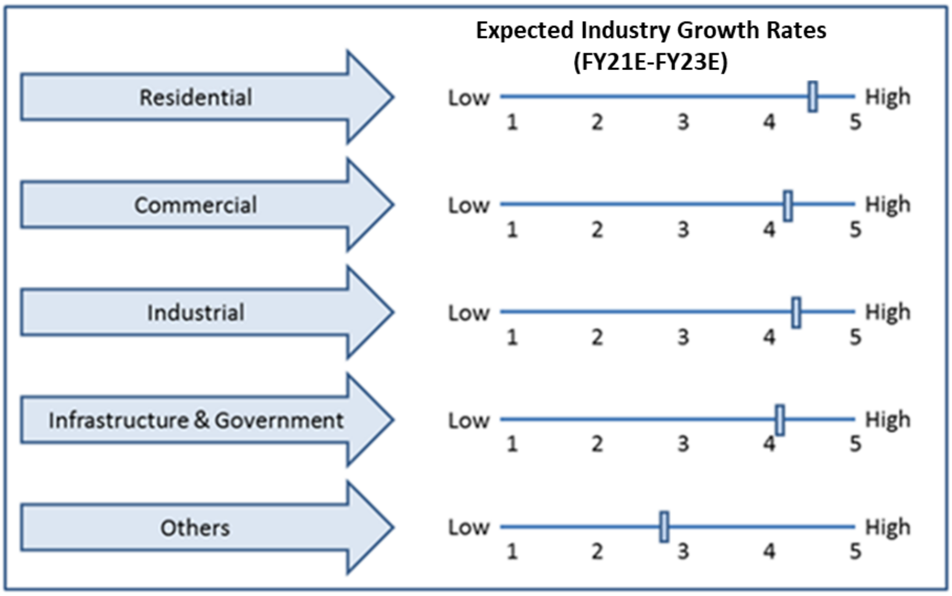
Market Revenue by End-users, India, Fiscal 2016, Fiscal 2021 and Fiscal 2023E



Source: Frost & Sullivan Analysis

The commercial segment accounted for 52.0% of the overall FM market in India. And it contributed to ₹ 135.2 billion in Fiscal 2021 comparison to ₹ 16.6 billion from the residential segment. Office space contributed to more than 30% of the commercial segment.

Industry Growth Rate by End-users, India, Fiscal 2021-Fiscal 2023E



Source: Frost & Sullivan Analysis

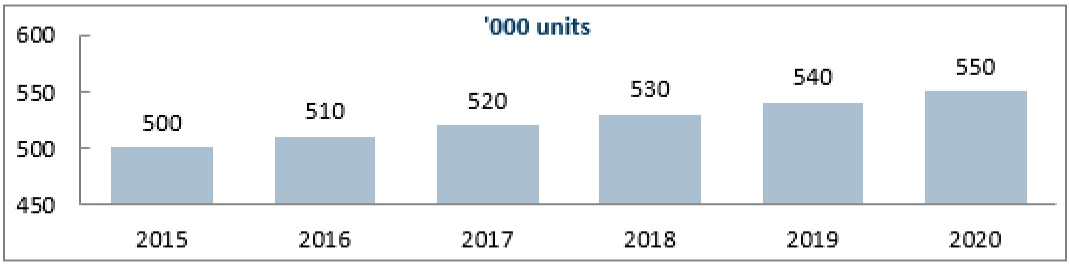
The Government is expected to spend more on the maintenance of public infrastructure, such as municipal parks and government-run schools. Increasing impetus provided to cleanliness in these facilities in the form of government initiatives like 'Swachh Bharat Abhiyan', are driving the need to outsource these services to professional organizations. Investments in smart cities and industrial parks are driving the growth of government-held properties, thus increasing the share of government sector in the FM market revenues. However, bureaucracy, lack of transparency and delays in payments are some of the challenges involved in doing business with the government sector.

Residential

Residential segment contributes around 80% of the construction sector. In 2014, the housing shortage for the urban area was 18.8 million it could double to 38 million units by 2030, indicating a tremendous growth opportunity not only for construction sector but also for its allied industries. Increased residential activity in Tier 2 cities and government plans to build 100 smart cities are expected to be key growth drivers in this sector going forward.

Demand projections for residential projects

Residential Space Segment: Projects Forecast, Top 8 Cities in India, 2015-2020



Source: Ministry of housing, Frost & Sullivan Estimates

India's urban population is slated to increase by 40 % in the next 15 years from 420 million in 2015 to 583 million by 2030. The demand for residential space is expected to keep pace with the rapid urbanization. Top eight cities namely Chennai, Hyderabad, Mumbai, Kolkata, Delhi, Bengaluru, Pune and Ahmedabad are expected to contribute for most of the housing demand.

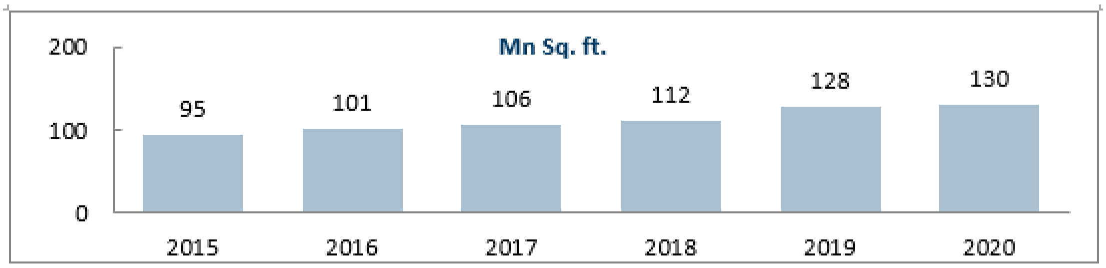
Commercial

The office market across the top eight cities of India has performed exceedingly well despite major challenges such as uncertainty due to Brexit, US elections and slowdown in IT/ ITeS spending by Europe and USA. Commercial space growth will be mainly driven by sectors like IT-BPO, pharma, engineering and manufacturing.

As per late 2020 estimates, over the next five years, nearly 85 malls are expected to come up in India, and more than 30 new malls accounting for nearly 14 million square feet areas are expected to open just in the top eight cities by 2020. Cities that have so far seen maximum malls include Gurgaon, Noida, Greater Noida and Delhi in NCR, Mumbai, Chennai, Bengaluru, and Pune,

India has more than 300 malls with more than 250 malls coming up in the last decade. New malls are coming up that offer various services and facilities to improve shopping experience. The total stock of mall space has grown from 95 million square feet in 2015 to 130 million square feet in 2020. BVG is one among the few integrated services company that offers facility management services to various commercial complexes and shopping malls spread across the country.

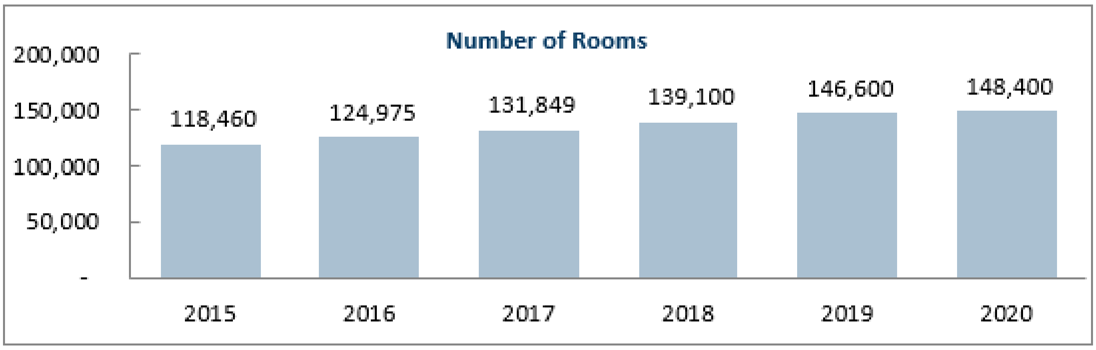
Commercial Segment, Retail Space, Demand, India, 2015-2020



Source: JLL, Economic Times, Frost & Sullivan Estimates

The country is expected to see over 65 million square feet of new mall space addition by 2022. Delhi-NCR, Bangalore, Hyderabad and Chennai are likely to see highest supply in this timeline.

Commercial Segment, Hotel Rooms, Demand, India, 2015-2020



Source: JLL, Economic Times, Frost & Sullivan Estimates

Hospitals

India has only 0.7 beds per 1,000 people, far below the global average of 2.6. By 2034, India needs roughly 3.5 million beds to enable universal access to healthcare. India spends only 4.2% of its GDP on health compared to the global ratio of 8%. Indian government's share of expenditure on healthcare was 30%, while the private sector contributed to 70% of the total healthcare spending in the country.

BFSI

The Indian banking system consists of 27 public sector banks, 22 private sector banks, 44 foreign banks, 56 regional rural banks, 1,589 urban cooperative banks and 93,550 rural cooperative banks, in addition to cooperative credit institutions. BFSI offers an untapped market opportunity of ₹ 155 billion per annum in FM as well as specialized services such as:

- HVAC maintenance,
- ATM maintenance,
- Power stations maintenance for office building,
- Water management for regulating water usage in canteens & washrooms,
- Horticulture, and
- Transportation

BVG currently caters various services to banking & financial institutes which primarily includes facility attendant service, facility management service, manpower supply service, and mechanized housekeeping service.

Industrial

Automotive

The automobile industry is one of India's major sectors; accounting for 22% of the country's manufacturing GDP and 7.1% of the country's GDP. The industry has attracted FDI worth ₹ 962 billion between 2000 and 2015. The Indian automotive sector has the potential to generate up to ₹ 20 trillion in annual revenue by 2026, create 65 million additional jobs and contribute to over 12% to India's GDP.

Several FM companies are targeting these automotive companies to capture the market. BVG is one of the market leaders in specialized services for auto ancillary and it caters to various automotive companies. It serves various types of services which include mechanised housekeeping, production support services, system cleaning service, logistic service, gardening and landscape service. BVG also stood as market leader in paint shop maintenance conforming to international standards to ensure dust free vehicle painting.

Pharmaceutical

The market size for Indian pharmaceutical industry was valued at ₹ 1,579 billion in 2015 and is expected to reach ₹ 3,667 billion by 2020. It is observed that the sector has attracted cumulative FDI inflows worth ₹ 896.7 billion during the period 2000 to 2015. The Indian pharmaceutical industry is estimated to grow at 22 % CAGR over the next five years.

FMCG

Fast-moving consumer goods (FMCG) sector is the 4th largest sector in the Indian economy with Household and Personal Care accounting for 50% of FMCG sales in India. Growing awareness, easier access and changing lifestyles have been the key growth drivers for the sector. Revenues of FMCG sector reached ₹ 3.4 trillion in Fiscal 2018 and are estimated to reach ₹ 7.25 trillion in 2020. There are many developments taking place in FMCG sector in India. BVG being an integrated services company has a strong presence in offering FM services in FMCG sector as well.

IT

Indian IT and BPM industry is expected to grow to ₹ 23.8 trillion by 2025 and BPM is expected to account for ₹ 3.4-3.7 trillion out of the total revenue. India's IT industry is increasingly focusing on digital opportunities as digital is poised to be a major segment in the next few years. It is also currently the fastest growing segment, growing over 30% annually. Total spending on IT by banking and security firms in India is expected to grow 9.1% year-on-year to ₹ 858 billion by 2020.

BVG offers its services to several companies in IT sector which include facility attendant service, manpower supply service, and mechanised housekeeping service.

Healthcare

Healthcare has become one of India's largest sectors both in terms of revenue and employment. The total industry size is expected to touch around 25 trillion by 2022. Indian companies are entering into merger and acquisitions with domestic and foreign companies to drive growth and gain new markets. The hospital industry in India stood at ₹ 4.2 trillion in 2017 and is expected to increase at a CAGR of 16-17% to reach ₹ 9 trillion by 2023. There is a significant scope for enhancing healthcare services considering that healthcare spending as a percentage of GDP is rising. Rural India, which accounts for over 70% of the population, is set to emerge as a potential demand source. In 2017, the Government of India has provided grant-in-aid for setting up of AYUSH educational institutions in States and Union Territories. The Government of India aims to increase the total health expenditure to 2.5% of GDP by 2025 from the current 1.15%.

Few FM companies in the industry are offering specialized services to Healthcare segment which includes hospitals and medical research centres. The Healthcare segment offers huge potential of close to ₹ 155 billion. BVG is one of the few integrated services companies that offer specialized services to hospitals including mechanized housekeeping, bio-medical equipment maintenance, HVAC&DG maintenance, patient care, security service, facility management service, ward attender, nursing staff and emergency medical response services.

Food

The food industry in India is growing at a Compounded Annual Growth Rate (CAGR) of 12 % to reach ₹ 4,637 billion by 2020. The Indian food processing sector, accounting for 9-10% of the manufacturing GDP and 11% of agriculture GDP, has the potential to attract ₹ 2,200 billion investments in next 10 years. The Government of India has approved setting up of five mega Food parks and plans to invest in another 42 mega food parks across the country in the next three to five years.

Infrastructure and Government

India's infrastructure development requires funds of ₹ 100 trillion in investment in the next 10 years to bridge infrastructure gap, with 70 % of funds going towards power, roads and urban infrastructure segments. The Airports Authority of India (AAI) manages 129 airports, which include 18 International Airport, seven Customs Airports, 78 Domestic Airports and 26 Civil Enclaves at defence airfields. AAI provides air navigation services over 2.8 million square nautical miles of air space. AAI plans to develop city-side infrastructure such as hotels, car parks and other facilities at multiple regional airports across India and thereby boost the non-aeronautical revenues. The total investment between 2012 and 2017 was about ₹ 806.7 billion, of which 75% came from private sector. AAI will invest ₹ 150 billion in Fiscal 2019 to expand the existing terminal buildings and construct 15 new terminal buildings. AAI outsources the FM services to private firms following the CQCBS model. This is an added advantage to BVG as the company operates on 'solution pricing model' or CQCBS model and hence BVG has won several contracts for managing FM services at various airports. BVG caters to some of India's busiest airports in cities including Mumbai, Bangalore, Chennai, Pune, Ahmedabad, Lucknow, and Kunnur airport.

There are about 18-20 metro rail projects in cities like Vijayawada, Noida, Hyderabad and Varanasi with an investment commitment of ₹ 2,000 billion. Recently, proposals put up by the ministry of urban development were cleared to launch metro rail across 50 cities with an estimated cost of ₹ 5,000 billion. BVG, an integrated services company caters to some of the major metro rail projects which include Chennai, Hyderabad and Lucknow.

A budget of ₹ 1.61 trillion has been allocated for Indian Railways in the Budget 2020-21, most of which will be dedicated to capacity creation. 600 major stations to be redeveloped by Indian Railway Station Development and escalators will be introduced to railway stations with more than 25,000 footfalls. A major programme has also been initiated by the government to strengthen infrastructure at the Goods sheds and fast track commissioning of private sidings in which they are coming up with 12,000 wagons, 5,160 coaches and 700 locomotives. 18,000 km of doubling, third and fourth line works and gauge conversion of 5,000 km would be done in order to eliminate capacity constraints. Most of these projects involve engineering, procurement and construction (EPC) contracts towards the construction of dedicated freight corridors (DFCs), development of world-class railway stations etc. Some of the major firms such as BVG, Avon FM and Compass group offer expertise in infrastructure management services.

Station Development Plan

Indian Railways has embarked on a mega transformation journey to create world class railway stations with ₹ 1 trillion of investment to develop 400 stations and commercial establishments around it. Station redevelopment program include improvement in passenger amenities, facilities and station infrastructure; positive customer experience; development of iconic station in line with the character of the city; and Commercial utilization of surplus Railway land. The redevelopment of station envisages opening of shopping plazas, office complex, hotels, multiplexes and parking lots, among others commercial activities, on rail land and making provisions for improved passenger amenities at stations. The government aims to use the redeveloped stations as catalysts of economic activity in the surrounding areas. While the Railways aims to earn about ₹ 500 billion over next 10 years from commercialization of rail land near stations, the ambitious project is expected to involve expenditure of over ₹ 1 trillion out of which ₹ 800 billion in commercial exploitation.

The Union Cabinet had approved a proposal to redevelop these 400 railway stations using a contract method called the "Swiss Challenge". The Swiss Challenge method is a process of giving contracts where any person with credentials can submit a development proposal to the government. That proposal is placed online and others can submit suggestions to improve and beat that proposal. The idea was to redevelop the stations through the public-private-partnership (PPP) model, where the railways will provide approximately 140 acres of encroachment free land to the developers on a commercial lease of 45 years and hence the project would generally be cost neutral to the Railways.

There is growing demand for facility management services in Government sector and it offers an opportunity of ₹ 20 billion. BVG is one among the few integrated services companies serving government establishments.

Station Facility Management

Indian Railways manages the fourth largest railway network in the world by size, with 69,182-kilometre route as of April 2019 (64,298 KM Broad Gauge + 3200 Km Meter Gauge + 1684 KM Narrow gauge). It has an estimated budget of ₹ 2,727 billion for Fiscal 2020. Even with the large budget and manpower, it is struggling to provide clean and state-of-the-art environment to its passengers. Taking a note of the enormity of the task, Indian Railways is outsourcing some services for improvement of passenger experience and better public utilities to the private firms.

Services Indian Railways is outsourcing to Private FM companies, India, Fiscal 2021

Mechanized Station cleaning
Mechanized Coach cleaning
On-Board Housekeeping and catering
Supervision and Monitoring
Clean Train Station
Developing Transit Hub (shopping complex, adequate parking lot, eateries, forex kiosk and other facilities)
Infrastructure and other amenities (lifts, escalators and travelators)
Parking Facility and logistic contracts
Resource Management
Platform ticketing and railway display network

Source: Frost & Sullivan

However, all core operations such as signalling and movement of trains will remain with the Indian Railways. This will help us provide better services to passengers. Indian Railways Stations Development Corporation Limited (IRSDCL) handles the integrated station management for the existing railway stations. Initially, five railway stations (Anand Vihar, Bengaluru, Chandigarh, Pune, Secunderabad) have been considered for a pilot and IRSDC has awarded the contracts for facility management of these stations to private players on profit sharing basis. The revenue sharing model for the five stations is yet to be finalized, and will most probably be based on gross operating profit model.

IRSDC expects significant ramp-up in the revenues from these stations, which will cover for the expenses and provide sufficient cash accruals for future capital expenditure over the years. However, given that the contracts have been awarded recently, this model is likely to increase efficiency and profitability. Basis the contract, the private agency will act as 'facility manager' and will be responsible for:

- Garbage collection,
- Segregation and disposal,
- Landscaping maintenance,
- Pest control and disinfection,

- Management of parking,
- Management of advertisement,
- Management of commercial areas under the commercial development assets,
- Repair and maintenance of buildings, platforms and its shelter, roads, parking area, subways,
- Provision of waste water collection,
- Treatment and disposal system, and
- Management of water supply system.

The firms that shall win the contracts will handle operations such as selling platform tickets, running station stalls, railway display network, advertising on station and its premises and parking. They can do it themselves or appoint a sub-contractor for these services. The rates for various facilities will remain fixed at what is decided by the Railway Board, and the facility manager or the sub-contractor will have to abide by it. The food malls and restaurants are managed by IRCTC and they will remain under their control. Legal hawkers and tea stalls will be managed by the facility manager.

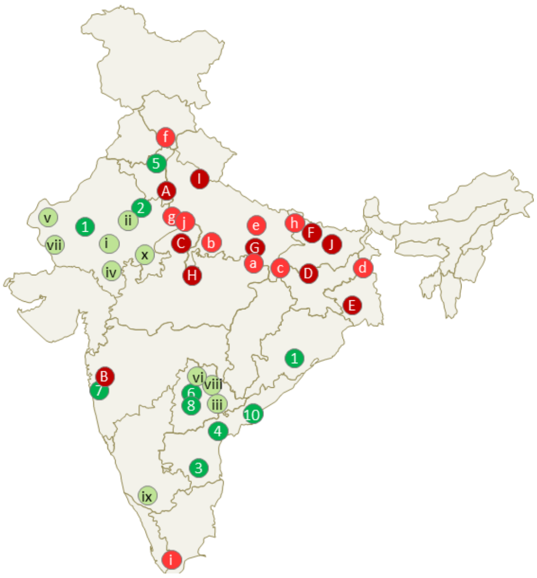
FM Opportunity in Railways Stations

IRSDC's plans to outsource the station facility management to private firms opens up a huge opportunity for the facility management companies as each station can generate a revenue of ₹ 100 million per annum. On a long term, supposedly, all grade A and A1 stations (405) are outsourced to private FM companies, the station facility management itself will generate an opportunity of up to ₹ 40 billion.

Cleanest and dirtiest stations, India, Fiscal 2021

	Grade A1 Cleanest Stations
1	Jodhpur
2	Jaipur
3	Tirupathi
4	Vijayawada
5	Anand Vihar Terminal (Delhi)
6	Secunderabad Jn.
7	Bandra
8	Hyderabad
9	Bhubaneswar
10	Visakhapatnam

	Grade A Cleanest Stations
i	Marwar
ii	Phulera
iii	Warangal
iv	Udaipur
v	Jaisalmer
vi	Nizamabad
vii	Barmer
viii	Machiryal
ix	Mysore
x	Bhiwara



	Grade A1 Dirtiest Stations
A	Mathura
B	Kalyan
C	Gwalior
D	Gaya
E	Howrah
F	Muzaffarpur
G	Varanasi
H	Jhansi
I	Bareilly
J	Bhagalpur

	Grade A Dirtiest Stations
a	Shahganj
b	Phaphund
c	Sasaram
d	New Farakka
e	Ayodhya
f	Jagadhri
g	Adarsh Nagar
h	Sagauli Jn.
i	Nagercoil
j	Faridabad

Source: Frost & Sullivan, QCI

The conditions mentioned in the contracts are likely to favour the bidder with high technical qualifications and with past expertise in facility management. One of the front runners in railway station FM management is BVG, which provides most of the services like housekeeping, civil electrical maintenance, landscaping, and in-house. This enables BVG to generate higher margins in comparison to its competitors who do not have such in-house expertise. Another advantage which BVG has is that it generates solar power through its sister company BVG Clean Energy Limited. which is primarily focused on building clean energy projects, including Solar PV projects, Wind Energy projects, Solar Pumps, and LED Lighting projects. This expertise can also be leveraged in conjunction to others.

As of March 31, 2021, BVG is among the first few companies in India to provide railway station management services including cleaning, ticketing, and management of food supply kiosks. BVG is a prominent integrated services company that provides railway station management services at Pune railway station. It is responsible for the management of waste, landscaping, parking, advertisement, commercial areas, repair and maintenance of buildings, platforms and its shelter, roads, parking area, subways, and water supply system. The company is also aiming at other contracts for station facility management in India.

Educational Institutions

As of September 2019, there are 993 universities, 39,931 colleges and 10,725 stand-alone institutions in India. With both the Government and the private sector stepping up to invest in the Indian education sector, the number of schools and colleges have seen an uptrend over the past few years. Government's initiative to increase awareness among all sections of the society has played a major role in promoting higher education among the youth.

Education sector offer an opportunity of ₹ 35 billion for facility management. There has been significant increase in the share of the state and private universities as part of total universities from 3.43% in 2008-09 to 34.82% as of April 2018. As of April 2018, India has 384 state universities, 123 deemed universities, 47 central universities and 296 private universities.

BVG has strong presence in educational sector and it is successfully able to serve following services: Manpower Supply Service, Mechanized Housekeeping, Facility Attendant Services, Facility Management Service, and Landscape & Garden Services.

Segmentation by Region

The Northern, Western, and Southern regions have greater potential than the Eastern region due to their ability to attract more investments in the country. The presence of many global/Indian MNCs, the availability of qualified manpower, fewer labour conflicts, and competitive labour cost are the backbone of these regions. The low level of investment among commercial and industrial sectors, limited awareness level among customers, higher labour costs, lack of qualified manpower, and growing labour and land conflicts, have caused the eastern region to be less attractive for the FM market than the other regions.

Total FM Services Market, Revenue and Growth Potential by Region, India, Fiscal 2021

Region	Revenue in FY21 (INR Bn)	Growth Potential	Market Penetration
North	76.70	◕	◑
South	74.10	●	◑
West	80.60	●	◑
East	28.60	◔	◔
Total	260.0		

Very High ● High ◕ Medium ◑ Low ◔

Source: Frost & Sullivan Analysis

The growing number of skilled potential workers and concern about unemployment in the regions has pushed many FM companies to begin finding potential in Tier II and Tier III cities across regions. As a result of the smart cities mission, there are multiple cities in the South and West regions with high growth potential with investments being made in IT and infrastructure.

The Delhi NCR region is a prominent hub in the North. However, the market is slowly getting saturated with a host of FM services companies. In the East, only a few cities like Bhubaneswar and Cuttack are among the fastest growing IT and educational hubs. The penetration and growth is limited to only a few cities. IT and technology hubs in India are attracting major investments from MNCs and driving the growth of key cities in India. Southern and Western states have high potential in terms of growth from many Tier II cities.

Key Market Drivers and Restraints for FM Industry

Increased awareness – Customers are increasingly getting aware of the benefits of outsourcing in order to reduce operating costs of the facilities/buildings. Awareness about non-compliances and their quality of service delivery is also gradually picking up among end-users.

Energy conservation and optimum usage of building solutions – Awareness about the benefits of conservation of energy is increasing rapidly due to rising energy costs which is leading to increased acceptance of professional FM services for maintenance of energy intensive equipment. FM service providers are expected to play a key role in building sustainability as energy efficiency strategies gain prominence.

Health and safety issues – Increased awareness about indoor air quality, safety aspects related to fire audits, regular maintenance of fire safety systems, electrical equipment, and security devices are driving the need for outsourcing FM services to experts who can deliver them professionally.

Positive outlook on commercial spaces – High demand from occupiers is expected to push absorption of commercial space across the country by over 10% to 57.7 million square feet in 2019 Growth in commercial construction is leading to increased adoption of FM services. Increasing complexity of these commercial buildings is encouraging the involvement of professional maintenance services to increase the life span of the building. Hence, growth from commercial segment is expected to be replicated in the growth of outsourced FM services market revenue.

Inflation leading to increase in management costs – High inflation costs had forced many customers to replace long-term contracts with medium-term ones. Many customers find it easier to maintain medium and short-term contracts than to maintain long-term ones, as the latter are prone to price increases as a result of surging inflation and labour costs. Inflation is seeing a down path and is likely to come down in the coming years.

Shortage of skilled manpower – Shortage of manpower (especially in the soft services sector) is the key issue restraining the growth of this market. This is mainly due to high attrition rates in the industry, as many in the workforce are attracted to competitive salary hikes offered by other organizations. Additionally, the ability to attract and retain manpower is a key challenge in the industry, due to competitive salary hikes in the emerging economies that are drawing labourers away from the region. Increasing cost of manpower is a major concern for FM companies. Though manpower is abundant in the region, the cost involved in recruiting, managing, and training is quite high.

Challenges for FM Industry

Key Industry Challenges and Mitigation Strategies, India, Fiscal 2021

Challenges	Mitigation Strategies
Stiff competition • The market is highly competitive with the presence of large number of domestic and few international companies. • Less barriers to market entry resulted in high proportion of unorganised segment • It is also noted that some big domestic companies having principal business in real estate are entering into this market by forming a subsidiary, thereby increasing competition.	• Although market entry barriers are low; there are barriers in the form of compliance requirements and high working capital cycle and demand for integrated service offering which continues to favour organized competition. As the level of outsourcing is increasing and customers have become more demanding and sophisticated in procuring FM services, companies today look for more integrated FM solutions to benefit not just from more efficient service provision but also to reduce the internal cost of procuring and monitoring those services. • Progressive organizations are bringing advisory and transaction services, facilities management and project services under one supplier and point of control. To achieve this, there needs to be greater compliance, consistency and simplification of processes and decision-making to offer integrated services. This will continue to favour the organized players as the local players are unable to provide FM services on par with global standards. • FM companies are also aware of the competition becoming intense and are increasingly opting to establish a unique value proposition in the market in order to carve a niche. Latest amongst differentiation strategies in the provision of value-added services like energy management, environment-sustainable cleaning, enhanced security and safety services, façade cleaning, etc. BVG is one such company that provide value-added/ specialized services including services for optimizing efficiency such as energy management.
Retention of workforce • High attrition rate mainly because of high demand for quality manpower and competitive remuneration, is making it difficult to retain skilled workforce, especially in soft services segment	• Lucrative career options outside facility management constantly attract the trained and skilled workforce. It is imperative for FM companies to engage retention strategies through attractive performance incentives. Training cost is rapidly increasing hence retention of such trained staff should be a priority focus area in order to achieve consistent growth.
Perception of FM services • FM services are perceived to be only traditional housekeeping services which in fact is far beyond	• Proper awareness to be created and the customers need to be educated about the building maintenance which is inarguably the core of FM services, but today it also spans sophisticated requirements spanning Integrated Facilities Management, Industrial Facilities Management, Specialised Engineering Services, and Soft Services
Lack of market maturity • The Indian FM lags in areas such as market maturity and appreciation for high standards of service delivery	• There is a strong case to be made for raising awareness about the benefits of quality FM services, in terms of business continuity, operations costs rationalisation, long term real estate asset value optimisation, and green standards compliance.

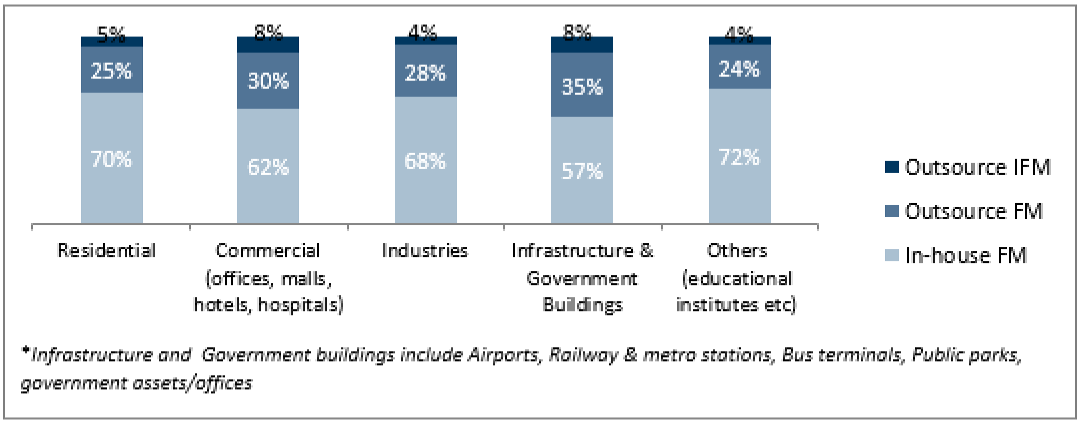
Source: Frost & Sullivan Analysis

KEY MARKET TRENDS IN FM INDUSTRY

In-House vs. Outsourced FM Services

In-house FM services dominate Indian market with almost 70% market share and the trend is slowly shifting towards outsourced FM model. Commercial, Industries and Infrastructure segment are the major end user verticals focusing more on outsourcing the FM services.

In-house vs. outsourced FM Services, India, Fiscal 2021



Source: Frost & Sullivan Analysis

The outsourcing model of facilities management delivery has come a long way and is now capable of providing value far beyond simple cost savings. Outsourcing today plays a key role in supporting performance and is effectively used by forward-thinking organisations to boost the performance of their people. Demand for IFM is expected to continue to be driven by multinational corporations and infrastructure projects. Increasing awareness among national organizations, integration of facility management with project management services and other building maintenance services is gaining momentum to offer diverse solutions to customers under one roof.

Outsourcing practices

Factors that impact outsourcing decision can be grouped into four categories of Strategy, Cost, Function characteristics and Environment. Strategic factors include core competencies, critical knowledge, lack of internal human resource, impact on quality and flexibility. Function characteristics include complexity, degree of integration, structure and asset specificity. Environment functions include the internal and external environment faced by the organization

Cost management was the main impetus behind outsourcing building maintenance services a few years ago. And now it is much about being able to free up in-house teams from the FM delivery, allowing them to deliver strategic value. There are big advantages to outsourcing considering the number of areas the average facilities executive has to be across: from the cost of leased space, the lifetime of plant and equipment, energy consumption, technical maintenance, the user experience, business plans and HR.

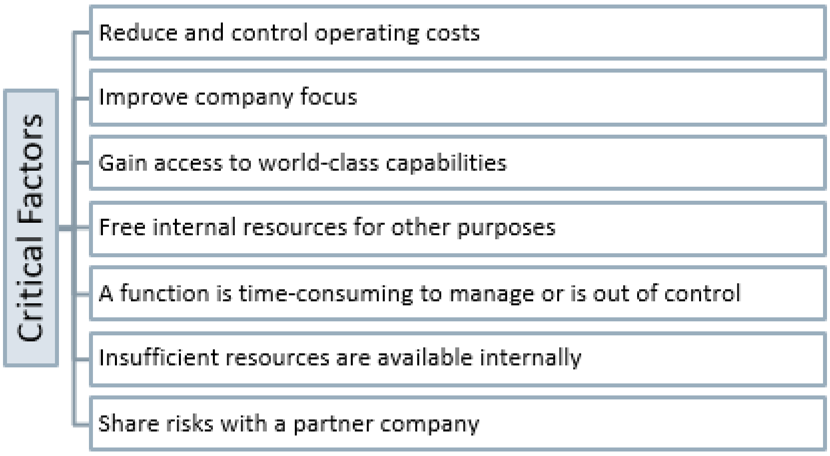
Small businesses look for FM expertise and support that cut down the overheads and complexity of employing an in-house team. The right outsourcing 'partner' will deliver a local, highly tailored service backed by the expertise and resources of an expert service provider. The best FM providers will act as an extension of their own team. One can get the best hard service delivery and technology platforms, with the personal and customised approach.

Larger organisations with complex property portfolios look for control and efficiency. More progressive customers want the FM companies to help them deliver a competitive market place for their service offerings. Their property functions want a simple, easily centralised operation that they can explain to their business. It is about getting a stable service benchmarked at the best possible cost for the best possible outcome.

Outsourcing is increasingly moving up the value chain in terms of what it can deliver. There is much more that service providers can now support in the way of total facilities management if clients are farsighted. All in all, towards 2020 and beyond there is no doubt that FM outsourcing will work with more advanced, elaborate and collective outsourcing strategies. In close partnerships with client organisations and through the further development of workplace management, these arrangements will enable facility providers to reach more strategic business outcomes.

The most common and critical factors that drive the customers to outsource FM include

Critical Factors considered outsourcing FM, India, Fiscal 2021



Source: Frost & Sullivan Analysis

Technology Trends

Technology is evolving at a rapid pace and it is important for the FM companies to keep up to the evolving requirements. From wearables to artificial intelligence, new tools are emerging every day to help facility managers manage their responsibilities more effectively. The increase in internet and cloud connected devices has led to tools like mobile apps that enable FMs to see what's happening with different systems in a building from anywhere (on- or off-site), and take actions or make changes with the press of a button.

Increased connectivity is also providing Facility Managers the ability to quickly collect and analyse all sorts of building data. This data can be used to show which equipment will need proactive maintenance and when, or to predict and manage energy consumption in different parts of a facility.

Some of the key technology trends which will have high impact on organized players include the following:

BIM for Facility Management

Building Information Modelling (BIM) is a tool used by contractors and architects to develop and scale virtual models of building projects. BIM gives building owners and operators a complete visual model of their facility prior to construction.

While BIM is not a new technology, it is just starting to become a commonplace in facility management. Facility operators are realizing the power of these tools for project deliver and data accessibility. When integrated with existing work order programs or facility maintenance software, facility teams realize an improved ability to retrieve O&M manuals, floor plans and asset information. While still in its infancy, companies are recognizing the opportunity to improve collaboration and communication between building teams through this visual modelling.

3D Printing

The 3D printing industry is one of the fastest growing of all market sectors. The impact that 3D printing may have on facilities managers could be highly practical and offer an alternative route for maintenance tasks and even the personalisation of services that are today supplied through recognised vendor supply chains. The possible applications for Facility Management could be following:

- Maintenance independence – no need to rely on expensive machine parts suppliers (maintenance agreements, pricing changes, delivery costs, paperwork etc.)
- "Evergreen" machinery – avoiding situations where machine parts are unobtainable due to out-dated machines
- Printing of metal substitution replacement parts on the spot.
- Saving shipping costs – reducing the need for parts and goods to be shipped.
- Reducing spare parts inventory costs – no need for a storeroom, no need to order spare parts in advance

Convergence of IoT and smart buildings

The merging of IT and building automation systems is predicted to drive the future growth in the FM market. IoT concept is rapidly emerging as a major trend that enables a range of devices, systems, and users to communicate wirelessly on the Internet using IP addresses. The IoT can connect and link different processes within a building through machine to machine interactions and improve the operational efficiency of the facility. IoT can assist FM personnel in comprehensive data analytics, including fault detection, multi-system management, and smart system alerts.

IoT enables facilities managers to install and implement smart meters within building a management system that can connect to the electrical grid and provide insights about the energy performance of the building. It can seamlessly link dissimilar system and provide information for the efficient performance of building the facility. A typical example being that of fire sprinkler system connected to building access control and smoke detector. The smoke detector generates a signal, which is transferred to the fire sprinkler system within no time. This activates the building access control that quickly assists incumbents in exiting the building. Such interconnected systems can save time and prevent mishaps during critical outbreaks.

Automated Facility Maintenance Software

Without facility maintenance software, facility managers are left to perusing spread sheets, rolling out paper blueprints, or simply relying on experience, wisdom and memory to run their facilities. Undocumented knowledge will lead to dilemmas, especially when one facility manager leaves and a new one comes in. This lack of facility management technology can have a detrimental impact on the building itself and lead to more expensive repairs. Existing paper-based work orders have the potential to cause duplicate data entry.

Automation is the key to success in future buildings. Rather than team members wasting time searching for information on the assets that need to be serviced in a facility, these systems will automatically surface needed information when a work order is created.

Big Data Analytics ("BDA")

BDA is a powerful driver for change in business and operational models. Hardly any industry is isolated from the increasing possibilities to create better understanding and enable better-informed, smarter, and faster decisions thanks to new BDA capabilities.

BDA can provide significant value to FM service providers. New sources, such as sensors and M2M, provide a wealth of data that can be analysed to help FM service providers optimise their operations. BDA's potential for cost reduction and other efficiency improvements are receiving the most interest in the FM space. Particular emphasis so far has been on reducing energy costs and, naturally for asset-heavy industries, optimising space and use of other physical assets.

BDA is likely to find increasing applications to decrease costs and optimise operations in asset-based industries such as FM. It has potential to drive the top line by enhancing FM services providers' value propositions as they face customers with increasing expectations regarding energy savings, intelligent buildings, reduction of total life-cycle costs and sustainability

Drones in Facility Management

Drones bring incredible opportunities for improved efficiency in facility management. The biggest opportunity for these unmanned aerial vehicles is in safety and automation. For example, in the future roof inspections after a hail storm will be coordinated by groups of drones controlled by pre-programmed GPS routes. Eliminating the need to have team members climb on facility roofs with a clip board and camera to document damage.

FM under Government Contracts

The government is also looking towards professional facility management service providers rather than relying on in-house manpower. The government is becoming more and more stringent with its quality and delivery parameters. This is a welcome change for the professional facility management service providers as it opens more avenues for them in the government sector. With the infrastructure development being one of the major focus of the government, the facility management industry is set to grow tremendously as every new infrastructural facility needs a facility manager.

Value Added Services

FM companies will inevitably need to undergo business transformation to stay relevant in a rapidly changing competitive landscape and amid evolving technologies. FM companies with business-as-usual service propositions will risk losing out in the market. In the wake of a digital revolution across industries, the global FM market is already witnessing multiple partnerships and mergers and acquisitions. Most, if not all, of these consolidations are due to the propulsion of one or more of three business themes: energy management, digitalization, and workplace management. Hence FM companies are now including Value Added Services as part of the service agreement mainly as an USP to differentiate themselves from competitors. Some of them include the following.

Energy Management Services

FM companies with sound understanding of the needs of the property being managed are well-positioned to capitalize on the opportunities for energy related services. FM companies are including include energy management in their portfolio to gain competitive edge in the market

Green FM

Green FM services involving usage of environment-friendly solutions, reducing energy consumption and sustainable strategies to improve building efficiency is a key area of opportunity which FM companies should focus on. FM companies must continue to adopt innovations and build expertise in Specialized Engineering Services, covering areas such as energy efficiency, thermal audits, and Green Building concepts.

Building Management Systems ("BMS")

BMS is a computer-based control system install in buildings that controls and monitors the building's mechanical and electrical equipment such as ventilation, lighting, power systems, fire systems, and security systems. Building Analytics is becoming the new trend. There are a lot of independent analytic systems being placed over BMSs to automate diagnostics to find problems with mechanical and other systems before they affect the buildings conditions.

Remote Monitoring System ("RMS")

RMS is a system which facilitates monitoring a cluster of equipment or systems in a building from a remote location. Some of the prominent FM companies are focusing on technology based services in line with the upcoming demand. FM companies also started Incorporating IoT that can provide assistance to facilities personnel through data analytics, multi-system management, fault detection, and smart system alerts.

Unmet needs and preference for value added services

Currently, FM companies are able to meet the client needs, due to the fact they operate in a developing market with customer expectations in terms of services and service levels at low levels compared to the standards prevailing in developed markets. FM companies are focussing more towards creating personalized service deliveries that support the new ways of working that are unique from company to company. To stay competitive in the market, these companies are targeting on cross selling many value added services that assist the customers in specific needs, which often results in significant reductions in energy, waste disposal and water usage resulting in both savings, as well as public recognition of CSR achievements. However, few areas which are now developing as need gaps are listed below:

All under One Roof

Customers' demand is now forcing FM companies to move up the value chain by involving forward integration. End-users increasingly want all their facility related services to be brought under a single contract. BVG is one such firm that offer integrated services/ facility management services in India with the capability to also perform value added/ specialized services such as paint shop maintenance, solid waste management and also combining site-based services with periodical off-site deliveries for optimizing efficiency, for example, ad-hoc services such as event-catering, planned maintenance or security installations. This saves the customers of hassles of interfacing with multiple vendors for various works, and ensures better service delivery.

Increased demand for IT integration and technology

Indian FM companies are ill equipped to offer superior service delivery and supervision to complex buildings which require IT solutions such as Computed Aided Facilities Management. This also reflects in building data management, which right now, majority of the FM providers cannot handle with efficiency.

Lack of Skilled manpower

The FM sector is incredibly broad and there is a massive shortage of facilities managers at a technical level and skilled workforce. Many companies are seeking out for skilled and experienced workforce. It is also driving up the average salary, making it harder for SMEs to compete with bigger firms in the industry. Businesses need to start imparting the training programmes for the existing workforce and retain them than looking out for hiring new labour.

Key success factors for FM industry in India

Success Factors for FM Company, India, Fiscal 2021

Success Factors for FM Company	Weightage	Explanation
Technology	High	The facilities management industry is embracing the benefits of technology to effectively manage their FM operations. Technology has become critical for the success of FM service providers. Some of the cutting edge technologies include: *BIM*- that helps facilities managers make data-driven decisions about space utilization, energy consumption and redesigns. *Smart building technology*- that is also used to monitor environmental factors such as temperature and humidity as well as asset performance. Facilities managers can easily access and use to identify opportunities to improve how the facility is run. *Wearable technology- that* helps facilities managers improve the security of personnel and data by restricting access to a building or parts of a building to only certain individuals. Wearables

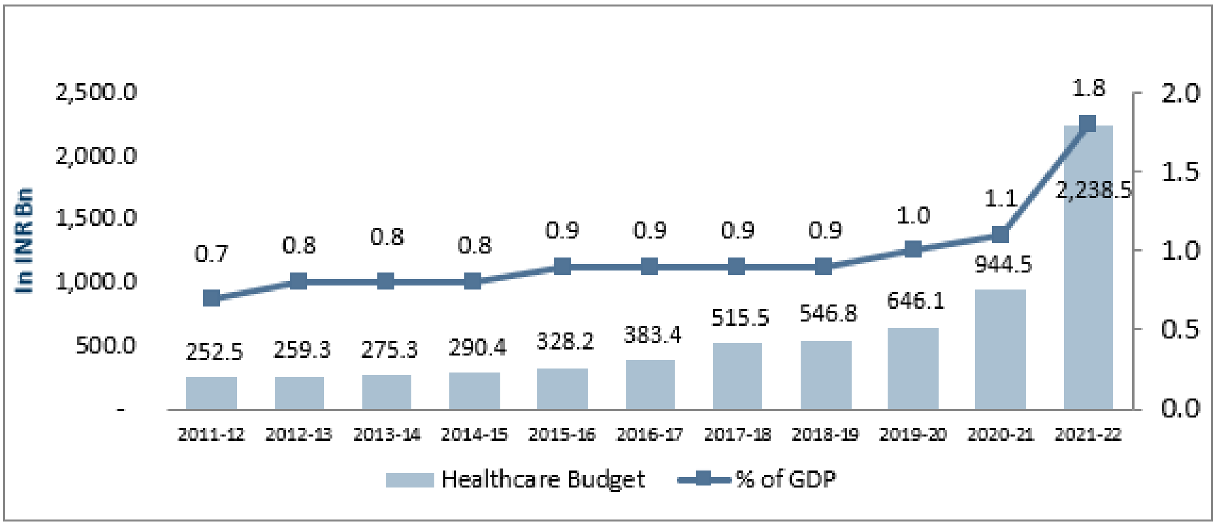
Success Factors for FM Company	Weightage	Explanation
		also enable facilities managers to collect data about employee work patterns, space occupancy and resource utilization.
Skilled labour	High	FM is majorly about labour and man hours and therefore by its very nature it's important for any FM service provider to have enough skilled personnel. Different FM skill sets will be needed to support the new environments rising with new technologies. It is critical for any FM company to train the manpower and retain them instead hiring new workforce which is difficult in the competitive environment
PAN India presence	High	Demand for facility management services is increasing with rising population across tier 1 cities and continuing growth in IT/ITeS and banking sectors, increasing government initiatives like provide housing for all citizens and development of smart cities etc. across India. Having pan India presence is an added advantage to increase the reach and dominate the market
One stop solution	High	Trend is moving towards one stop solution service providers that offer benefits of having all outsourced facilities management services housed under one roof. Total FM solution incorporates all facility management service lines, from housekeeping, cleaning, garden maintenance, HVAC maintenance, attendant services, catering, etc. This reduces the number of contact points between the outside company and the service provider which is essential to company as well as facilities management team to focus on actual facility needs and customer service. Integrated services allow an outside company to streamline and combine services when appropriate to decrease costs to the enterprise.
SLA based contracts	High	There is Increasing awareness among the large customers about SLA based contracts which are output based rather than cost based contracts. Organized players can utilize this opportunity to build customer's trust and increase their market share.
Innovative and differentiated services	High	FM companies offering innovative and differentiated services or specialized services, for example, maintaining a production ready Paint Shop with the highest cleaning standards which mitigates the customer's paint defects, allowing them to focus on producing quality vehicles, maintaining high-security government premises such as Supreme court, Rashtrapati Bhavan, Parliament house, Prime Minister's Office, etc. will benefit over the competition
Participation in government contracts	High	Government buyers generally look for known company based on their strengths and past associations before awarding a project. Working for government contracts will establish a preferred status for certain type of government contracts. Participation in government work will lead to additional advantage as they result in huge opportunities ahead.
Competitive pricing	Medium	Due to presence of many low cost unorganized service providers, pricing and margins come under pressure for the organized players. As the construction sector is witnessing an increase in investments across vertical markets, this sector is expected to witness more competition from new entrants
In-house capabilities	Medium	FM companies having strong internal operations team on their payroll will benefit them in gaining trust of the customer and assured of the quality standards. Having in-house teams also help the FM companies in starting the work immediately while the recruitments are done and then handed over to a new team.
Joint Ventures	Medium	Due to high entry barriers and the fragmented nature of the market and to sustain local competition since high preference is given to local companies, joint ventures with a local FM company are recommended in order to understand the local laws and variations in customer preferences. JVs would make it easier for the market players to provide easy access to the customer network, increase manpower strength, widen their service portfolio, and expand their geographic footprints to increase brand visibility
Alliances with Real Estate Developers	Medium	The real estate developer plays a major role in influencing the FM service provider. Therefore, it is recommended to maintain consistent relationship or to have a tie- up with a civil contractor /developer to execute a FM project. Key industry alliances can also be leveraged by participating in /organizing major events and conferences.
Brand visibility	Medium	Brand visibility is critical component for the success of the business. Creating brand awareness and complying to quality standards will bring in more visibility to the brand

Source: Frost & Sullivan Analysis

Service providers look to provide unique services with distinctive capabilities to distinguish their offering from other players. For example, BVG operates on a unique 'solution pricing model' than the conventional 'cost-plus' basis model'. Cost-plus basis model is billing the client on the cost incurred while providing a service plus a fixed profit percentage over the cost incurred. BVG offers solution pricing model, otherwise known as Combined Quality cum Cost Base Selection ('CQCBS') where services are charged depending on the output based billing for each type of service. This ensures transparency between the service provider and the client creating a beneficial situation for the client.

EMERGENCY RESPONSE SERVICES ("ERS") MARKET IN INDIA

Public Expenditure on Health (% of GDP), India, Fiscal 2012-Fiscal 2022



Source: Union Budget, Ministry of Finance; Trading Economics; India Spend; Press Information Bureau, Government of India

India targets to increase its public health spending to 2.5% of its GDP by 2025. The Ayushman Bharat Yojana was launched which has a two-fold strategy. The Pradhan Mantri Jan Arogya Yojana provides cashless health insurance cover up to ₹ 500,000 per family per year, covering 500 million poor citizens. The other arm of Ayushman Bharat is the provision of providing comprehensive primary care at a facility near the community, for which the Centre will start 150,000 health and wellness centres by 2022.

Under the National Health Mission, funds are allocated towards ERS which often fall short of the requirement. As of June 2019, there were 25,494 Ambulances under National Health Mission ("**NHM**") scheme. This number grew to 25,749 in 2020. The NHM covers all of the states and union territories. To encourage private participation the Central Board of Indirect Tax and Customs waived of service tax on ambulances provided by private companies under the National Rural Health Mission scheme on February 2018.

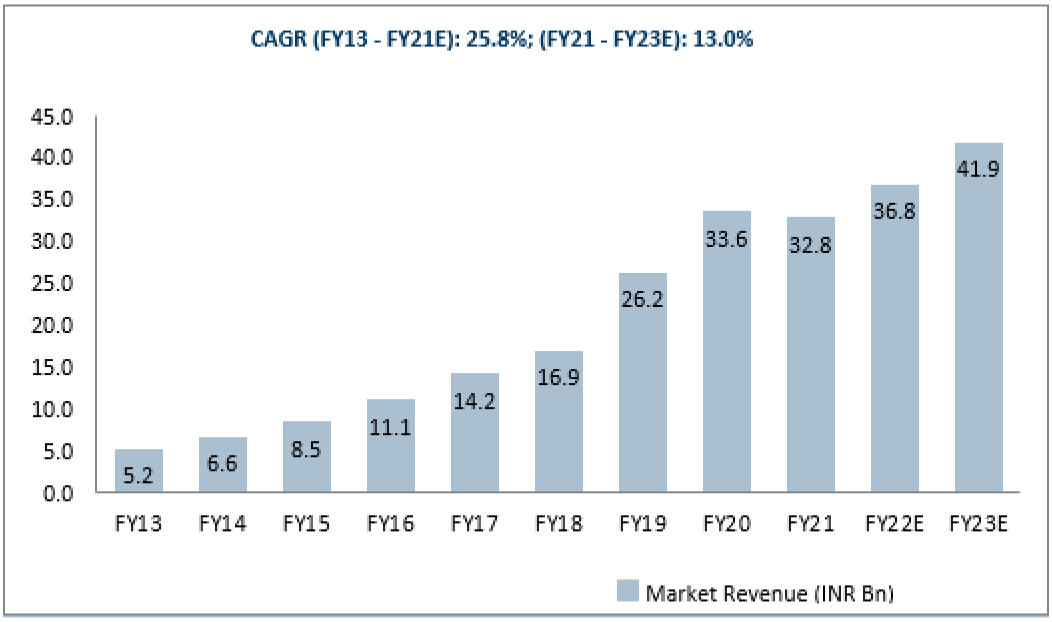
Emergency Response Services in India is largely focused towards Ambulance Services. Police Emergency Response services outsourced to private firms is at a nascent stage. BVG is the first company in India to be awarded contracts for providing emergency police response services, which are being outsourced in Madhya Pradesh state. Police Emergency Services in India is predominantly a state-run operation. In 2015, BVG entered into an agreement with the Madhya Pradesh government to implement Dial 100 project at specific locations. This was a one-of-its kind project in the country and BVG was successful in handling more than 58.8 million calls, helping out cause of more than 12 million citizens till June 30, 2021. BVG provided 1,000 Tata Safari Vehicles fully equipped with modern amenities such as Mobile Data Transfer Unit. The project set an example of collaboration with private players for Emergency Services. It helped the state to achieve police emergency response time of 28 minutes in Urban and 38 minutes in rural areas. More states in India are expected to seek partners for similar services, i.e. managing fleet of vehicles, operating emergency call centre, tracking and monitoring emergencies.

Growth of ERS Market in India

The central government supports the ERS system in India mainly in the form of capital expenditure (CAPEX) whereas the Operating Expenditure (OPEX) is borne by the states. When a scheme is floated, the Central government starts the scheme by supporting 60% of the expenditure in the initial year and reduces its expenditure to zero in the 3rd year. The Private players are paid for the services provided by them. The government through its various schemes majorly under NHM finances the private players under PPP mode to operate and maintain ambulance services.

Failure of constant support from the government and delayed payments has led the private players charge the end-user in some regions at ₹ 100 to ₹ 200 per trip plus extra charges on per kilometre basis. The government is looking towards improving its capital flow to reduce the burden on the end-user. After establishing a unitary National Health Mission (NHM) the market for emergency services has grown at a CAGR of 25.8% between Fiscal 13-21. Increase in government spending and higher budget allocations will lead to CAGR growth of around 13.0% between Fiscal 2021-23 catapulting the market revenue to ₹ 41.9 billion in Fiscal 2023 from the current size of ₹ 32.8 billion in Fiscal 2021.

Emergency Services Market, India, Fiscal 2013 - Fiscal 2023E

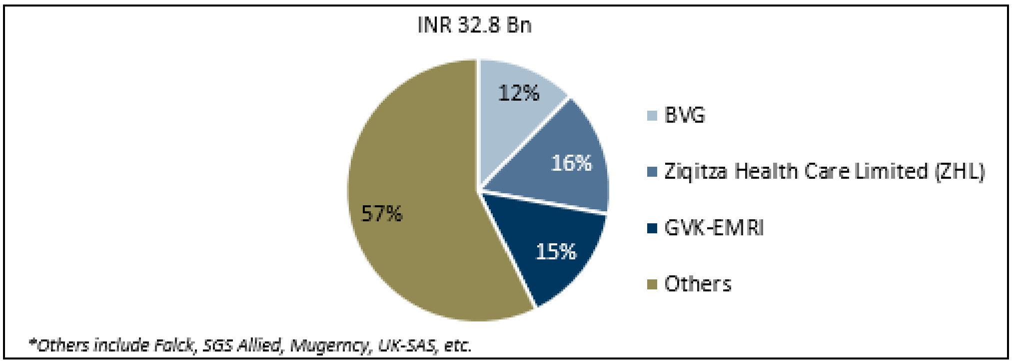


Source: National Health Mission; Press Information Bureau of India, Annual Reports, Frost & Sullivan Analysis

Impact of COVID-19 crisis on Emergency Response Services market

COVID-19 lockdown has led to increase in demand for ambulances across the country. The demand in terms of number of trips is almost four times compared to the normal scenario. Also, there is an additional requirement to deeply sanitize every vehicle carrying the patients. These additional requirements will affect the ERS market size positively in the near and medium term. Due to additional sanitization requirement, the contracts can see restructuring to account for additional services incurred. Also the requirement on Ambulances is likely to go up to cater to the increasing demand.

BVG's share in the Emergency Response (ERS) market, India, Fiscal 2021



Source: Annual Reports, Frost & Sullivan Analysis

In recent times the Government has acknowledged the importance of involving private service providers for ERS to meet the increasing demand. All ambulances under the organized market operate under the National Health Mission under 102 and 108 toll free numbers with the exception of volunteer service providers, company ERS providers and unorganized service providers. Inadequate health budgets and delay in flow of funds has disabled Government organizations to function seamlessly. The major step taken towards outsourcing of ERS was with the formation of GVK Emergency Management and Research Institute (EMRI). The organization claims to be the largest single ambulance operator in the world with a cumulative fleet size of more than 10,731 vehicles under the 108 service, 102 for Pick and Drop Back Services, 181 for Women Rescue Vans, 1962 for Mobile Veterinary clinics etc.

BVG is a key player offering services in emergency response service market. The company operates in Maharashtra and Jammu & Kashmir with a fleet of over 1,400 ambulances and 30 bike ambulances as on June 30, 2021. BVG introduced the first ambulance equipped with defibrillators, blood pressure monitoring equipment, pulse oximetry and medical grade oxygen delivery systems and also was first in India to provide doctors with ambulances. The company has handled more than 33.15 million calls and served nearly 7.56 million patient emergencies till 30th June 2021. BVG has helped in over 36,600 child births in ambulances between February 2014 and June 2021. BVG's homologated ambulances are certified by Automotive Research Association of India (ARAI).

In Maharashtra, BVG provides ambulances with world class equipment and it is the only state in the country which has dedicated doctors for each ambulance. The company offers command centre services through its in-house IT infrastructure. BVG is also the only company in India to offer value-added services as part of their emergency medical response services, which include staffing medical professionals in their ambulances and provides basic periodic health screening facilities to the tribal communities in Maharashtra.

BVG is the first company in India to be awarded contract for providing emergency police response services, which is a unique project in the country. In 2015, BVG entered into an agreement with the Madhya Pradesh government to implement Dial 100 project at specific locations. This was a one-of-its kind project in the country and the company was successful in handling 58.8 million calls as of June 30, 2021. BVG is also a key service provider of ERS in Maharashtra. Launched in 2013, Maharashtra Emergency Medical Services (MEMS) is a project of Government of Maharashtra under National Rural Health Mission (NRHM) which is implemented and operated by BVG India Limited. Ziqitza Health Care Limited (ZHL) is another notable player offering wide range of services in five states namely Madhya Pradesh, Jharkhand, Punjab, Odisha and Bihar. Falck is another company and is focused on formulating Public Private Partnerships (PPP) for Ambulance services by participating in state government tenders. It provides ERS and Fire services. Other key players in the market are Mugency and SGS Group.

Centralized command and control services to address medical, police and fire related emergencies

The first attempt towards centralized command and control services was by the Centralised Accident & Trauma Services (CATS) using the toll free number 102 to address emergency distress; however it was only for Ambulance services. Although there were several attempts by the government to establish a nationwide central command centre, the efforts have been vain. The Telecom Regulations Authority of India (TRAI) has interacted with GVK EMRI and SPAN Telecom Pvt. Limited. to build an understanding on the steps to be taken towards establishing a centralized command and control services for ERS. TRAI is working towards a Universal Single Number Based Integrated Emergency Communication and Response System (IECRS) for India.

GVK EMRI and SPAN Telecom have made some key recommendations to TRAI. GVK EMRI suggests that 108 be the primary number and the rest prevailing numbers as secondary access numbers which can be routed to 108 in a phased manner and SPAN suggests 100 as the primary number and the rest prevailing numbers as secondary access numbers. The former recommends the inclusion of Medical, Police, Fire brigades, Disasters (Man Made or Natural) and indication of crime progress and SPAN recommends the inclusion of Police, Ambulance, Fire, National Disaster Management Authority (NDMA), Child and Women Helplines. Both the consultative companies recommend location accuracy of 50 meters as specified by the Department of Telecom (DoT). In terms of covering expenses GVK EMRI suggests that the centre should be part of an integrated response centre covering all bodies and should be approached as an entirety and not in isolation and SPAN suggests the Government should bore the entire cost since it falls under its duty. However, alternatively ₹ 2 per month can be levied on each subscriber as security charge. India has 600 million mobile subscribers and 40 million fixed line subscribers and it will accumulate to ₹ 1,280 million every month which will be sufficient to operate. Very few players in the industry have taken robust steps towards implementation of Centralized Command Centre. BVG is one of the pioneers driving implementation of the same. BVG operates in Maharashtra with 937 ambulances and in Jammu & Kashmir with 416 ambulances.

Key success factors and best practices for ERS providers to grow in the industry

Government Framework

Establishing strong Public Private Partnerships at the inception is important to operate in the ERS industry. The Central and State governments fund the private players to operate and maintain ERS on contract basis. Drawing examples from the success of companies like GVK EMRI and BVG working out a strong government framework in the PPP mode will enable longevity in the industry.

Funding Mechanisms

Clear funding mechanisms are essential to survive in the market. Delayed payments from the government have resulted in several strikes by ERS staffs which have resulted in huge burden to the citizens. Having a strong capital flow is essential for success in the industry.

Streamlined Process Innovation

Streamlining process innovation by standardizing the process of operations enables in reducing costs. Using research, analysis and metric based evaluations for optimal use of deployable resources helps in increased efficiency and gaining public confidence.

Unique Service offerings and Value additions

Offering unique services and value additions is a key success factor to differentiate from competition. BVG has created a distinctive advantage by providing a unique Police Emergency Services management to the Madhya Pradesh government. Replication of its efficiency in other states will create more opportunities. Value added services such as a doctor for every ambulance provided by BVG in Maharashtra results in a competitive advantage.

Leadership and Strategic partnerships

Leadership and Strategic partnerships with renowned organizations help in adapting best practices from several parts of the globe.

AMBULANCE SERVICES FOR NATIONAL HIGHWAY AND ROAD SAFETY

India has a road network of over 6.8 million kilometers, the second largest road network in the world. This road network transports 65.0% of all goods in the country and 90% of India's total passenger traffic uses road network to commute. Road transportation has gradually increased over the years with the improvement in connectivity between cities, towns and villages in the country.

Road Statistics, India, 2021

Type	Length (in km)
Expressways	1,642.5
National Highways	151,019.0
State Highways	179,345.0
Major District Roads	587,105.0
Rural and Other Roads	5,902,539.0

Source: Ministry of Road Transport & Highways

In 2021-22, the Ministry has allocated ₹ 3.36 billion towards road transport and safety. This would provide for various things such as road safety programmes, setting up of facilities on National Highways for extending relief to accident victims, creation of National Road Safety Board, strengthening of public transport, research and development, and training. This amount is about 0.4% of the Ministry's total budget.

Road Accidents, India, 2010-2019

Year	Road accidents ('000)	Road accident deaths ('000)	Road accident injuries ('000)
2010	500	125	528
2015	501	146	500
2016	481	151	495
2017	465	148	471
2018	467	151	469
2019	449	151	451

Source: Ministry of Road Transport & Highways

Many highways are already covered by ambulances, patrol vehicles and tow-away cranes through incident management services provided by Build–operate–transfer (BOT) and Operate, Maintain and Transfer (OMT) highway concessionaires. In 2018, in each of the states, of Rajasthan and Uttar Pradesh, tentatively 100-110 additional ambulances are planned to be provided through the Incident Management service contractor.

NHAI Tenders, India, Fiscal 2021

Tender Value (₹ Million)	Tender Due Date	Tender Details
335.0	Aug-21	Construction Of Six Lane Flyover At Km. 378.220 With Four Lane Approaches And Service Road For Permanent Rectification Of MoRTH identified Black spot in State of Kerala
176.0	Sep-21	Construction Of Underpass And Service Road For Improving Safety At Dena Junction, at location in the State of Gujarat
1,890.7	Oct-21	Const. Of 4by6 Lane Access-controlled Expressway From Jn. With Pathankot Gurdaspur in the States of Jammu & Kashmir and Punjab
514.3	Oct-21	Four Lanning Of Karwar (km. 281.980 Of Nh 62 Nagaur Road) in the State of Delhi

Source: Tender Detail, Frost & Sullivan

Two patient capacity ambulances will be there at every 40 - 45 km or a 'four patient capacity ambulance' at every 100 km 24X7 surveillance vehicles. There will be Surveillance vehicles to cover the assigned stretch at least once every four hours. The in-charge of these vehicles will inform about any incident to the regional center and police who will provide mechanical assistance in case of vehicle breakdowns and basic mechanical repairs, fuel and water to stranded motorists enabling them to reach the closest fuel station. Operators will be required to put overhead electronic display to alert users about traffic status on the stretch and other information.

Emergency Medical Services at State Level

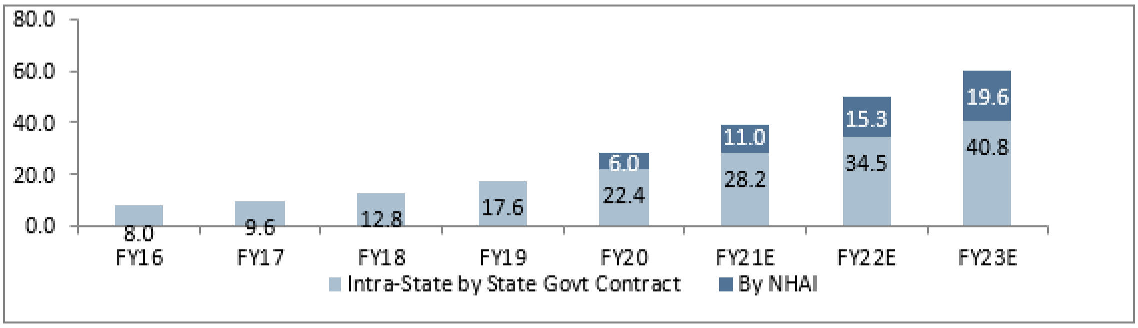
Emergency Medical Services (EMS) is a specialized field where emergency healthcare needs are addressed through well-defined care processes by trained EMS professionals. Important aspect of EMS includes early detection of any emergency, immediate response, reporting, on-scene care, en route care and transfer to appropriate hospital.

Governments of India and state governments have made efforts to make ambulance services more accessible, including "dial 108" services, which are available round the clock and free of cost. GVK Emergency medical research institute (EMRI) commonly known as 108 is one such service. It provides service for 15 states (Andhra Pradesh, Telangana, Gujarat, Uttarakhand, Goa, Tamil Nadu, Karnataka, Assam, Meghalaya, Madhya Pradesh, Himachal Pradesh, Chhattisgarh, Uttar Pradesh, Rajasthan, Arunachal Pradesh and two Union Territories (Daman & Diu, Dadra & Nagar Haveli). It operates 7,116 108-EMS-Ambulances, with more than 45,000 on roll employees. Ziqitza, a Mumbai based start-up which is established in 2005, currently has a fleet of nearly 3,300 ambulances and 10,000 employees across 16 States, providing pre-hospital emergency services. BVG is currently operating in two states- Maharashtra and Jammu & Kashmir.

Opportunity for FM companies in providing Ambulances for National Highway and Road Safety (NH & RS)

Emergency Response Services (ERS), which is a bigger umbrella, includes NH&RS, Police response services and other organized or unorganized players that are maintained privately by hospitals, NGOs, etc. NH&RS includes ambulance services (both on Highway and within state). Now, this could be through a tender by State Government or by NHAI.

NH&RS Market Opportunity in ₹ Billion, India, Fiscal 2016 - 2023E



Source: Frost & Sullivan Analysis

Each state has a potential of generating revenue of approximately ₹ 2 to 3 billion per annum which include the capital investment on ambulances and other expenditure. It is expected that all the states will have the interstate ambulance services operational by Fiscal 2023. While the ambulance services for National Highways started to operate, there is very slow uptake in the implementation of this programme. The Ambulance Services for National Highway and Road Safety would generate an opportunity of ₹ 60.4 billion by Fiscal 2023.

One of the major players in offering ERS services in India is BVG. It recently participated in the bids for two states – Uttar Pradesh and Rajasthan to provide Ambulance services under National Highway and Road Safety programme. BVG stood as the single qualified bidder in offering emergency medical services. Under emergency medical services, BVG competes on the basis of IT infrastructure, fleet size, deployment of equipped ambulances, and other value-added services including staffing of medical professionals in ambulances. As for the inter-state contracts, out of the 22 states in which this programme will be implemented, BVG is likely to have major share as it has experiences in programs like Dial 108 and Dial 100. It is currently operating in Jammu and Kashmir and Maharashtra.

Maharashtra Emergency Medical Services (MEMS)

MEMS is a project of Government of Maharashtra under National Rural Health Mission (NRHM) and implemented and operated by BVG. Citizens across Maharashtra can avail free ambulance in case of any medical emergency by dialling toll free number '108'. As of March 31, 2021, BVG had implemented a network of 937 ambulances across the state of Maharashtra, well equipped with medicines, lifesaving equipment and a doctor on call 24 x 7.

Emergency Response Centre of Maharashtra Emergency Medical Services (MEMS), Jammu & Kashmir Emergency Medical Services (JKEMS), Atal Arogya Vahini under Tribal Health Department And Bike Ambulance are managed by BVG. ERC operates 24 x 7 and all calls dialled to 108 from across Maharashtra from any mobile or landline, received by the ERC, from where the expert call handlers understand the emergency, connect the patient to the doctor in the ambulance and dispatch the nearest ambulance to rescue the patient. This emergency toll free 108 number also serve as the point of first contact for police and fire related emergencies. Emergency Response Centre Physician (ERCP) provides on-line medical direction for the doctors on ambulance during emergency calls. ERCPs also provide on-line pre-arrival instructions to the callers or patients if needed.

There is a network of around 1000 state of the art ambulances operational across Maharashtra capable of providing competent care for the sick or injured in emergency medical situations. All ambulances are manned by Bachelor of Ayurvedic Medicine and Surgery (BAMS) doctors who are trained for Emergency situations. These EMS professionals will respond to emergency calls, performing medical services and transporting patients to appropriate hospitals as required. All professionals working with MEMS are certified by Symbiosis International University.

BVG helped the Maharashtra state to achieve medical emergency response time of 18:41 minutes in Urban and 22:15 minutes in rural areas. Trainings are imparted to all the professionals including Doctors, Drivers and all other ERC personnel. The training centres are equipped with advanced training material, including state of the art infrastructure, simulated manikins and world class equipment. These trained professionals provide calming reassurance to distressed patients, relatives and bystanders prior to and during transportation to hospital's casualty room. Thus providing 24/7 pre-hospital emergency medical service across the state during which most fatalities occur.

OVERVIEW OF THE FACILITY MANAGEMENT PROJECTS IN INDIA

Facility management related to Gardens and Landscapes in India is largely undeveloped and does not have a clear structure. Increasing Urbanization, construction of roads and gated communities present an opportunity for the growth of the gardens and landscapes segment. High value projects such as the Bharat Mala infrastructure scheme is slated to pump in ₹ 3,430 billion for the construction of roads between Fiscal 2019-Fiscal 2022. India is home to a young population and the country is witnessing changing lifestyles with increasing preference towards leisure and awareness about protecting the environment. Construction of landscapes on roadsides, play area/parks on gated communities and gardens/green spaces urban areas to improve living standards will bode well for the market.

The Atal Mission for Rejuvenation and Urban Transformation (AMRUT) is a key initiative addressing the need for Gardens and Landscape projects. A total of 482 cities have been identified under the AMRUT scheme which includes 60 from UP, 59 from West Bengal, 43 from Maharashtra, 32 each from MP and Tamil Nadu, 31 each from Gujarat and AP, 28 from Rajasthan and 27 from Karnataka among others. One of the key focus areas of AMRUT is the creation of parks and gardens in cities with a population of over 1, 00,000 people. The scheme is designed to be executed in phases for swift completion of projects.

Apart from the government projects, the scope for gardens and landscaping projects lies in residential and commercial segments where recreation facilities are a growing trend since there is lack of greenery in urban cities. The growth of residential segment will subsequently lead to increase in gardens and landscaping projects since gated communities include recreational parks and gardens in their project outlay. The introduction of smart cities and increased residential activity in Tier 2 cities will complement the growth of this segment.

The Facility Management Projects market has witnessed trend of introduction of newer verticals presenting unexplored opportunities. The supply of Electrical Vehicles (EVs) is one such opportunity. Mahindra & Mahindra (M&M) has geared up to supply 9,500 EVs to the Energy Efficiency Services Limited (EESL) M&M already has tie-ups with Ola to build an electric mass mobility ecosystem in Nagpur and is set to collaborate with Uber to supply e20 plus hatch and e-Verito Sedan to be operated in Delhi and Hyderabad.

Potential of Gardens and landscaping in India

Increase in residential spending and investments in Infrastructure create a tremendous potential for gardens and landscaping in India. Urbanization has led to increase in residential projects in the country and the urban population is expected to reach 583 million by 2030. The demand for residential space is growing at a high rate due to urbanization. Top eight cities namely Chennai, Hyderabad, Mumbai, Kolkata, Delhi, Bengaluru, Pune and Ahmedabad are expected to contribute for most of the housing demand. Gardening and Landscaping offer an untapped opportunity of over US$ 45 billion in India.

The Atal Mission for Rejuvenation and Urban Transformation scheme was launched by Prime Minister Narendra Modi in June 2015 with the focus to establish infrastructure that could ensure adequate robust sewage networks and water supply for urban transformation by implementing urban revival projects. It is the key initiative addressing the need for gardens and landscape projects under which a total of 482 cities have been identified. BVG has extensive capabilities in agriculture, horticulture, garden development and farm management. As at March 31, 2021, BVG maintains over 2.2 million square feet of landscaping and gardens daily. BVG has experience of developing over 15 types of gardens, five lakes and has maintained 425,000 plants.

Due to high Municipal budgets the Tier I cities offer the highest potential in the coming years. Lack of open spaces for development of gardens and parks will hinder growth in the long term however maintenance of existing parks will create demand. Green space is one of the key criteria in most of the planned Smart cities, Tier II cities offer the highest potential since the scope for landscape and gardens is high. Government initiatives like AMRUT providing funds for creation of parks further creates demand. Planned Smart Cities like Amaravati present tremendous opportunity to create public open spaces from inception to avoid overcrowding. Tier III cities present low opportunity currently due to focus on more imminent development requirement such as roads, electricity and other basic infrastructure. However in the long term more funds will be allocated to Tier III cities as a result of urbanization. Public leisure spaces have gained popularity in Tier III cities and will present excellent opportunity in the longer run.

Development potential of parks and landscaping in Indian cities- Market Potential

Due to high Municipal budgets the Tier I cities offer the highest potential in the coming years. Lack of open spaces for development of gardens and parks will hinder growth in the long term however maintenance of existing parks will create demand. Green space is one of the key criteria in most of the planned Smart cities, Tier II cities offer the highest potential since the scope for landscape and gardens is high. Government initiatives like AMRUT providing funds for creation of parks further creates demand. Planned Smart Cities like Amaravati present tremendous opportunity to create public open spaces from inception to avoid overcrowding.

Educational and Religious institutes also provide ample opportunities for Facility Management companies. Currently the country has 383 State Universities, 123 deemed universities, 47 central universities, 296 private universities and over 36,000 colleges. BVG has a strong foothold in the education sector and it has/had offered facility management services to various educational institutions.

India is known for its religious and historic sites with lot of places like Agra Fort, Taj Mahal, Qutub Minar, Red Fort, Statue of Unity, Shirdi, Golden Temple, Ravi Shankar Ashram, Tirupati Venkateswara Swamy temple, Somnath Temple, Baba Ramdev Ashram, and Sai Baba Ashram. BVG is one of the few companies that provide services to religious institutions such as temples.

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Overview of rural electrification in India

India had the world's largest un-electrified population in 2014. Nearly 18,452 villages were identified as having no access to electricity and the then newly formed government laid plans to achieve 100% rural electrification in 1,000 days. The last village to be electrified was Leisang, Manipur on 28th April 2018. The government launched the Deen Dayal Upadhyaya Gram Jyoti Yojana (DDUGJY) in 2015 to achieve 100% rural electrification. The earlier scheme Rajiv Gandhi Grameen Vidyutikaran Yojana (RGGVY) was subsumed by DDUGJY. The DDUGJY was launched at an estimated project cost of ₹ 760 billion focused on feeder separation and strengthening of sub-transmission and distribution infrastructure to enable 24x7 electricity to rural households and to have metering at all levels. The Central government declared a grant of ₹ 630 billion to bring this project into a reality.

Details on budgets/outlays earmarked/sanctioned by government toward rural electrification

In the Fiscal 2017-18 budget, the government allocated ₹ 48.43 billion towards rural electrification aiming at 100% electrification of rural households by May, 2019. Under the Government of India's Street Lighting National Programme (SLNP) over 2.1 million conventional street lights have been replaced with LED street lights across the country. The newly installed lights have led to brighter streets, feeling of enhanced safety and security among the residents and motorist. The installation of LED street lights have resulted in tremendous savings of 295 million unit kWh annually and has avoided capacity of over 73 MW and reduction of 0.2 million tonnes of Carbon di-oxide (CO2) annually. The project has been implemented across 23 states and union territories. Rajasthan, Andhra Pradesh, Uttar Pradesh, Delhi, Gujarat and Goa are the top states to have replaced the highest number of street lights.

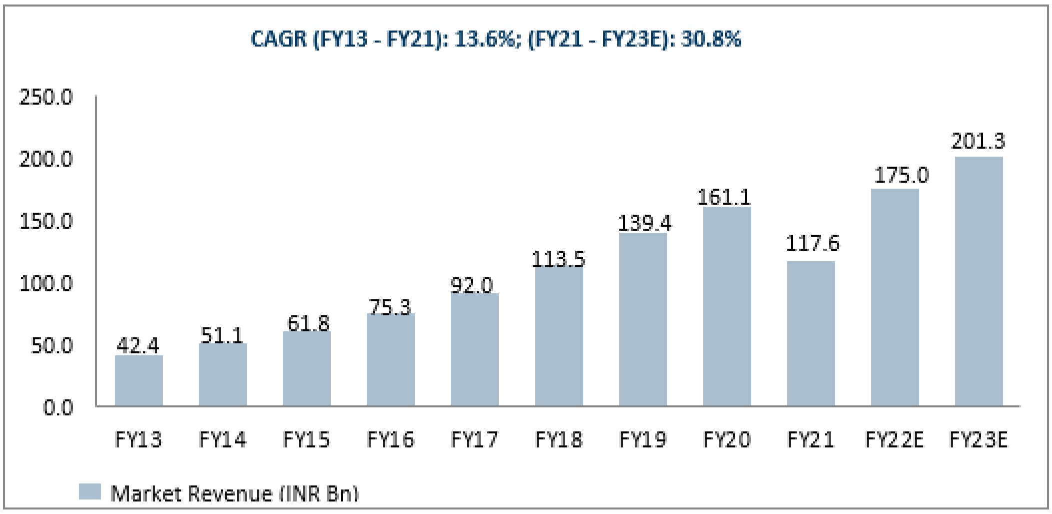
CORPORATE CATERING SERVICES

The corporate catering services market has shown rapid growth in the recent past catapulted by the high growth of the Indian economy. Increasing investments in sectors such as services, industry and education has fuelled the growth of this market. With the increase in number of industries and offices in semi-urban areas the travel time to get to offices has also increased. This has created a need for on-site kitchens. The on-site kitchen model is favoured more as compared to the off-site kitchen model as the former model saves more in transportation, packing charges, fuel, manpower cost, etc. Another advantage is that primary investment in on-site kitchen is nominal in contrast to the off-site kitchen model. On-site kitchen model provides various benefits to employees such as the option to choose from the Menu, availability of food at all the time during working hours, hot food served at request and the employees have to spend less time waiting for food to be delivered thus resulting in increased efficiency.

Globally reputed players such as Sodexo, ISS, Compass, and Aramark (Quess Corp Limited) have cemented their places in the Indian corporate catering industry by acquiring local firms and now lead the market. The unorganized players in the corporate catering services are small scale players who do not have a proper license and do not go by the norms set by the government. The unorganised sector in the corporate catering industry is more pronounced in small scale corporate offices. However, the organised players have an opportunity to gain more market share in the smaller cities since the unorganized companies are not able to expand their operations. Furthermore, the inspections of food safety laws and health issues have become even more stringent currently. The organised players have an advantage with regards to compliance to regulations and safety norms.

Current market opportunity and forecast

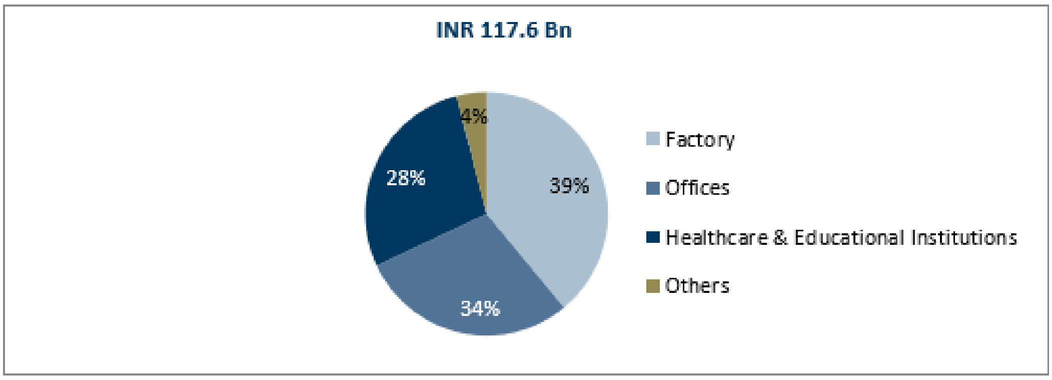
Corporate Catering Services Market in India, Fiscal 2013 - 2021, Fiscal 2021-Fiscal 2023E



Source: Frost & Sullivan Analysis

The Corporate Catering market in India is estimated at ₹ 117.6 billion in Fiscal 2021. The market grew at a high CAGR of 22.0% from Fiscals 2013-2019. However, the COVID-19 pandemic hit the Fiscal 2021 market and the market is expected to revive slowly in next two years. Rapid urbanization, economic growth and increasing demand from manufacturing and sectors are key drivers of the market. On-site kitchen models are in high demand in the corporate sector since employees prefer the on-side model. Factory and offices comprises of 73% of the annual market demand for corporate catering. Segments like healthcare and educational institutions account for the rest (28%) of the market share.

Market Share by End-user Sectors, Corporate Catering Market, India, Fiscal 2021



Source: Frost & Sullivan Analysis

Factors such as food price inflation, supply chain and sourcing practices and food safety laws will be key drivers of the market. The market is estimated to grow at a CAGR of 30.8% to reach ₹ 201.3 billion by Fiscal 2023.

Key Trends

Industrial corridors lead to increase demand for Industries

Industrial, healthcare and commercial office are the three key end-user markets for the corporate catering services industry. The industrial customers guarantee food orders of minimum predefined sizes, have higher consumption and presence at remote places, and also provide price subsidization for employees. The growth of industries with introduction of Industrial corridors and push by make in India initiative will lead to higher growth rate of the CC industry.

Shifting of office spaces to semi-urban areas

The office segment is moving to the semi urban cities as the software parks and BPO offices are now being set up away from the cities. Due to this and higher disposable incomes of this segment, there is higher demand for the CC industry. The trend of moving offices to semi urban areas bodes well for the CC market since consumers would prefer.

Awareness towards Health will create need for customization

As the corporate catering services market goes forward, more focus will be on healthier foods which also comply with the safety norms. Particularly in the case of healthcare and educational institutions, factors such as customization of menu and nutritional value apart from price and quality will be the deciding factors to win contracts.

Integrated Service providers to boost organized sector

In the upcoming years, customers will mostly prefer the integrated service providers with good compliance and food safety track record to steer clear of the risk of non-compliance. This will help the organized segment to penetrate the market faster as compared to the unorganized sector.

Industry Challenges

Key Industry Challenges, India, Fiscal 2021

Challenges	Impact
Growing numbers in the un-organized sector	• The number of unorganized companies are increasing in the tier 2 cities and building tough competition for the organized companies. The major reason for this is that the small and medium scale industries and corporate parks in sub-urban areas prefer services from small companies from the unorganised sector to minimize their costs
Price Wars	• Many companies from the unorganized segment do not comply with the official standards and offer their services at cheaper costs which results in price wars. These price wars along with tight competition result in unfair market practices. The end users lose confidence due to unprofessional activities.

Source: Frost & Sullivan Analysis

Drivers

Shift to semi urban areas – The number of commercial places that are being set up in the semi urban areas is increasing. Remoteness from the urban areas and higher disposable incomes of this segment will increase the demand for the CC industry.

High Growth in the number of commercial places – A high growth in the number of commercial places will be witnessed in the upcoming years. This will fuel the growth of the corporate catering market.

Recurring demand from the industrial segment – Due to the large number of employees, the industrial segment guarantees a minimum threshold of the size of food order. The growth of the industrial segment backed by initiatives like make in India is expected to drive the CC market.

Food Price Inflation - Rising food prices and increasing complexity of food service management for a large number of people has given rise to the outsourcing rate for corporate catering services.

Restraints

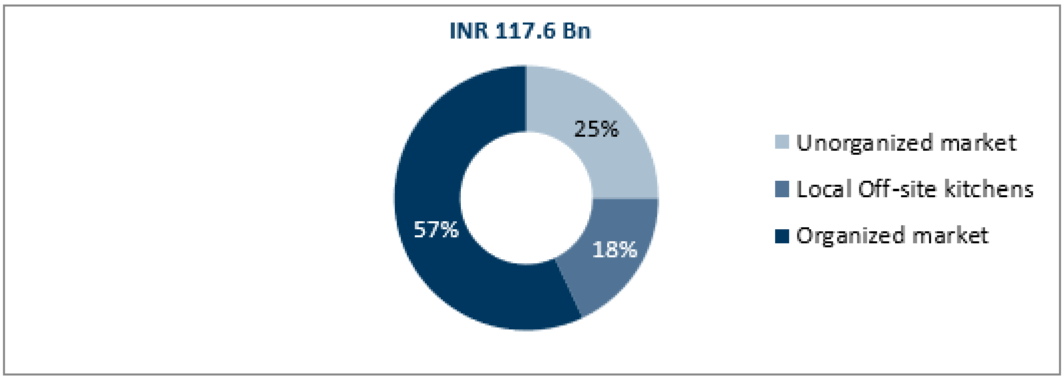
Food Safety Laws - Strict food safety laws and their inspection do not bode well for the unorganised sector. It also poses a challenge for players in the organized sector but they are at a better position by having better food safety track record.

Increased focus on nutrition – A high number of end-users of the Corporate Catering market place immense focus towards nutrition and quality of food that is being provided. Therefore, they prefer on maintaining their own food services department. Especially in the hospital segment, on-site kitchen is more preferred to maintain dietary protocols and hygiene. This can hinder the growth of the corporate catering industry.

***Absence of minimum food guarantee in the office segment*t –** The number of employees in the office segment is quite low as compared to the industrial segment. Therefore, there is no minimum food guarantee and this does not encourage the CC services market in the office segment.

Competitive landscape and major players

Corporate Services Market, Competitive share, India, Fiscal 2021



Source: Frost & Sullivan Analysis

The CC market is highly fragmented and nearly 27% of the market share is occupied by the unorganized players. Nearly 18% of the food services are catered to by off-site kitchens run by local contractors. Sodexo, ISS, Compass Group and BVG account for 21.3% of the market share. The key participants in the organized sector are Sodexo, ISS, Compass and Chef on Wheels (Quess Corp Limited). The industry has witnessed a trend of acquisitions over the past few years with major companies making acquisitions to strengthen their foothold.

MUNICIPAL WASTE MANAGEMENT (MWM)

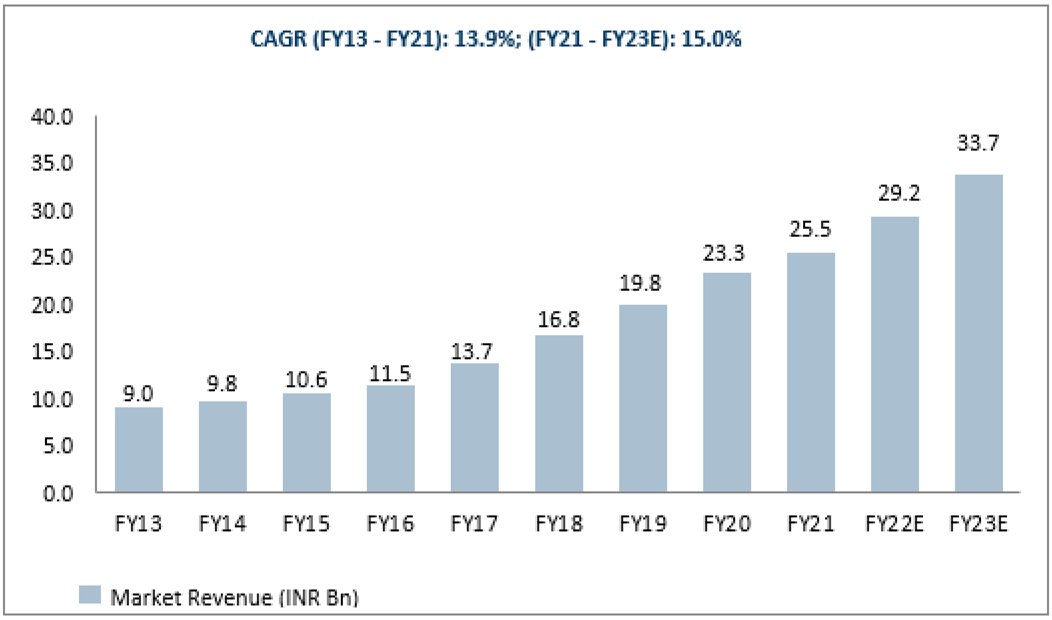
There has been an evident increase in the number of PPP projects in the waste management sector in recent times. Private collaboration have proved successful in recent times for example Jaipur moved from its clean cities ranking of 20215 in 2017 to 29 in 2020 after the state outsourced door-to-door collection activities to BVG. The company also does waste-management at several places including Pimpri-Chinchwad and Shirdi among several other places.

Municipal waste management (MWM) is an aggregation of processes involving the generation, storage, collection, segregation, transfer and transport, processing and disposal of solid waste in a compatible environment in accord with the best principles of public health, economics, engineering, conservation, aesthetics, and other environmental considerations.

Current market opportunity and forecast

The Indian municipal waste management sector is expected to touch ₹ 33.7 billion by Fiscal 2023. In the period Fiscal 2021-Fiscal 2023 the market size of this sector is expected to increase at a Compound Annual Growth Rate (CAGR) of 15.0%. The High Powered Expert Committee of the Government of India (HPEC) projected an estimate of ₹ 485 billion urban investment requirement for the 20-year period from 2012-13 to 2031-32.

Municipal Waste Management Market, India, Fiscal 2013-2021, Fiscal 2021-2023E



Source: Frost & Sullivan Analysis

The rapid urbanization and high growth rate of population are the major contributors to waste generation in the country. The population of India is anticipated to be about 1,823 million by 2051 and generate about 300 million tons per annum of municipal waste, requiring around 1,450 km2 of land for waste disposal. The current rate of waste generation is 0.1 million metric tonnes per day. Currently, India has insufficient waste infrastructure and increasing rates of solid waste generation per capita is a matter of concern.

Key Trends

Smart Waste Management

The government's flagship programmes such as "Swachh Bharat Abhiyan" initiative and "Clean India Mission" are profound initiatives towards the vision of having a clean country. Many projects are setup to create products such as solar-powered trash receptacle and trash compactor that alerts sanitation crews of municipal authorities filled completely.

Smart sorting and separation of waste

The Internet of Things (IoT) is a new generation technology which is adopted to automate the process of waste sorting and separation processes .The devices send signals through sensors and interact with the web-based system informing the waste segregators that process is completed. This is a faster and increases efficiency in the long run.

Decentralised waste management

The Decentralized Solid Waste Management (DSWM) is widely adopted in recent years as it provides a clean environment and hygienic living condition by reducing the quantity of waste at source. Small waste management centres, known as Integrated Resource Recovery Centres (IRRC) are engaged in collecting, transporting and processing around two to 20 metric tons of waste from the locality. This is a sustainable and financially viable system that also helps to improve the quality of life and working conditions of the waste pickers. Many bulk waste generators such as large industries, hotels, IT companies and some forward looking municipal corporations have adopted various decentralized waste management solutions as a part of their overall waste management strategies.

Increasing focus on waste to value

Waste management sector has now picked up momentum with new ideas and smarter waste management system coming into play with adequate risk assessment. The recent policy changes with openings to new technologies and their validation is a definite progressive step to the waste management sector.

Improved investment climate towards the waste management sector

The investment climate in the waste management sector has increased in recent years. The 12th Finance Commission (TFC) directed about 50% of the ₹ 10 billion (US$ 167 million) annual grant-in-aid for Urban Local Bodies in order to allocate funds towards development of solid waste management schemes through Public Private Partnership (PPP). The provision of funds under SWM sector has also increased by the Finance Commissions during the last three terms. The 12th Finance Commission provided ₹ 25 billion (US$ 416.7 million), while the 13th Finance Commission has provided ₹ 93 billion (US$ 1,550 million).

Transforming competitive landscape

There has been rise in competitive landscape of waste management services with incoming new players from private organizations and rising start-ups. Major Private Companies offering MWM services ranging from collection and transportation, treatment and disposal and integrated waste management services are considered a part of the organized sector. This trend is expected to grow with the rise of urbanization.

Drivers

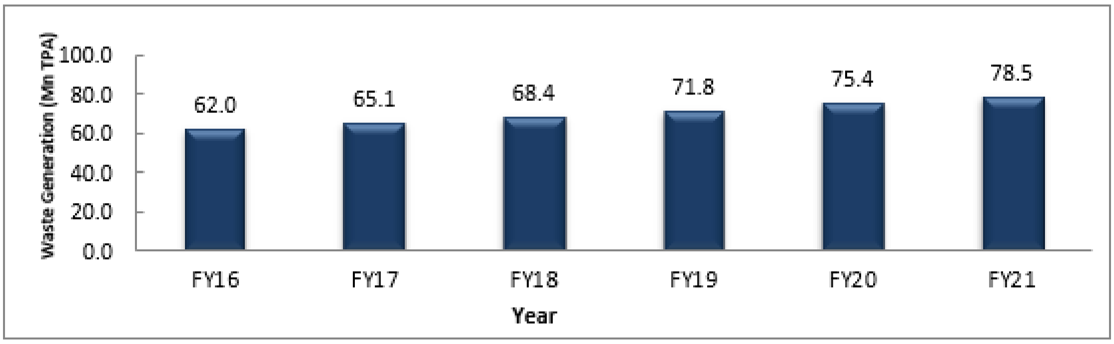
Government support through flagship programmes

The Government of India has acknowledged that waste management is one of the pressing issues and has adopted policies and initiatives under its initiatives such as the Smart City Mission and the Swachh Bharat Mission to deal with the problem. Several ministries and institutions have taken step towards waste management given the urgency and importance of it in the current scenario. Institutions such as these have approached private players through contractual agreements to increase private sector involvement in this sector.

Increase in waste generation due to increasing population

Increasing population in urban centres is affecting the waste management services sector. The population of urban India was 377 million in 2011 and the urban area population increased to 449.5 million in 2018. About 385 million people residing in urban area generated 72 million tons of MSW per annum currently and it is projected that the urban centres will generate 165 million tons of waste annually and by 2050 it could reach 436 million tons.

Waste Generation, in Million TPA, India, 2016-2021



Source: Frost & Sullivan Analysis

Increased awareness towards waste management

In the present scenario, the citizens are much more aware of the acute problem of waste generation in the country. The awareness of waste management is widely spread in urban areas. Social initiatives such as drives and rallies are quite popular in communities and localities that motivate people and inform them about segregation of wastes at the inception at their homes. Also, skill training is provided for garbage collectors to improve the process of collection. These initiatives would further drive the municipal waste management services market and make the process of collection of garbage simpler.

Technological advancement in waste management services

The growing technological advancements in municipal waste management services is a major driver of this sector. New technological tools and treatment technologies for garbage collection and mechanical segregation are adopted for simpler and faster execution of the process. Moving forward the adoption of newer technologies will help in better management of waste and will play a pivotal role in the coming years.

Restraints

Lack of availability of data on waste management

Due to lack of availability of primary data such as per capita waste generation, inadequate data on waste characteristics, and influence of informal sectors, different analysis and reports give different values and projections. Therefore, it is difficult to assess the land requirement and select appropriate treatment/disposal techniques. This is a major restraint that hinders the growth of the sector and affects decision making processes.

Poor acceptability of new technologies to serve the waste management sector

The adoption of new technologies in the municipal waste management sector is difficult. These state of the art technologies are expensive and require high maintenance. Proper skill training is required to be incorporated for garbage collectors. The common households are unaware of the scientific and safe disposal of waste. In turn, the ULB with unskilled labour are prone to dump the waste in open lands, sewer drains, and water bodies.

Lack of appropriate level funding

With the population growth, the challenge is to provide adequate infrastructure in urban area. The overflow of landfill sites in metropolitan cities and inadequate financial support has aggravated the problem. The ULBs are void of adequate infrastructure due to financial crunch. The sector is planning to bring in efficiencies through private sector participation, however, the private parties are not provided to access market based/ debt finance for the projects from banks and financial institutions.

Competitive Landscape and major players

Private companies operating in the organized sector offer wide range of services including collection and transportation, treatment and disposal and integrated waste management services. Waste pickers, traders and junk dealers form the unorganized sector and are engaged in collection of recyclables such as paper, plastic, glass etc. and sell them to the recycling industry. The market has 20 to 30 companies offering various services with the presence of several infrastructure companies and environment services companies.

Competitive Structure, India, Fiscal 2021

Measurement Name	Measurement
Number of companies in the market	30-40 players
Type of competitors	Environmental infrastructure and consulting companies such as Ramky Enviro, Antony Waste etc.
	Infrastructure companies such as IL&FS
	Waste-to-energy and composting technology providers such as Selco International

Measurement Name	Measurement
	Logistics companies such as Boomika Transport
Tiers of competition	Competitors can be categorized into two tiers – national and local. National participants are large infrastructure and environmental services firms. Local participants are largely the transport companies and small firms involved in making compost.
Key end-user groups	Municipalities, Fertilizer companies, state electricity board, private power producers etc.
Key competitive factors	Local presence facilitates ease in operations, better situation handling, and smooth interaction with the local bodies.
	Experience in managing large infrastructure projects in water, power, and other environmental sectors
	Project management and execution capabilities as MSWM involves collection and transportation, treatment and disposal, and recycle
	Financial capability for high capital investment such as heavy equipment and machinery

Source: Frost & Sullivan Analysis

Ramky Enviro, BVG, UPL Environmental Engineers, A2Z Infrastructure, SPML Infra, Antony Waste and IL&FS are the top companies. Other notable players are Metro Waste, Terra Firma, and Hanjer Biotech. BVG is one of the key players in the market offering end-to-end solid waste management solutions and it managed nearly 2,430 tons of waste every day till 31 March 2021, with 2,733 tons managed in three months up to 30 June 2021.

The market is dominated by local players but also has presence of several MNCs. International players operate through partnership models for example Antony waste set up a waste processing and disposal facility in collaboration with Lara Central De Tratamento De Residuos LTDA, a Brazilian company. Some of the other notable MNCs that have direct or indirect presence in the country are CGEA Asia Holding from Singapore and Swiss Hitachi Zosen Inova. Technology providers for WTE plants such as Covanta Energy and Wheelabrator in the USA, Martin in Europe, and vendor credit agency KFW from Germany.

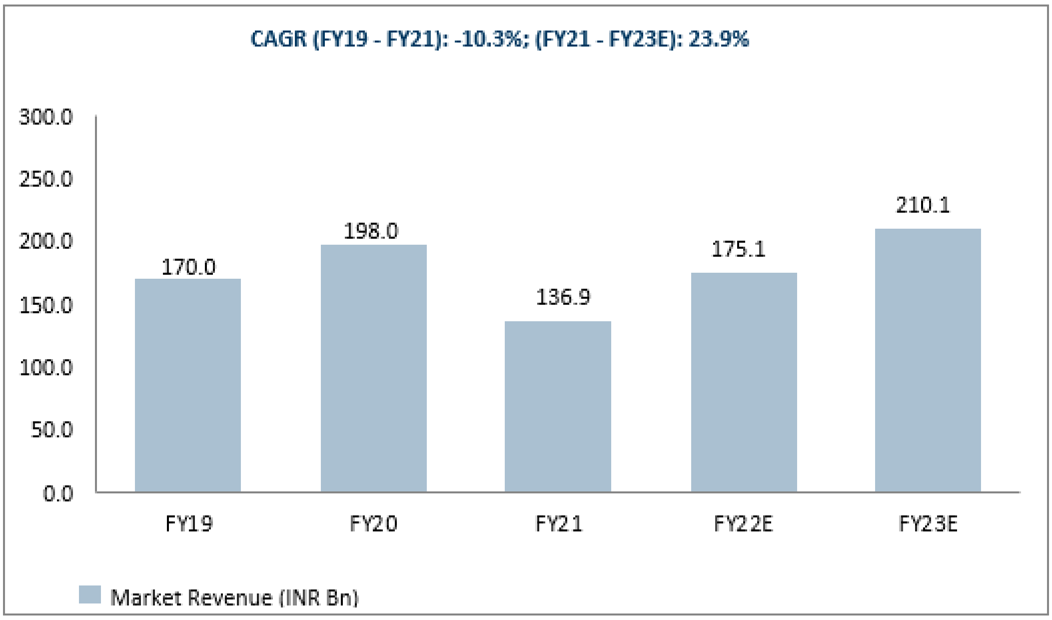
SPORTS EVENT MANAGEMENT

Sports Industry in India

Sports are regarded as one of the largest industries globally in terms of employment and revenue. In developed countries, sports contribute around 2% to 4% of the total employment. A diverse range of professions like athletes, coaches, trainers, event managers, coordinators of sports organizations, program and facility managers, sports event planners and managers, etc. are the careers in sports. The sports sector in India has witnessed a number of recent developments, which have contributed to its significant growth. Although cricket continues to be the leading sport in the country, other sports have also garnered sizeable interest over the past few years. Establishment of new leagues in football, hockey and less recognized sports such as Kabaddi is changing the face of Indian sports with players getting a global stage to showcase their talent.

Growth in Sports Industry

Sports Industry Market Size, India, Fiscal 2019-2021, Fiscal 2021-2023E



Source: Frost & Sullivan

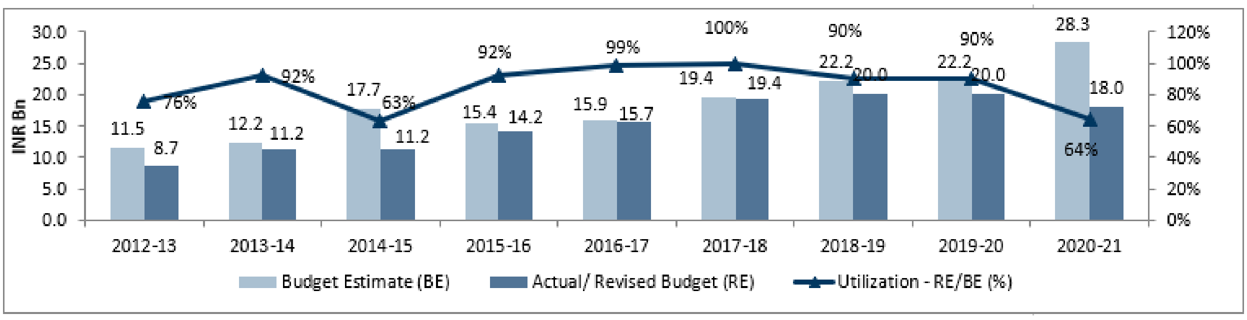
The growth of sports industry in India has been aided by numerous key factors such as the deep penetration of affordable internet facilities further resulting in a surge of digital engagement and the rise of fantasy sports. India has witnessed massive growth of franchise based sporting leagues, with 10 new leagues existing in the country. The “IPL-model” that was replicated into other sports such as football, kabaddi, hockey, volleyball, and badminton among others seems to have done wonders. For some like football, the private league formula has helped in improving an overall viewership count, in others like Kabaddi and

Volleyball; it has taken a new lease of life. Government initiatives like Khelo India also have inspired many potential individuals to take up sports.

The overall market size for sports in India is expected to grow at a CAGR of 23.9% (Fiscal 2021-Fiscal 2023) to reach ₹ 210 billion by Fiscal 2023. The rise in popularity of sports and the frequent hosting of large sporting events in India provide ample business opportunities for corporates as well as facility management firms.

Budget allocations from Ministry of Youth Affairs and Sports

Historic Budget Allocation and Utilization, India, 2012-2021



Source: Ministry of Youth Affairs and Sports, Union Budget 2018-19, Frost & Sullivan

Khelo India School Games (KISG), 2018

- The first Khelo India School Games, 2018 were held during 31st January to 8th February, 2018.
- 3507 Players from 29 States and seven Union Territories participated in the event. Support staff at KISG included 875 Coaches and 578 Managers.
- Technical conduct is done by 578 nationally and internationally certified Technical Officials.
- 868 Volunteers participated in the event
- Accommodation was provided in various Hotels through M/s. Thomas Cook India

Khelo India Youth Games, 2020

The Khelo India School Games returned back in 2020 with much fanfare, and a new name – Khelo India Youth Games (KIYG). The Event was held in Indira Gandhi Athletic Stadium, Guwahati, Assam from 10th January 2020 – 22nd January 2020. It was part of the revamped national programme for development of sports - Khelo India, saw 10,000 participants, which included 5,925 athletes. The 2019 Khelo India Youth Games team included 1,096 support staff, 893 technical officials, 36 chef-de-missions, 1010 volunteers and 1,500 officials, who came together to successfully conduct the sporting event.

KIYG has standardised the sporting curriculum all over the country as more and more schools joining the event. This initiative will lead to bringing the sports at the grassroots with both schools and pupils getting an incentive and opportunity to be part of this movement. Government will continue to support the development of sports through initiatives like Khelo India. This offers huge opportunity for FM companies to offer services like accommodation, catering and transportation during the programme.

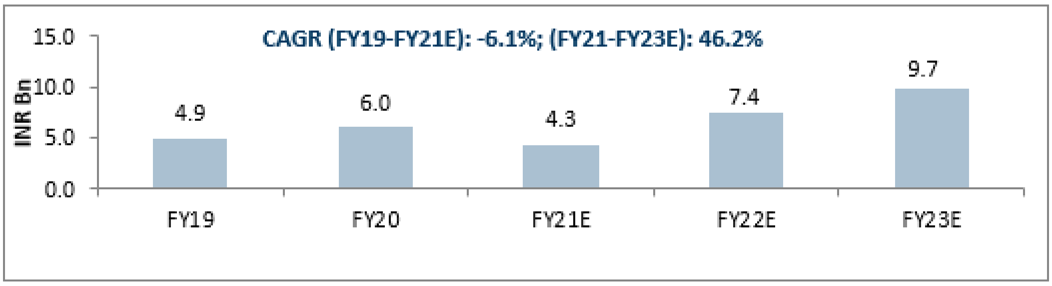
BVG won the KIYG 2019 contract outbidding other leading players in the process. The KIYG 2019 was the biggest sporting event of the country held at the Balewadi sports complex, Pune since the Commonwealth Youth Games in 2008. 9,000 participants, officials and fans are being provided with three full-course meals per day by BVG.

BVG ensured everything from food and beverage to logistics goes on seamlessly. It was awarded the contract for Khelo India as it stood as most technically qualified bidder. It won the bid though participated for the first time as its strength lies in managing transport services, accommodations and catering. It has managed accommodation for 3000 people per day and provided 300 vehicles per day. It also provided catering to over 8000 people with three meals per day (breakfast, lunch and dinner). To keep this massive exercise rolling smoothly, 60 chefs, 200 kitchen helpers, and over 200 catering staff had worked at meeting the nutrition needs of the young players.

BVG ensured its officials are the ones picking up the raw materials that go into cooking which they have either cultivated or purchased from various food corporations giving them the much-needed certification. The major grains, spices and water used during the event have been procured in-house by BVG. BVG generated a turnover of ₹ 280 million in 15 days of the event.

Overall FM Opportunity in Sports events

Total FM Market Opportunity in Sporting Events, India, Fiscal 2019-Fiscal 2020, Fiscal 2020-2023E



Source: Frost & Sullivan

India has witnessed massive growth of franchise based sporting leagues in cricket, football, kabaddi, hockey, volleyball, and badminton among others. The Ministry of Youth Affairs and Sports is developing sports facilities and encouraging sporting talent in India by creating infrastructure and capacity-building to enable international competitiveness. The rise in popularity of sports and the frequent hosting of large sporting events in India provide ample business opportunities for corporates as well as facility management firms. Indian sports are expected to offer an overall opportunity of ₹ 9.7 billion for FM services in India by Fiscal 2023.

BEACH DEVELOPMENT AND CLEANING

Beach Environment and Aesthetic Management Services (BEAMS) programme

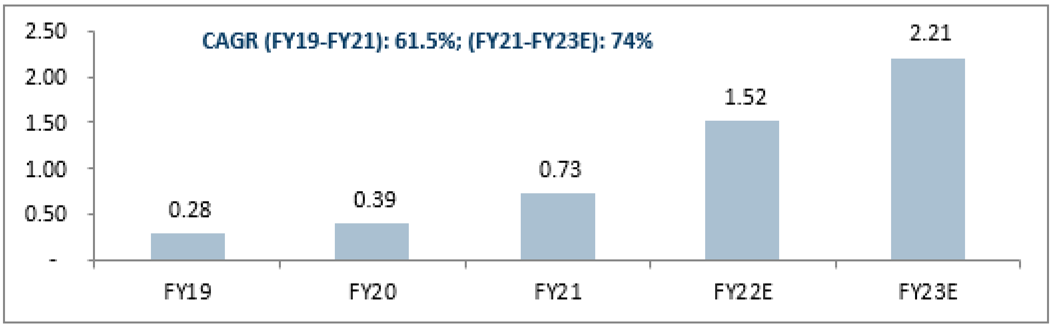
The Ministry of Environment, Forestry and Climate Change ("**MoEF&CC**") has initiated a Beach Environment and Aesthetic Management Services Programme (BEAMS) in the year 2018 through its Society of Integrated Coastal Management (SICOM). SICOM is the National Project Management Unit of India in strategic planning, management, execution, monitoring and successful implementation of the ICZMP-Phase-I, which is funded by the World Bank. BEAMS is an initiative to control pollution, beatification and development of beaches in India and to aspire & achieve high international standards of cleanliness and facilities in India. Also, this programme helps to prepare and develop Indian beaches for Blue Flag Certification. Under this programme, basic facilities for beaches is being developed such as security and surveillance, changing rooms, toilets, water kiosk, solid waste management system, waste water treatment plant, information centre, information boards, etc. Apart from development and maintenance, the program also creates awareness camps on environmental education and importance of beaches. Process for beach nomination is carried by the respective State/ UTs and contractors.

The select 13 beaches nominated for this program include - Shivrajpur (Dwarka) Gujarat, Ghoghla (Diu) Daman and Diu, Bhogve (Sindhudurg) Maharashtra, Miramar (Panjim) Goa, Padubidri (Udupi) Karnataka, Kappad (Kozhikode) Kerala, Emerald (Karaikal) Puducherry, Mahabalipuram Tamil Nadu, Rushikonda (Vishakhapatnam), Andhra Pradesh, Chandrabhaga (Puri) Odissa, Tajpur (Purbi Midnapur) West Bengal, Radhanagar (Havlock) Andaman Nicobar and Bangaram, Lakshdweep.

Market Opportunity

The market is expected to grow at a rate of 67.6% from Fiscal 2019 to Fiscal 2023E reaching ₹ 2.21 billion in Fiscal 2023. There is a tremendous opportunity for the FM companies and other third parties to address this market.

Beach Development and Maintenance, India, Fiscal 2019-Fiscal 2021; Fiscal 2021-Fiscal 2023E



Source: Frost & Sullivan Analysis

Tamil Nadu, Andhra Pradesh, Orissa, Andaman & Nicobar, Kerala and Gujarat are the leading states who are currently focusing on beach maintenance and development activities. Further there is a huge potential emerging from Rushikonda, Radhanagar (Andaman), Golden Beach amongst others. The key players in beach maintenance and Development segment are BVG, Eureka Forbes Limited, A2Z Infrastructure Limited.

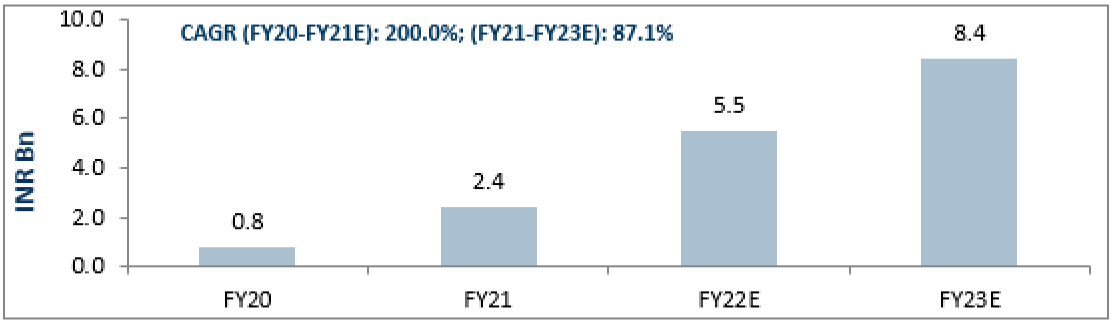
In July 2018, BVG was awarded two projects by SICOM for cleaning Rushikonda beach (Vishakhapatnam) and Golden Beach (Puri), as a part of beach development program to achieve Blue Flag Certification. BVG carried out Pollution abatement services and proper planning was undertaken for development of the beach. Infrastructure development of the beach was completed successfully by BVG in June 2019, post which the pollution abetment and safety services are been fully mobilized and are in the operational condition. Subsequently, BVG was awarded Radhanagar Beach (Andaman), for which the work was started in 2019.

ELECTRIC BUSES OPERATION AND MAINTENANCE

National Electric Mobility Mission Plan ("NEMMP") 2020

In 2013, as part of establishing a nation-wide fuel security and affordable greener alternative to conventional mode of public transport, India introduced the NEMMP 2020. Department of Heavy Industries, Ministry of Heavy Industries and Public Enterprises is the nodal agency for the sanction of funds for Electric vehicles.

Electric-buses operation and maintenance market, India, Fiscal 2021-Fiscal 2023E



Source: Frost & Sullivan Analysis

As the e-buses are deployed to respective state transports, the maintenance and operations is taken care by the respective departments. The market is expected to grow at a CAGR of 89.9% to reach ₹ 8.4 billion in Fiscal 2023. Considering emission and green environment norms across the globe, e-buses are the need of future. Usually the respective transport division appoints third party service providers for the maintenance and service of e-buses. There are some companies which are in the transport business and are currently dealing in operation and maintenance of CNG Buses in Delhi. BVG has keen interest in venturing in this business.

Generally State Transport Authority floats the tender wherein only manufactures can submit the bid. One of the leading automobile companies is participating in such tenders aggressively across the country, while BVG is in close contact with leading Automobile Company for operation & maintenance of the E-Buses. As per the government of India, all buses in the country are expected to switch over electric in next two years of time period. The government is not enforcing but is expecting this change to take place soon.

BVG has keen interest to be a major player in operation and maintenance of E-buses across India. Recently, BVG was awarded with the contract for 60 buses in Ahmedabad for operation and maintenance. BVG offers bouquet of soft, hard and specialized services. The company has committed and competent leadership management team equipped with depth industry expertise. With its wide reach and experience in dealing in multiple FM segments, BVG is likely to be one of the major players in the Electric Buses Operation and Maintenance segment in India.

OUR BUSINESS

Some of the information in this section, including information with respect to our plans and strategies, contain forward-looking statements that involve risks and uncertainties. You should read "Forward-Looking Statements" on page 13 for a discussion of the risks and uncertainties related to those statements and also "Risk Factors", "Restated Financial Statements" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on pages 21, 192 and 275, respectively, for a discussion of certain factors that may affect our business, financial condition or results of operations. Our actual results may differ materially from those expressed in or implied by these forward-looking statements.

Our fiscal year ends on March 31 of each year, and references to a particular fiscal are to the twelve months ended March 31 of that year. Unless otherwise indicated, the financial information included herein is based on our Restated Financial Statements included in this Draft Red Herring Prospectus. For further information, see "Restated Financial Statements" on page 192. Unless otherwise indicated or the context otherwise requires, financial information disclosed in this section that is based on or derived from the restated statement of profit and loss for the years ended March 31, 2019, 2020 and 2021 is with respect to our continuing operations, and financial information based on or derived from the restated statement of assets and liabilities as of the years ended March 31, 2019, 2020 and 2021, is with respect to our continuing and discontinued operations. For further information, see "Management's Discussion and Analysis of Financial Condition and Results of Operations – Presentation of Financial Information – Discontinued Operations" on page 277.

In this section, unless the context otherwise requires, a reference to "our Company" is a reference to BVG India Limited on a standalone basis, while any reference to "we", "us", "our" or "Group" is a reference to BVG India Limited on a consolidated basis.

Unless otherwise indicated, industry and market data used in this section has been derived from industry publications, in particular, the report titled "Assessment of Facility Management Services Market in India" dated September 2021 (the "F&S Report"), prepared and issued by Frost & Sullivan India appointed by us on April 8, 2021 and exclusively commissioned by and paid for by us. For further information on risks relating to the commissioned report, see "Risk Factors – 59. Industry information included in this Draft Red Herring Prospectus has been derived from an industry report exclusively commissioned and paid for by our Company for such purpose. There can be no assurance that such third-party statistical, financial and other industry information is either complete or accurate" on page 46. Unless otherwise indicated, all industry and other related information derived from the F&S Report and included herein with respect to any particular year refers to such information for the relevant calendar year.

Overview

We are one of India's largest integrated services companies (*Source: F&S Report*) with more than 54,000 employees as of June 30, 2021. In Fiscal 2019, 2020 and 2021, we served over 624, 590 and 582 clients, respectively, while in the three months ended June 30, 2021, we served over 490 clients in more than 100 cities across 20 States and five Union Territories in India. We had a leading market share of 6.4% in the integrated facilities management services ("**FMS**") market in India in Fiscal 2021 (*Source: F&S Report*) and our revenue from operations was ₹ 18,182.14 million, ₹ 19,301.17 million and ₹ 16,677.22 million in Fiscal 2019, 2020 and 2021, respectively. We offer a wide range of integrated services including soft services such as mechanized housekeeping, industrial housekeeping, manpower supply, security services and janitorial services, hard services such as electro-mechanical works and highway maintenance, and specialized services such as paint-shop cleaning and logistics management. We also provide beach development and cleaning services and also undertake the operation and maintenance of buses including electric buses. We offer these services to a diverse base of clients operating across sectors including industrial and consumer sector, transport and transit infrastructure sector, hospitals and healthcare sector, and to government establishments. We are among the few companies to also service religious institutions in India (*Source: F&S Report*). As part of our integrated services business, we provided railway station management services in 2019 and also provided accommodation and catering services for a major sporting event held in Pune in 2019 and Guwahati in 2020, a government-led sports initiative. In addition to integrated services and facility management services, we provide emergency response services for medical emergencies and police emergencies, and waste management services. We are the first company in India to be awarded contracts for providing emergency police response services (*Source: F&S Report*). In addition to these services, we execute facility management projects, mainly comprising gardening and landscaping services. By offering a wide range of services, we are able to cater to multiple service requirements, which has resulted in an extensive client base comprising established enterprises present across sectors. In Fiscal 2019, 2020 and 2021 and the three months ended June 30, 2021, we performed services for clients across over 35 sectors.

As of June 30, 2021, we serviced seven of our top 10 clients (by revenue in Fiscal 2021) for over five years. In Fiscal 2021, we serviced over 565 clients through our integrated services business, eight clients through emergency response services and 11 clients through waste management services. In Fiscal 2021, out of over 565 clients we provided integrated services to, 219 entities were engaged in the industrial and consumer sector, 32 in transport and transit infrastructure sector, over 70 in hospitals and healthcare sector, over 185 in other sectors, such as BFSI, education, residential and commercial retail and IT/ ITES, and 64 were government establishments (excluding those serviced under the other specified sectors). Further, in the three months ended June 30, 2021, we serviced over 475 clients through our integrated services business, six clients through emergency response services and 13 clients through waste management services. In the three months ended June 30, 2021, out of over 475 clients we provided integrated services to, 192 entities were engaged in the industrial and consumer sector, 31 in transport and transit infrastructure sector, over 50 in hospitals and healthcare sector, over 155 in other sectors, and 51 were government establishments (excluding those serviced under the other specified sectors). We provided more than 20 types of services under our integrated services business to these clients in Fiscal 2021 and the three months ended June 30, 2021. Under our integrated services business, key clients we have serviced in the industrial and consumer sector include Bajaj Auto Limited, Bosch Limited, Fiat India Automobiles Private Limited, Hi-Can Industries Private Limited, Patanjali Yogpeeth, UPL Limited, Hindustan Aeronautics Limited and a leading Indian automobile manufacturer. In the transport and transit infrastructure sector our clients include Chennai Metro Rail Limited, highway and transport authorities and have serviced various airports in different metro cities while in the hospitals and healthcare sector our clients include government hospitals across various cities. The government establishments we have serviced include the various judicial authorities, high courts, tax authorities, public works departments and residences of certain key constitutional functionaries in New Delhi. Key clients that we have serviced in other sectors include educational institutions such as Indian Institute of Technology – Patna, DY Patil University School of Pharmacy (Nerul, Navi Mumbai). We also serve various residential societies such as Aparna Sarovar Owners Welfare Society. Our client include major public sector undertakings in the oil, gas and power sectors. We also provide our emergency response services to the Police Telecommunication of Madhya Pradesh Police ("**PTMPP**"). Our ability to maintain quality standards while consistently expanding our service offerings to meet evolving industry requirements has resulted in longstanding relationships with our key clients.

Further, in the three months ended June 30, 2021, we operated in 20 States and five Union Territories in India, and as of June 30, 2021, operated 21 offices (including our Registered Office and Corporate Office). We are also in the process of identifying suitable opportunities for our business outside India. We have implemented the 'People Works – Human Capital Management' software, which handles our entire recruitment process for personnel designated supervisor and above, and also have processes to monitor employee performance, deployment and management of personnel, across all our offices and service locations. In addition, we focus on mechanizing delivery of our services, including by way of investing in technology and training our manpower to gainfully apply these developments to improve operational efficiency. We have extensive geographical reach for manpower sourcing and training and have three training centers across India as of June 30, 2021. We follow stringent quality standards and as of June 30, 2021, we have received several quality certifications for our management systems including ISO 9001:2015, ISO 14001:2015, ISO 45001:2018, SA 8000:2014 and OHSAS 18001:2007. We believe that our ability to deliver quality services to the satisfaction of our clients, has helped increase the scope of services we offer in terms of the geographies in which we operate and the type of services we provide.

Our Promoters, Hanmantrao Ramdas Gaikwad and Umesh Mane, have nearly two decades of experience in operating our business. They are supported by a qualified and experienced senior management team, which we believe has demonstrated its ability to manage and grow our operations organically. In addition, some of our key managerial personnel and senior managerial personnel have been with us for more than 10 years. We have also been supported by private equity investors such as 3i Group Plc.

Our business is based on a 'solution pricing' model and we seek to largely operate through output-based and/ or fixed billing contracts instead of on a cost-plus basis, which enables us to optimize resource allocation. Our profit from continuing operations was ₹ 692.21 million, ₹ 1,218.34 million and ₹ 1,073.69 million in Fiscal 2019, 2020 and 2021, respectively. Our total income was ₹ 18,298.45 million, ₹ 19,404.31 million and ₹ 16,745.82 million in Fiscal 2019, 2020 and 2021, respectively. Our EBITDA from continuing operations was ₹ 1,810.67 million, ₹ 2,526.76 million and ₹ 2,317.39 million in Fiscal 2019, 2020 and 2021, respectively, and EBITDA Margins (as a percentage of total income) were 9.90%, 13.02% and 13.84%%, respectively. Our ROE in Fiscal 2019, 2020 and 2021 was 11.92%, 17.42% and 13.75%, respectively, and ROCE in the same periods was 13.95%, 17.47% and 15.62%, respectively. In Fiscal 2019, 2020 and 2021, our Net Worth was ₹ 5,804.86 million, ₹ 6,994.92 million and ₹ 7,811.32 million, respectively.

Business Response to COVID-19

Governments around the world have instituted measures in an effort to control the spread of COVID-19. In India, the Government of India initially announced a country-wide lockdown starting on March 24, 2020, which has been subject to successive extensions since then.

During the first wave of the pandemic, there were strict lockdowns imposed by the Government of India and client locations were closed during such periods. Following lifting of lockdown, client facilities resumed operations in a limited operations. Accordingly, our revenue from operations decreased by 13.59% from ₹ 19,301.17 million in Fiscal 2020 to ₹ 16,677.22 million in Fiscal 2021. Between March and May 2021, due to an increase in the number of daily COVID-19 cases, several state governments in India re-imposed lockdowns, curfews and other restrictions to curb the spread of the virus. As a result of the detection of new strains and subsequent waves of COVID-19 infections in several states in India, our operations and client facilities are subject to further reinstatements of lockdown protocols or other restrictions.

The full extent to which the COVID-19 pandemic, or any future pandemic or widespread public health emergency, impacts our business, financial condition and results of operations is uncertain. Such effects will depend on numerous evolving factors that we may not be able to accurately predict, including the scope, severity, and duration of the pandemic; actions taken by governments, businesses and individuals in response to the pandemic; rate of vaccinations, the impact on our ongoing and proposed projects; disruptions or restrictions on our employees' and suppliers' ability to work, operate and travel as well as their business continuity plans; and any extended period of remote work arrangements. While we do not expect significant further reductions in the demand of our services, we continue to closely monitor developments relating to the COVID-19 pandemic and the effects they have on future economic conditions and on our business and operations closely. Any intensification of the COVID-19 pandemic or any future outbreak of another highly infectious or contagious disease may materially and adversely impact our business, financial condition, results of operations and cash flows. Also see, "*Risk Factors – 1. The continuing impact of the COVID-19 pandemic on our business and operations is uncertain and it may be significant and continue to have an adverse effect on our business, operations and our future financial performance.*" on page 21.

Competitive Strengths

One of the largest integrated services companies in India

We are one of India's largest integrated services companies (*Source: F&S Report*) with more than 54,000 employees as of June 30, 2021. In Fiscal 2021, we served over 582 clients in over 130 cities across 20 States and five Union Territories in India. In the three months ended June 30, 2021, we served over 490 clients in more than 100 cities across 20 States and five Union Territories. We had a leading market share of 6.4% in the integrated FMS market in Fiscal 2021 (*Source: F&S Report*), and recorded an increase in our EBITDA from continuing operations from ₹ 1,810.67 million in Fiscal 2019 to ₹ 2,317.39 million in Fiscal 2021. We have recorded higher profit margins than the FMS industry average in Fiscal 2021 (*Source: F&S Report*). We also recorded the highest revenue among our key competitors in the FMS business in Fiscal 2021, as set forth in the table below:

S. No.	Name of the Company	Fiscal 2021 Total Income (₹ billion)	Market Share
1.	BVG India Limited (consolidated)	16.75	6.4%
2.	ISS Facility Services India Private Limited	10.10	3.9%
3.	Updater Services Private Limited	11.20	4.3%
4.	Sodexo Facilities Management Services	9.10	3.5%
5.	Dusters Total Solutions Services Private Limited	7.20	2.8%
6.	JLL India Limited	7.45	2.9%
7.	CBRE South Asia Private Limited	5.80	2.2%
8.	OCS Group (India) Private Limited	4.70	1.8%

Source: F&S Report

We provide a comprehensive range of integrated service offerings across multiple sectors and are among select companies that offer a wide portfolio of soft and hard integrated services along with specialized services (*Source: F&S Report*). In particular, we are among the leading companies in specialized services for auto ancillary, including for providing paint-shop maintenance services that conform to international standards (*Source: F&S Report*). We are also among the select few integrated services companies that offer specialized services to hospitals including mechanized housekeeping, patient care, security services, staffing of ward attendants and nurses and emergency medical response services (*Source: F&S Report*). We have a strong presence in the education sector (*Source: F&S Report*) and we continue to provide various services including mechanized housekeeping, manpower supply, facility attendants and management, landscape and gardening services to a number of educational institutions in India such as the Indian Institute of Technology (Patna) and Delhi Public School (Nashik) which we have serviced in the past. We have consistently catered to government establishments and public sector entities making us a dominant player in the government facilities management segment, with expertise in infrastructure management services (*Source: F&S Report*).

We believe that our ability to provide a wide range of services to clients under a single contract and cater to clients across a wide range of sectors and locations, enables us to leverage economies of scale, and provide cost effective services to our client base. We believe this experience, track record and related brand equity also enable us to qualify for additional opportunities in the form of collaborations and evolving outsourcing requirements, allowing us to benefit from early-mover advantages in various other segments. For instance, we stood as the single qualified bidder in offering Emergency Medical services (*Source: F&S Report*). We are among the first few companies in India to provide railway station management services including cleaning, ticketing, and management of food supply kiosks (*Source: F&S Report*). We are also the first company in India to be awarded contracts for providing emergency police response services, which is being outsourced in the state of Madhya Pradesh (*Source: F&S Report*).

We are also the only company in India to offer value-added services as part of our emergency medical response services, including staffing medical professionals in the ambulances that we deploy (*Source: F&S Report*). Other value-added services include providing basic periodic health screening facilities to the tribal communities in certain parts of Maharashtra.

Diverse base of clients with longstanding relationships

In Fiscal 2021, we provided integrated services to over 565 clients, of which over 219 clients were engaged in the industrial and consumer sector, 32 in transport and transit infrastructure sector, over 70 in hospitals and healthcare sector, 64 were government establishments (excluding those serviced under the other specified sectors), and over 185 were engaged in other sectors including BFSI, education, residential and commercial retail and IT/ ITES. Further, in the three months ended June 30, 2021, out of over 475 clients we provided integrated services to, 192 entities were engaged in the industrial and consumer sector, 31 in transport and transit infrastructure sector, over 50 in hospitals and healthcare sector, over 155 in other sectors, and 51 were government establishments (excluding those serviced under the other specified sectors). Our client base comprises well-known private companies, notable central and state government establishments including residences of key constitutional functionaries and premier government institutions. Key clients we have/ had serviced under the industrial and consumer sector include Bajaj Auto Limited, Bosch Limited, Fiat India Automobiles Private Limited, Hi-Can Industries Private Limited, Patanjali Yogpeeth, UPL Limited, and Hindustan Aeronautics Limited, under the transport and transit infrastructure sector include Chennai Metro Rail Limited, highway and transport authorities, various airports, and under hospitals and healthcare sector include various government hospitals. Key government establishments that we have serviced include various locations of the tax authorities, judicial authorities, high courts, the public works department and residences of certain key constitutional functionaries in New Delhi. Under our waste management services and facility management projects segment we supporting various municipal corporations and town development departments. Further, under our emergency response services, key clients include the PTMPP.

In Fiscal 2021, revenue generated from providing integrated services to clients in the industrial and consumer sector; transport and transit infrastructure sector; hospitals and healthcare sector; government institutions, and other sectors such as BFSI, education, residential and commercial retail, and IT/ ITES, represented 14.85%, 7.57%, 12.80%, 15.36% and 12.18% of our revenue from operations, respectively. Further, in Fiscal 2021, revenue generated from providing emergency response and waste management services represented 24.26% and 10.63% of our total revenue from operations in such period, respectively. In Fiscal 2019, 2020 and 2021 revenue generated from our top 10 clients was ₹ 8,800.96 million, ₹ 8,263.97 million and ₹ 7,666.95 million and represented 48.40%, 42.82% and 45.97% of our revenue from operations, respectively. In Fiscal 2021, revenue generated from our top five, top 10 and top 25 clients represented 34.26%, 45.97% and 63.61% of our revenue from operations, respectively. We believe that our ability to cater to diverse sectors through multiple offerings across locations insulates our business from fluctuating market conditions to a large extent.

We have formed long-term relationships with our clients, which has led to consistent retention rates and client referrals across sectors and services. For example, since inception, we have been and continue to service some of our key clients including a leading Indian automobile manufacturer. We have also been servicing the certain public works department that manage the government offices for over 10 years. In addition, as of June 30, 2021, we serviced seven of our top 10 clients (by revenue in Fiscal 2021) for over five years, and nine of our top 10 clients for over three years. Our longstanding client relationships is also evidenced by our client retention rate, calculated for a particular financial period as the number of repeat clients (*i.e.*, clients that have been engaged with the Group during the particular financial period and that represented at least 1.00% of our revenue from operations in the particular financial period and the preceding financial period), divided by the total number of clients in the preceding financial period that represent at least 1.00% of our total revenue from operations in the preceding financial period. In Fiscal 2019, 2020 and 2021, our client retention rate was 90.00%, 85.71% and 65.00%, respectively.

The below table sets forth certain information on our top five longstanding clients (by revenue in Fiscal 2021) as of June 30, 2021:

Sector	**Revenue Generated in Fiscal 2021**		**Duration of Relationship as of March 31, 2021**
	Amount (₹ million)	**As a Percentage of Revenue from Operations (%)**	
Medical Emergency Response Services	2,739.97	16.43%	Over 7 years
Waste Management Services	935.00	5.61%	Over 3 years
Hospitals and Healthcare and Educational Institutes	824.32	4.94%	Over 19 years
Police Emergency Response Services	663.06	3.98%	Over 5 years
Educational Institutes	552.03	3.30%	Over 3 years

Our client base has grown by over 58 clients in the last three Fiscals, as a result of our marketing efforts and referrals by existing clients. Instances of such referrals include developing relationships with hospitals through our engagement as emergency response service providers and leveraging on existing relationships to expand the scope of services provided to such client. We believe that our diverse client base and retention levels reflect our ability to deliver services across various sectors and to comply with quality standards specified by our clients. We also believe that client referrals illustrate the trust we have earned from our existing client base and the relationships we have forged with them over time. Our long-term and valuable association with some of our clients have also been recognized by way of client communications including an appreciation letter from the Parliament highlighting our engagement for housekeeping at the Parliament House since 2005 and for referring to our performance as 'outstanding', and letter from the Supreme Court recognizing our quality of services as 'excellent'.

Comprehensive portfolio of services across sectors

We believe one of our key strengths is our ability to integrate a wide range of services through a single contract. We are able to integrate our service offerings that span across various sectors and require shared expertise and investment in terms of technology, equipment and special manpower training. This enables us to provide a bundled solution of services to each client that is tailored to its specific needs and cater to their requirements with relevant industry expertise. Our services range from soft and hard services such as mechanized housekeeping, office support and air conditioner maintenance, to specialized services such as railway station management, logistics services, paint-shop cleaning, sanitization of premises and factory relocation services. We are one of the few companies in India to provide integrated services with the capability to also provide value-added/ specialized services (*Source: F&S Report*).

In addition to these integrated services, we provide waste management services, and emergency police and medical response services. We also manage the entire cycle for most of these services. For instance, our waste management services at certain locations begin from door-to-door waste collection until mechanized composting of waste, and our emergency response service involves setting up infrastructure for emergency response centers to operate and maintain ambulances equipped with medical personnel and care facilities. For further information on our services, see "*Our Business – Business Operations*" on page 143. We also execute facility management projects that include turnkey contracts, such as, for landscaping, highway beautification, street-light replacement and maintenance and energy projects. In most cases, we provide integrated services as ongoing maintenance services for the facility management projects we execute.

The comprehensive portfolio of standard and specialized services we have developed over time facilitates upselling of our services to clients and client referrals for further growth of our business. For instance, at incorporation, we were engaged by a leading Indian automobile manufacturer to provide housekeeping services, and over the years have also provided them with bus maintenance, horticulture and landscaping, and pest control services. As a result, as of June 30, 2021, we provided nine services to such leading Indian automobile manufacturer, and have been engaged with them since our inception. We believe our ability to provide a range of services that cater to the requirements of our diverse client base across segments allows us to deepen our relationships with our clients and enables us to target a greater share of their requirements. We believe that we have strategically pursued business opportunities by way of these specialized offerings, and leveraged our experience and resources to service existing clients in newer geographies, and expand the services provided to each client in terms of the nature and volume of services.

Our multiple service offerings also allow us to derive operational efficiencies by centralizing certain key functions such as finance and sales and also certain other administrative functions. Based on our operational experience, we believe that we have developed in-house expertise to handle most stages of deployment and management of integrated services.

Differentiated business model and strong financial track record

Our business model is based on 'solution pricing' and we seek to largely operate through output-based and/ or fixed billing contracts rather than on the conventional cost-plus basis, which enables us to optimize resource and fee allocation. This pricing model allows us to charge clients for services based on the value added by performing them. We have focused on increasingly mechanizing processes as part of our business model, as it optimizes human resource allocation and minimizes human error. Clients therefore require fewer employees to perform these services which improves employee productivity and helps contain administrative expenses. Increased mechanization also helps achieve quality standards and enhance overall client satisfaction.

We believe we have been able to competitively price such output-based contracts by leveraging our experience to evaluate and quantify requirements, along with access to a large manpower base and technical resources. As output-based contracts provide us the flexibility to manage tasks based on agreed milestones rather than on a cost-plus basis, we believe our business model has enabled us to consistently grow our business organically and profitably. Further, we believe that charging our clients for services provided under this model rather than on a cost-plus basis improves transparency of our transactions with our clients, thereby enabling us to earn the trust of our clients. For further information on our business model, see "*Our Business – Service and Contract Management*" on page 148.

Our EBITDA Margin (as a percentage of total income) of 13.84% in Fiscal 2021 was also higher than the FMS industry average of 5% to 8% (*Source: F&S Report*). We also recorded EBITDA Margins (as a percentage of total income) of 9.90% and 13.02% in Fiscal 2019 and Fiscal 2020, respectively, higher than a few competitors as set forth in the table below:

S. No.	Name of the Company	Fiscal		
		2019	2020	2021
1.	BVG India Limited (consolidated)	9.90% 13.93%*	13.02% 13.72%*	13.84% 14.69%*
2.	CBRE South Asia Private Limited	5.51%	6.20%	NA
3.	Dusters Total Solutions Services Private Limited	7.50%	5.90%	NA
4.	ISS Facility Services India Private Limited	3.52%	3.60%	NA
5.	Jones Lang Lasalle Property Consultants India Private Limited	7.03%	8.60%	NA
6.	OCS Group (India) Private Limited	1.62%	4.10%	NA
7.	Sodexo Facilities Management Services	2.02%	3.31%	NA
8.	Updater Services Private Limited	4.60%	4.32%	NA

Note: For JLL, CBRE and ISS, the EBITDA margins given are at an overall company level and not specific to FM
* *Adjusted EBITDA: Calculated considering one-time adjustments under impairment loss, balances written off and provision for expected credit loss*
NA: Annual Reports of companies are not available/ not yet published
Source: F&S Report

We also recorded the highest revenue among our key competitors in Fiscal 2021 (*Source: F&S Report*). In Fiscal 2019, 2020 and 2021 revenue from operations were ₹ 18,182.14 million, ₹ 19,301.17 million and ₹ 16,677.22 million, respectively, while profit from continuing operations was ₹ 692.21 million, ₹ 1,218.34 million and ₹ 1,073.69 million in Fiscal 2019, 2020 and 2021, respectively. Our EBITDA from continuing operations was ₹ 1,810.67 million, ₹ 2,526.76 million and ₹ 2,317.39 million in Fiscal 2019, 2020 and 2021, respectively, and EBITDA Margins (as a percentage of total income) were 9.90%, 13.02% and 13.84%, respectively. Our Adjusted EBITDA Margins (as a percentage of total income) in Fiscal 2019, 2020 and 2021, were 13.93%. 13.72% and 14.69%, respectively. Our ROE in Fiscal 2019, 2020 and 2021 was 11.92%, 17.42% and 13.75%, respectively, and ROCE in the same periods was 13.95%, 17.47% and 15.62%, respectively. In Fiscal 2019, 2020 and 2021, our Net Worth was ₹ 5,804.86 million, ₹ 6,994.92 million and ₹ 7,811.32 million, respectively.

Quality oriented delivery of services

We have consistently focused on providing quality services and following a process oriented approach to achieve this. We have adopted standardized processes to ensure consistent service levels across our sub-segments and geographies, including adopting standardized workflow checklists and cleaning schedules for effective cleaning and quality assurance. We follow stringent quality standards and as of June 30, 2021 we have received several quality certifications for our management systems including ISO 9001:2015, ISO 14001:2015, ISO 45001:2018, SA 8000:2014 and OHSAS 18001:2007. We regularly conduct internal audits through application of disinfectant, bacterial count, dust count and other processes. We deploy an experienced team at new locations to establish work processes and train the local team to adhere to quality standards. We typically appoint supervisors at the locations, who are responsible for conducting quality checks including periodic maintenance work, and also identifying areas for improvement.

We believe our focus on providing quality services has allowed us to strengthen relationships with our client base. We also believe our approach towards providing quality services differentiates us in a market which is characterized by low barriers of entry, supported by appropriate training to our employees and focus on client requirements. Further, there is a changing preference towards combined quality cum cost-based selection (*Source: F&S Report*). Based on our quality certifications and track record of operational excellence in managing large scale projects, we believe we are well placed to benefit from these evolving trends in the industry.

Experienced Promoters supported by a dedicated management team and employee base

Our Promoters, Hanmantrao Ramdas Gaikwad and Umesh Mane, have nearly two decades of experience in operating our business. Hanmantrao Ramdas Gaikwad has been instrumental in building client relationships and diversifying and growing the business significantly over a relatively short span of time, supported by Umesh Mane, who is credited with the management and execution of our various business operations. They are supported by a qualified and experienced management team, which we believe has demonstrated its ability to manage and grow our operations organically. In addition, some of our key managerial personnel and senior managerial personnel have been with us for more than 10 years. Our business segments are led by dedicated team of managers with professional experience. We believe that the knowledge and experience of our Promoters and managers in integrated services provides us with a significant competitive advantage as we seek to grow our business.

We have implemented 'People Works – Human Capital Management', an extensive employee platform which handles our entire recruitment process for personnel designated as supervisor and above, and also have processes to monitor employee performance including customized training and development, deployment and management of personnel, across all our offices. We believe we have a mutually beneficial relationship with our employees and have a loyal employee base, reflected in our attrition rates. Our employee attrition rates for personnel designated supervisor and above was 36.30%, 44.53% and 31.49% in Fiscal 2019, 2020 and 2021, respectively. We also operate a payroll management software that allows us to competently manage our employees' compensation cycles in a timely manner. We have extensive geographical reach for manpower sourcing and training resources in India, and as of June 30, 2021, have three training centers across India. Our employee base is trained with different courses, including vocational skill courses for housekeeping, gardening and landscaping, carpentry, and plumbing. Also see "– *Human Resources and Training*" on page 148.

Strategies

Strengthen operations across sectors by capitalizing on growing industry opportunities and adopting a sector-wise focus

We have in the past focused on managing our operations by geography that has resulted in a large base of clients across sectors in India. We now aim to capitalize on various industry opportunities by adopting a sector-wise focus to further develop our business, as set out below:

Integrated Services. We provide integrated services including soft services such as mechanized housekeeping, industrial housekeeping, manpower supply, beach cleaning, security services and janitorial services, hard services such as electro-mechanical works and highway maintenance, and specialized services such as paint-shop cleaning, and logistics management to clients in several sectors. We largely cater to clients in the industrial and consumer sector, transport and transit infrastructure, hospitals and healthcare sector, and certain government establishments. We intend to increase our presence in each of these sectors through a combination of evolving industry opportunities and actively promoting our offerings within each sector.

- *Industrial and Consumer Sectors*

  Clients in this sector include companies engaged in automobile and auto ancillary, chemicals, FMCG, electrical and electronics, oil and gas, power and energy sectors.

  The Government of India is also aiming to make automobiles manufacturing the main driver of 'Make in India' initiative, and several automobile brands have set up or are in the process of establishing their manufacturing bases in India (*Source: F&S Report*). Being among the market leaders in specialized services for auto ancillary companies (*Source: F&S Report*), we aim to leverage our expertise in specialized services such as paint-shop cleaning and factory relocation services, logistics and relationship with companies including Fiat India Automobiles Private Limited, Hindustan Aeronautics Limited and a leading Indian automobile manufacturer to increase our market share in this sector.

Similarly, the oil and gas sectors are expected to expand due to increasing energy demand. The power sector is also set to grow significantly as the demand for electricity is on a rise due to government initiatives like 'Power for All' (*Source: F&S Report*). With an increase in the size of manufacturing industries such as transport equipment, petroleum, and electrical machinery, there is a corresponding increase in demand for facility management services as some of these industries have stringent laws for maintaining clean manufacturing units. In addition to core industries, dependent industries such as the automotive industry have also witnessed high growth that is driving the need for facilities management professionals (*Source: F&S Report*). We intend to grow our business within these sectors by capitalizing on these evolving industry opportunities, and expanding the portfolio of services we currently provide to clients engaged in these sectors. For instance, we have identified a demand for material handling services in the automobile sector, and production and technical support services in the manufacturing sector, and intend to suitably train employees for provision of these services.

- *Transport and Transit Infrastructure*

We provide integrated services to railway stations and coaches, airports, metro systems, bus stations and buses, roads and highways.

The Indian Railways currently has 7,349 stations across India and it is planning to revamp 50 stations at an investment of around ₹ 500 billion (*Source: F&S Report*). It is in the process of investing ₹ 1 trillion for the redevelopment of 400 stations and surrounding commercial establishments, including by way of improvement of passenger amenities, facilities and station infrastructure; customer experience; and commercializing surplus railway land (*Sources: F&S Report*). The Ministry of Railways launched the first phase of this redevelopment plan covering 23 stations, with an estimated investment amount of ₹ 90 billion (*Source: F&S Report*). There are also around 18 to 20 metro rail projects with an investment commitment of ₹ 2,000 billion, and proposals by the ministry of urban development to launch metro rail projects across 50 cities were recently cleared (*Source: F&S Report*). There have been similar proposals by state governments for the renovation of bus terminals (*Source: F&S Report*). We are among the first few companies in India to provide railway station facility management services including cleaning, ticketing, and management of food supply kiosks, that we provide at the Pune railway station (*Source: F&S Report*), and seek to further tap into the growing segment. We have/ had also provided services to major metro rail projects in Bengaluru and Chennai and railway services in Pune, and intend to cross-sell our range of integrated services and gradually carry out end-to-end railway station management services across railways stations and metro stations in India. We intend to leverage our existing experience in managing the railway station in Pune, to convert subsequent bids for such projects in other cities into contracts.

The Airports Authority of India ("**AAI**") manages 129 airports and plans to develop city-side infrastructure such as hotels, car parks and other facilities at multiple regional airports across India (*Source: F&S Report*). AAI intends to expand existing terminal buildings and construct new terminal buildings, and typically outsources its facility management services to private firms following the CQCBS model (*Source: F&S Report*). We aim to leverage our experience of providing mechanized housekeeping services to Airports Authority of India at various locations along with our CQCBS focus to qualify for additional opportunities in this sector.

We also provide services for operation and maintenance of buses including electric buses to public transportation companies. The market for operation and maintenance of electric buses is expected to grow at a CAGR of 89.9% to reach ₹ 8.4 billion in Fiscal 2023 (*Source: F&S Report*). Given our industry experience in providing such services we intend to bid for such opportunities with automobile manufacturers.

- *Hospitals and Healthcare*

The hospital industry is currently valued at ₹ 4,000 billion and is expected to be valued at ₹ 8,600 billion by 2023. As Hospital Acquired Infections (HAIs) have been a major threat to the healthcare environment (*Source: F&S Report*), there is an increased need for specialized hygiene solutions for hospitals in India. The healthcare segment offers hug potential of close to ₹ 155 billion (*Source: F&S Report*). We offer various specialized services like mechanized housekeeping, patient care, security services, staffing of ward attendants and nurses, and specialized equipment maintenance, and provided these services to 38 and 30 hospitals and medical institutes in Fiscal 2021 and in the three months ended June 30, 2021, respectively. We intend to grow our business within the healthcare sector by leveraging on our existing network of client hospitals to cross-sell our services, and capitalizing on these industry opportunities by gaining further access to hospitals through our emergency medical response services to deepen our engagement with clients in this sector.

- *Government*

We provide integrated services to central and state government establishments, and public infrastructure including highways, schools and public spaces. The government is expected to increase spending on the maintenance of public infrastructure, and there is an increasing focus on cleanliness in these facilities in the form of government initiatives like 'Swachh Bharat Abhiyan', which is driving the need to outsource these services to professional organizations (*Source: F&S Report*). A growing demand for facility management services in government sector exists offering an opportunity of ₹ 20 billion (*Source: F&S Report*). In Fiscal 2021 we had provided integrated services for maintenance of public infrastructure to 11 municipalities across six cities, and four States and Union Territories. We believe that we possess the requisite operational expertise, regulatory knowledge and industry experience to capitalize on the expanding opportunity under such government initiatives, to further grow this segment. In addition, we have been serving or have served government establishments including certain public works department for providing services to manage government offices for over 10 years, as of June 30, 2021. We intend to leverage our experience in dealing with such premier establishments to scale our operations in this segment, by targeting related establishments such as high courts and local courts, other ministerial residences, and state assemblies.

Overall, the market for facility management services in India is expected to grow at a CAGR of 27.0% between Fiscal 2021 and Fiscal 2023, driven by consistent demand from the commercial, retail and industrial sectors (*Source: F&S Report*). We believe that our track record and experience in providing integrated services across sectors has given us substantive knowledge of the requirements of a diverse range of clients in different sectors.

- *Other Sectors*

  Other sectors we operate in include banking and financial services and institutions (BFSI), education, residential and commercial retail, and IT/ ITES. Demand for facility management services is increasing with rising population across tier 1 cities and continuing growth in IT/ ITeS and banking sectors, greater government initiatives such as housing for all citizens and development of smart cities across India (*Source: F&S Report*). In addition, the Indian banking system comprising 27 public sector banks, 22 private sector banks, 44 foreign banks, 56 regional rural banks, 1,589 urban cooperative banks and 93,550 rural cooperative banks, offers an untapped market opportunity of ₹ 155 billion per annum in facilities management services as well as specialized services including HVAC maintenance, ATM maintenance, horticulture, and transportation (*Source: F&S Report*).

  We currently provide various services to these sectors, including mechanized housekeeping, facility attendant services, and manpower supply services to prominent banks (including banks we have serviced in the past) such as State Bank of India (SBI) and other nationalized and co-operative banks. We intend to expand the scope of services we provide to these entities to include provision of HVAC and power station maintenance, water management at canteens and washrooms. We also intend to leverage our relationships and experience of dealing with leading establishments in these sectors, such as the leading banks and oil and gas companies, to target other public sector banks that are expected to give rise to similar outsourcing opportunities.

Emergency Response Services. The central government is working towards a universal single number based integrated emergency communication and response system ("**IECRS**") in order to create a uniform system in the country for emergency response services (*Source: F&S Report*). In addition, the National Highway Authority of India is in the process of introducing a traffic incident emergency management system ("**TIMS**"), to be initially introduced in the states of Rajasthan and Uttar Pradesh, under which incident management contractors will be engaged to provide ambulances, tow-away cranes and highway surveillance vehicles at a state/ regional level, and also to handle regional command and control centers for monitoring and operating activities in the region (*Source: F&S Report*). We were identified as the only qualified bidder to offer emergency medical services (*Source: F&S Report*), on the back of our credentials including being among the first in India to equip ambulances with defibrillators, blood pressure monitoring equipment, pulse oximetry and medical-grade oxygen delivery systems as part of our emergency medical response services (*Source: F&S Report*). We therefore foresee greater demand for these services that will gradually arise across other states in India, and with our capabilities of providing such services as a part of our previous client engagements, we believe we are well positioned to grow along with the industry that is still in its nascent stages.

We were also the first company in India to be awarded contracts for providing emergency police response services that we provide in the state of Madhya Pradesh (*Source: F&S Report*). More states in India are expected to seek partners for similar services, *i.e.* managing fleet of vehicles, operating emergency call centre, tracking and monitoring emergencies (*Source: F&S Report*). We intend to leverage our early-mover advantage in this sector, to qualify for similar projects expected to be outsourced by other states in India.

Waste Management. In Fiscal 2021 and the three months ended June 30, 2021, we have managed an average of over 2,430 tons and 2,733 tons, respectively, of solid waste per day across eight projects executed in three states. The Swachh Bharat Mission focuses, amongst other things, on the improvement of solid and liquid waste management in rural areas and 100% door to door collection and scientific management of the municipal solid waste in 4,041 statutory towns across the nation. (*Source: F&S Report*). As of Fiscal 2021, there is tremendous opportunity lying in waste management services in India accounting to almost ₹ 200 billion (*Source: F&S Report*)], we believe there is a significant opportunity for us to grow within this segment. In Fiscal 2021 and in the three months ended June 30, 2021, we provided these services to 11 and 13 clients, respectively, and aim to leverage our capabilities and experience of dealing with local resources to provide these services to other municipal authorities across India.

Facility Management Projects. Projects that we have carried out in the past include landscaping and gardening. The government has introduced several schemes that are expected to increase the need for development of gardens and landscapes in India, including high value projects such as the Bharat Mala infrastructure scheme for construction of roads and the Atal Mission for Rejuvenation and Urban Transformation, in which 482 cities have been identified for gardening and landscaping projects (*Source: F&S Report*). An increase in residential spending and investments in infrastructure indicate significant potential for gardens and landscaping services in India (*Source: F&S Report*). We intend to dedicate our resources to tap into such opportunities, leveraging on our experience in these services that spans diverse terrains.

For further information on industry opportunities, see "*Industry Overview*" on page 92. We intend to continue to diversify our client base across various sectors and pursue new business opportunities by strategically targeting reputed and established entities across these sectors. Repeat business and proposing new services to our existing clients constitutes an important revenue opportunity for us. As we add new offerings to our portfolio of integrated services, we will seek to cross-sell soft and hard integrated services and up-sell specialized services to our existing client base in order to further grow our operations. We believe this will also enable us to efficiently manage our manpower by deploying them across institutional and retail client sites as necessary.

Continue to target pan-India and regional contracts, and cross-sell our services by leveraging on our large scale operations and diverse service offerings

We will continue to target pan-India and regional contracts, and cross-sell our service offerings across clients and geographies. We intend to achieve this by leveraging on the scale of our operations and existing capabilities in delivering diverse offerings. Further, the facilities management market in India is witnessing a shift from a single service contract model to an integrated model which involves consolidating many or all of the office/ building's services under a single contract and management team (*Source: F&S Report*). This approach is aimed at streamlining communication to improve efficiency in daily operations (*Source: F&S Report*). Clients in India have started preferring integrated players that provide a one-stop-shop for facilities management needs, rather than unorganized companies that are incapable of providing integrated services and do not have a satisfactory track record of compliance (*Source: F&S Report*). We believe our track record of performing a range of services under a single contract adequately equips us to leverage this evolving trend. For instance, we are equipped to provide clients under our integrated services segment several other services on an as-needed basis, such as event catering and security services, making it easier for our clients to outsource ad-hoc service requirements. In particular, we intend to target enterprises with a wide presence and extensive service requirements that have or are expected to, implement centralized contract sourcing processes, for a range of integrated services across geographies. We propose to leverage our pan-India presence together with our existing client relationships to cross-sell our range of services to clients within a sector, and leverage on our sector specific capabilities to cross-sell our services to our diverse client base across sectors.

Continue to focus on maintaining and improving our margins

In Fiscal 2019, 2020 and 2021, we recorded EBITDA Margins (as a percentage of total income) of 9.90%, 13.02% and 13.84%, respectively. We intend to continue to focus on maintaining these margins and pursuing other relatively high margin opportunities such as the accommodation and catering contract executed for national sporting events. We were responsible for food and beverage, accommodation and logistics services and by tapping into our vast resources we were able to manage these services efficiently, resulting in high margins. We shall continue to target such opportunities that we believe we can execute efficiently with contained costs resulting in high margins. Other similar contracts that we intend to pursue include contracts for railway station management, and strategic opportunities outside India mainly involving supply of skilled personnel.

Continue to focus on operational efficiency

We seek to increase margins over the term of our contracts by continuously focusing on day-to-day operational efficiencies, including through improvements made by individual contract and site managers at the local level. For instance, we have installed facial recognition machines at client sites for attendance, and as of June 30, 2021, had installed these at more than 420 sites. We are also in the process of implementing measures to facilitate efficient deployment of resources and reallocation of resources as determined by varying project requirements. We will also continue to focus on increasing digitization initiatives across our services. For instance, we have deployed software to manage our fleet including for tracking the location of the ambulances we operate. This feature also enables us to efficiently deploy our employees and track and communicate with our vehicles used to transport manpower and equipment at all times.

We intend to continue to further digitize our operations and refine service delivery methods in order to derive greater efficiency in our operations. We are also targeting further process streamlining and administrative effectiveness. For instance, we are in the process of upgrading our customer relationship management system in order to monitor and track the performance of our marketing team across India. We have implemented SAP HANA for efficient database management thereby enabling prompt invoicing to reduce collection cycles. We believe that continued margin improvement requires implementing common best practice processes to reduce the cost of support functions and increase group synergies, which we are in the process of implementing, including by way of setting up training and assessment systems for our workforce.

Business Operations

Our operations may be broadly classified by the type of service we provide and the specific sector we service. We primarily provide (i) integrated services; (ii) waste management services; and (iii) emergency response services. We also execute facilities management projects. The following table sets forth information on the relative revenue contributed by each type of service provided, for the periods indicated.

Service	Fiscal						CAGR (Fiscal 2019 to Fiscal 2021) (%)
	2019		2020		2021		
	Amount (₹ million)	Percentage of Revenue from Operations (%)	Amount (₹ million)	Percentage of Revenue from Operations (%)	Amount (₹ million)	Percentage of Revenue from Operations (%)	
Integrated Services(1)	11,691.38	64.31%	12,881.74	66.74%	10,467.23	62.76%	(5.38%)
Emergency Response Services	4,882.33	26.85%	4,688.14	24.29%	4,045.08	24.26%	(8.98)%
Waste Management	1,586.25	8.72%	1,665.20	8.63%	1,772.55	10.63%	5.71%
Total Services	**18,159.96**	**99.88%**	**19,235.08**	**99.66%**	**16,284.86**	**97.65%**	**(5.30%)%**
Facility Management Projects	22.18	0.12%	66.09	0.34%	392.36	2.35%	320.63%
Total	**18,182.14**	**100%**	**19,301.17**	**100%**	**16,677.22**	**100%**	**(4.23)%**

Integrated Services

Our integrated services primarily comprise soft, hard and specialized services, that we provide to (i) the industrial and consumer sector; (ii) transport and transit infrastructure sector; (iii) hospitals and healthcare sector; (iv) government establishments; and (v) other sectors including BFSI, education, residential and commercial retail and IT/ ITES. The following table sets forth information on the revenue generated by providing services to these sectors, for the periods indicated:

Segment	Fiscal						CAGR (Fiscal 2019 to Fiscal 2021)
	2019		2020		2021		
	Amount (₹ million)	Percentage of Revenue from Operations (%)	Amount (₹ million)	Percentage of Revenue from Operations (%)	Amount (₹ million)	Percentage of Revenue from Operations (%)	
Industrial and Consumer	3,138.99	17.27%	4,110.07	21.29%	2,475.32	14.85%	(11.20)%
Transport and Transit Infrastructure	1,250.35	6.88%	1,450.97	7.52%	1,263.01	7.57%	0.50%
Hospitals and Healthcare	1,704.01	9.37%	2,102.62	10.89%	2,134.44	12.80%	11.92%
Government	3,469.22	19.08%	3,228.95	16.73%	2,562.43	15.36%	(14.06)%
Others	2,128.81	11.71%	1,989.13	10.31%	2,032.03	12.18%	(2.30)%
Total	**11,691.38**	**64.31%**	**12,881.74**	**66.74%**	**10,467.23**	**62.76%**	**(5.38)%**

Integrated Services by Sector

- *Industrial and Consumer Sector*

  We cater to companies operating in automobile and auto ancillary, chemicals, FMCG, electrical and electronics, manufacturing and engineering, oil and gas, power and energy, sugar mills, and supply chain operations. In Fiscal 2021 and in the three months ended June 30, 2021, we offered services to 219 and 192 clients, respectively. Some of our notable clients in this sector (including clients we have serviced in the past) include Hindustan Aeronautics Limited, Patanjali Yogpeeth, Whirlpool of India Limited, REC Limited, Bosch Limited, Bajaj Auto Limited, UPL Limited, and a leading Indian automobile manufacturer.

  We provide soft services including mechanized housekeeping, office support, bus maintenance and transport services for blue collar employees, pest control, landscaping and gardening, loading and unloading, and laundry services. We also provide hard services including operation of elevators, maintenance of windows and air conditioners, electro-mechanical works, maintenance of water supply infrastructure.

  We also offer specialized services including production support, paint-shop cleaning, factory relocation, and utility maintenance.

  We are the leading service provider for paint shop cleaning and maintenance services across India (*Source: F&S Report*), and clean and maintain paint shops for Fiat India Automobiles Private Limited and a leading Indian automobile manufacturer.

- *Transport and Transit Infrastructure Sector*

  Our services are focused on management, maintenance and improvement of certain railways and railway stations, metros/ intra-city rail systems, airports, bus stations and buses, roads and highways and ports. In Fiscal 2021, we offered services to 32 clients, including 15 airports, two railway stations, four metro stations and one bus station. Further, in the three months ended June 30, 2021, we offered services to 31 clients, including 15 airports, two railway stations, four metro stations and one bus station. Notable clients (including clients we have serviced in the past) include various airports, metros and railways across India including Chennai Metro Rail Limited. We are among the first few companies in India to provide railway station management services including cleaning, ticketing, and management of food kiosks (*Source: F&S Report*). We provide these services at the Pune railway station.

We provide soft services including mechanized housekeeping, manpower supply, coach cleaning, staffing facility attendants, bus depot cleaning, logistics management, and mechanized road sweeping. We also provide hard services including bus maintenance, turnkey facilities management and electro-mechanical works.

- *Hospitals and Healthcare Sector*

We provide services to hospitals, clinics, medical institutes and pharmaceutical companies. In Fiscal 2021 and in the three months ended June 30, 2021, we provided services to over 70 and 50 clients respectively.

Soft services include mechanized housekeeping, vending, pantry and catering, landscaping and horticulture, pest control, guest house management and laundry services (*Source: F&S Report*). Hard services provided by us include maintenance services of specialized medical equipment. We also provide certain specialized services including cleaning of intensive care units and sensitive areas, facility attendant and ward boy services, staffing of ambulances with trained drivers and doctors.

In Fiscal 2021, we provided integrated services to 38 hospitals and medical institutes across 18 cities.

- *Government*

We are one of the leading companies serving government establishments (*Source: F&S Report*) including central and state governments, as well as local authorities. We provided cleaning and housekeeping services to 42 and 36 government establishments in Fiscal 2021 and the three months ended June 30, 2021, respectively. Some of our notable clients in this sector (including clients we have serviced in the past) include courts, ministerial residences and the Parliament House. Key establishments that we have been serving for over 10 years, as of June 30, 2021 include certain public works department that manage government offices. In addition, we have provided services to judicial authorities, religious institutions, municipal corporations, tax authorities, government ministries and the Gujarat Pavitra Yatra Dham Vikas Board.

We provide soft services including housekeeping, cleaning, manpower supply, office support, horticulture and landscaping. Hard services include electro-mechanical works, utility maintenance, turnkey facilities management and pipeline maintenance.

- *Other Sectors*

We also cater to companies operating in BFSI, education, retail and IT/ ITES sectors. Key clients we have/ had serviced include State Bank of India, Delhi Public School at Nashik and Indian Institute of Technology (Patna). We are among the few integrated services companies that provides facility management services to commercial complexes and shopping malls across the country (*Source: F&S Report*), including to Vamona Developers Private Limited. Our client base also consists of companies in hospitality, media and entertainment sectors, sites of historic significance and religious establishments.

We provide soft services in the nature of mechanized housekeeping, front office support, attendant staffing, manpower supply, pantry and catering services, security arrangements, and pest control. Hard services include electro-mechanical works, plumbing and other civic maintenance, and utility maintenance.

We have previously performed accommodation and catering services for a sporting event in 2019 and 2020. Our services included providing three full-course meals per day and managing accommodation. We also provide integrated services to the Gujarat Cricket Association.

Integrated Services by Type of Service

In Fiscal 2021 and the three months ended June 30, 2021, we provided 20 services under the integrated services segment, comprising various soft services, hard services, and specialized services.

- *Soft Services*

Soft services comprise housekeeping, horticulture and landscaping, pantry and cleaning, manpower supply, coach cleaning, security services, pest control, janitorial and front office support services. In Fiscal 2021 and the three months ended June 30, 2021, we provided soft services to over 525 and over 445 clients, respectively. We typically enter into service level agreements or work orders with our clients for such services that set out the quality standard and specifications of service to be provided. Set forth below is a brief description of the soft services we provide:

Housekeeping/ Janitorial Services. Services include mechanized cleaning, carpet cleaning and deep cleaning of interiors and/ or exteriors of office buildings. We typically provide these services to various government entities, automobile and auto-component manufacturers, education institutions. In Fiscal 2021 and the three months ended June 30, 2021, we provided these services to over 415 and over 355 clients, respectively, including Bajaj Auto Limited, Hindustan Aeronautics Limited and D.Y. Patil University School of Pharmacy (Nerul, Navi Mumbai).

Manpower Supply. We provide manpower for factories and other blue collar jobs. We typically provide these services to companies engaged in manufacturing activities, and municipal bodies. In Fiscal 2021 and the three months ended June 30, 2021, we provided these services to over 150 and over 130 clients, respectively, including Hindustan Aeronautics Limited.

Coach Cleaning. It involves mechanized cleaning of coaches and stations, including buses and bus depots, and train and metro coaches and stations. In Fiscal 2021, we had cleaned over 4,210 train coaches on a monthly average basis and provided coach cleaning services primarily to the Indian Railways, and have been providing these services for over 10 years as of June 30, 2021.

Other Services. We provide pest control, horticulture and landscaping, pantry and catering, beach cleaning, and office support services. In Fiscal 2021 and the three months ended June 30, 2021, we provided these services to 30 clients and 24 clients, respectively. Some of our notable clients in this sector (including clients we have serviced in the past) include pest control services to Hindustan Aeronautics Limited and a leading Indian automobile manufacturer. We have also provided avenue plantation and maintenance works along the Nagpur-Hyderabad section of National Highway – 7.

As part of our beach cleaning efforts, we set-up grey water treatment plants, build washrooms and changing rooms for public use, and various other infrastructure including solid waste management plants, purified drinking water facilities, a jogging track, warning signs and information boards.

- *Hard Services*

Hard services comprise electro-mechanical works, engineering, procurement and construction services for solar plants, turnkey facility management, plumbing, electrical and civil maintenance services. In Fiscal 2021 and the three months ended June 30, 2021, we provided hard services to 12 and nine clients, respectively. We typically enter into service level agreements, work orders and purchase orders with our clients for such services that set out the quality standard and specifications of service to be provided. Set forth below is a brief description of the hard and infrastructure services we provide:

Electro-Mechanical Works. We provide electrical maintenance works for retail outlets and other premises. In Fiscal 2021 and the three months ended June 30, 2021, we provided these services to seven clients and six clients, respectively, including Hindustan Aeronautics Limited.

Road and Highway Maintenance. We have carried out mechanized road and highway cleaning for local governments and municipal corporations.

- *Specialized Services*

Specialized services comprise logistics, production support, system cleaning, paint-shop cleaning, bus maintenance, factory relocation and other services. We are among the market leaders for specialized services for the auto ancillary industry (*Source: F&S Report*) and our key clients include a leading Indian automobile manufacturer. In Fiscal 2021 and the three months ended June 30, 2021, we provided specialized services to 71 and 53 clients, respectively. We typically enter into service level agreements, purchase orders and work orders with our clients for such services that set out the quality standard and specifications of service to be provided. Set forth below is a brief description of the specialized services we provide:

Logistics. We provide logistics services to several manufacturing companies and assist with transporting material/ finished goods within a manufacturing unit. In Fiscal 2021 and the three months ended June 30, 2021, we provided these services to seven clients. Some of our notable clients in this sector (including clients we have serviced in the past) include Hindustan Aeronautics Limited, Bosch Limited, Whirlpool of India Limited and a leading Indian automobile manufacturer.

Paint-Shop Cleaning. We provide specialized cleaning services in paint-shops of various automobile companies conforming to international standards to ensure dust-free vehicle painting and have established ourselves as a market leader in the provision of this service (*Source: F&S Report*). As part of this service, we also offer maintenance of automobile systems, periodic cleaning and deep cleaning activities. In Fiscal 2021 and the three months ended June 30, 2021, we provided these services to 11 and nine clients including Fiat India Automobiles Private Limited and a leading Indian automobile manufacturer.

Bus Maintenance and Operation. These services include aggregate repairs, tyre repairs, accident repairs, mechanized and manual cleaning of buses. We provide these services to public transportation companies.

Other Services. We provide production support to manufacturers engaged in the chemical, automobile, auto ancillary, consumer goods, electrical and electronics sectors. We have/ had provided these services to clients including Hindustan Aeronautics Limited and a leading Indian automobile manufacturer. We also provide factory/ equipment relocation services as required on a contractual basis, and have previously carried out relocation services for Fiat India Automobiles Private Limited and a leading Indian automobile manufacturer.

Emergency Response Services

Our emergency response services can further be classified into emergency medical response services and emergency police response services, and revenue from these services represented 82.19% and 17.81% of our total revenue from emergency response services in Fiscal 2021, respectively. We provided emergency response services to eight clients in Fiscal 2021 and six clients in the three months ended June 30, 2021, respectively.

- *Emergency Medical Response*

  We provide emergency medical response services in the state of Maharashtra under the National Rural Health Mission, by way of a public-private partnership, under the Dial 108 – Maharashtra Emergency Medical Services project in collaboration with an UK-based ambulance company. The project was implemented for the Directorate of Health Services, Government of Maharashtra in February 2014 for a five year term, involving the provision of 937 ambulances and has been extended for another five years till 2024.

  In collaboration with the UK-based ambulance company, we have also provided these services in the state of Andhra Pradesh through the Andhra Pradesh Emergency Medical Services project ("**APEMS**"). APEMS was implemented for a three-year term and involved provision of 465 ambulances along with medical professionals.

  We have also provided emergency medical response services in Delhi under the Centralized Accident and Trauma Services project ("**CATS**") that was set up as a consortium with a UK-based ambulance company. For further information on BVG UKSAS EMS Private Limited, see "*Our Subsidiaries and Joint Venture – Details of our Joint Venture*" on page 164. CATS was implemented for the Government of the National Capital Territory of Delhi in 2016 for a three-year term and involved the operation and maintenance of 265 ambulances along with para-medical staff.

  As of June 30, 2021, we have also been awarded similar medical emergency projects for operating ambulance services in Jammu and Kashmir. Under this arrangement, we operate control rooms for 443 ambulances, out of which we also operate and maintain 143 ambulances, as of June 30, 2021.

  Medical emergency services comprise operating and maintaining ambulance services through a toll free number and providing immediate aid by dispatching ambulances equipped with critical care facilities. These facilities generally include medical equipment, surgical consumables and medical gases. We also staff these ambulances with medical personnel and coordinate with the relevant hospital/ care facility to facilitate urgent and immediate attention to the patient upon arrival of the ambulance. In order to provide these services, we operate a control room and server room with access to each project's real time data. In addition, we provide GPS devices to the ambulances for efficient tracking and geo mapping. We also engage managerial personnel at the district and state level to oversee project execution.

  The ambulances are provided by the state government we contract with, and are operated by us. These ambulances are certified by the Automotive Research Association of India and were amongst the first in India to be equipped with care facilities including defibrillators, blood pressure monitoring equipment, pulse oximetry and medical grade oxygen delivery systems (*Source: F&S Report*). We were also the first company to staff ambulances with doctors (*Source: F&S Report*). As of June 30, 2021, we operated a fleet of over 1,400 ambulances and 30 bike ambulances, and as of June 30, 2021 we have handled more than 33.15 million calls and served nearly 7.56 million patient emergencies. We have also been involved in over 36,600 child births in ambulances between February 2014 and June 2021. We provide ambulances in Maharashtra, the only state in the country which has dedicated doctors for each ambulance (*Source: F&S Report*). We are one of the few companies to implement a centralized command center (*Source: F&S Report*), and have performed these services in the three states and one UT in which we deploy ambulances, i.e. Maharashtra, Delhi, Jammu and Kashmir and Andhra Pradesh.

- *Emergency Police Response*

  We provide emergency police response services in Madhya Pradesh under the 'Dial 100' project, a contract entered into with the PTMPP. We were the first company in India to be awarded a contract for providing emergency police response services (*Source: F&S Report*), which was entered into in May 2015 for a five year term and was subsequently extended till September 2020. We are in the process of negotiating an extension.

  The project for implementing Dial 100 at specific locations involves setting up the information technology infrastructure in the premises of the PTMPP, supplying manpower for use of such infrastructure, and deploying and maintaining vehicles for emergency use. As of June 30, 2021, we deployed over 1,000 cars equipped with mobile data transfer units and developed a network of emergency response centers. Complaints are routed through the Dial 100 toll free calls to the emergency response centers. We have handled more than 58.8 million calls as of June 30, 2021.

The project set an example of collaboration with private players for emergency services, and helped the state achieve a police emergency response time of 28 minutes in urban areas and 38 minutes in rural areas (*Source: F&S Report*).

Waste Management Services

We provide waste management services to local authorities and residential townships. In Fiscal 2021 and the three months ended June 30, 2021, we provided these services to 11 and 13 clients, respectively.

Our solid waste management services include door-to-door waste collection, segregation and transportation to transfer stations, secondary collection from transfer stations, and waste processing/ disposal. We also carry out mechanized road sweeping, mechanical composting of solid waste, land filling and scientific capping, and liquid waste management. In Fiscal 2021 and the three months ended June 30, 2021, we have managed an average of over 2,430 tons and 2,733 tons, respectively, of solid waste per day.

Facility Management Projects

We mainly execute gardening and landscaping projects under our facility management projects segment. These services typically include landscape designing, garden development and maintenance, horticulture and afforestation. Our notable mandates include green belt development for a nuclear power company, a government agency in Nagpur and lake cleaning at Pandharpur. We have also been engaged for lake development in Dahod in Gujarat and Sholapur in Maharashtra. We provide horticulture and landscaping services to government entities, manufacturing companies, and educational institutions. As of June 30, 2021, we have developed 15 gardens, and developed five lakes.

Service and Contract Management

The nature of service contracts we enter into vary depending on the business segment and sub-segment, the specific requirements of the client, as well as relevant industry practice. Our service contracts largely comprise output-based/ SLA linked or fixed price contracts, and also include cost-plus contracts.

Fixed price contracts often include cost escalation terms that enable increase in price should certain events occur or conditions change. Typically, these conditions include inflation and increases in minimum wage rates payable. Change of orders on fixed priced contracts are routinely approved as work scope changes resulting in adjustments to our fixed price. Generally, cost-plus contracts are contracts where the price is variable based upon our actual costs incurred for personnel and materials, if applicable. The margin on cost plus contracts may be a fixed amount or a percentage mark-up applied to costs incurred or a combination of both. We have over the years strategically moved away from "personnel and materials" contracts to SLA linked contracts, *i.e.* contracts where specific aspects of the service including scope, service quality and responsibilities are agreed between us and our clients. The price charged is linked to the satisfactory delivery of agreed upon service levels. Although such contracts involve relatively higher risk than "personnel and materials" contracts due to the service delivery linked pricing, margins associated with such SLA linked contracts are generally higher as clients typically factor in a premium for ensuring certain agreed upon service quality and service delivery levels. Fixed price contracts and SLA linked contracts require effective cost estimation models. Also see, "*Risk Factors – 12. We are subject to risks associated with our contracts, including our ability to correctly assess pricing terms, employee costs and other financial obligations, the increased complexity of our contracts and the potential early termination or change of scope of contracts by clients*" on page 29.

Quality Assurance

We have adopted standardized processes to ensure consistent service levels across our sub-segments and geographies, including adopting standardized workflow checklists and cleaning schedules for effective cleaning and quality assurance. We follow stringent quality standards and as of June 30, 2021, we have received several quality certifications for our management systems including ISO 9001:2015, ISO 14001:2015, ISO 45001:2018, SA 8000:2014 and OHSAS 18001:2007. We regularly conduct internal audits through visual inspection, bacterial count, dust count and other processes. At new locations we deploy an experienced team to establish work processes and train the local team to adhere to quality standards. We appoint supervisors at every location who are responsible for conducting quality checks, and also for identifying areas for improvement.

Human Resources and Training

As of June 30, 2021, we engaged with 1,446 personnel as full-time consultants. We believe we have a mutually beneficial relationship with our employees and have a loyal employee base, reflected in our attrition rates. Our employee attrition rates for personnel designated supervisor and above was 36.30%, 44.53% and 31.49% in Fiscal 2019, 2020 and 2021, respectively. We use a payroll management software to manage our employees' compensation cycles. We have extensive geographical reach for manpower sourcing, and in the June 30, 2021, had engaged employees in over 100 cities across 20 States and four Union Territories in India. The breakdown of our senior employees by function as of June 30, 2021, is summarized in the following table:

S. No.	Function	Number of Employees
1.	Accounts and Finance	76
2.	Administration	24
3.	Quality Control	10

S. No.	Function	Number of Employees
4.	Chairman Cell	16
5.	Collection	7
6.	Commercial	31
7.	Corporate Affairs	10
8.	Secretarial and Legal	2
9.	Projects	64
10.	Human Resources	62
11.	Maintenance	18
12.	Business Development	42
13.	Operations	1,235
14.	Purchase	33
15.	Top Management	4
16.	Others	31
	Total	**1,665**

We have set up systems for employee training and skill development, which spans recruitment, customized training, deployment and management of personnel. The courses and training we offer differ for workers, supervisors and managers. As of June 30, 2021, we have three training centers in India. We train our employees to develop vocational skills including housekeeping, gardening and landscaping, carpentry and plumbing. Our personnel recruitment, training and deployment initiatives are process oriented and technology driven with detailed performance indicator tracking, reporting and evaluation of personnel. We have also initiated diploma courses in facility services and mechanical technology at our training institute.

The central government has recently introduced schemes for developing a base of skilled manpower in India, focused on training India's available workforce with employable skills and knowledge and primarily includes the National Employability Enhancement Mission ("**NEEM**") and the National Apprenticeship Promotion Scheme ("**NAPS**"). NAPS was launched in 2016, and introduces incentives for employers that promote apprenticeship and offer apprenticeship training. Apprentices get an opportunity to undergo 'on the job' training and are exposed to real working conditions, situations, and challenges (*Source: F&S Report*). Employers that offer such training programs are entitled to certain benefits including reimbursement of 25% of the prescribed stipend per apprentice, and reimbursement of cost of basic training in certain circumstances, up to specified thresholds (*Source: F&S Report*)]. The government also similarly introduced NEEM to offer 'on the job' practical training to enhance employability of individuals pursuing graduation/ diploma in any technical or non-technical stream or individuals who have been compelled to discontinue their education, in order to increase their employability. We have partnered with the technical education authority and are also a third party aggregator for implementation of the NAPS.

As of June 30, 2021, we had implemented two schemes, namely Deen Dayal Upadhyay Gramin Kaushal Yojana and Swarnajayanti Gram Swarojgar Yojana. We are also an approved NEEM facilitator, as recognized by the AICTE, which allows us to provide skilled manpower to clients, and we supplied skilled manpower specifically for production support to certain clients. Under the AICTE scheme, monetary incentives are provided in the form of reimbursements in the range of ₹ 18,000 to ₹ 100,000 per person we train (*Source: F&S Report*).

Business Development

Our business development team consists of 42 employees in India, as of June 30, 2021. Our sales process is broadly divided based on the clients we target. Our business development team is responsible for pursuing new business opportunities by strategically targeting reputed and established entities across industries. In our experience, engaging with industry leaders typically helps achieve visibility across the particular sector.

We also actively engage with central and state government organizations and public sector undertakings to cross-sell our services across this client base. We also have a dedicated team that is focused on submitting bids and reviewing tender requirements to grow specific verticals.

Competition

We face competition in each of our business lines. According to the F&S Report, the facility management market in India is highly competitive with more than 270 companies operating across India, and is broadly divided into three tiers based on the geographic reach of these entities. Being a pan-India integrated service provider, we compete with other tier 1 companies that also have a geographically wide presence. We compete on the basis of market knowledge in each location, retention of skilled workforce, statutory compliance, brand and reputation, financial strength, technological ability and preventive maintenance techniques. Our key competitors include other tier 1 companies such as ISS Facility Services India Private Limited, Updater Services India Limited, Sodexo Facilities Management Services India Private Limited, and Dusters Total Solutions Services Private Limited (*Source: F&S Report*). We also compete with multinational corporations for our integrated services business (*Source: F&S Report*).

Within our integrated services segment, we compete with a large number of single-service providers for soft services. We are a dominant player in the government facilities management segment and are among the most trusted companies in this segment (*Source: F&S Report*).

We are one of the major players in offering emergency response services in India (*Source: F&S Report*). We were the among the first companies in India to introduce ambulances equipped with defibrillators, blood pressure monitoring equipment, pulse oximetry and medical grade oxygen delivery systems and also provide doctors with ambulances, as part of our emergency medical response services (*Source: F&S Report*). We were also the first company in India to provide emergency police response services, which is outsourced by the state of Madhya Pradesh (*Source: F&S Report*). Under emergency medical response services, we compete on the basis of IT infrastructure, fleet size, deployment of equipped ambulances, and other value-added services including staffing of medical professionals in ambulances. The other prominent player in this segment is GVK Emergency Management and Research Institute. We also compete with Ziqita Health Care Limited, Falck, Mugency and SGS Group (*Source: F&S Report*).

In the waste management segment, we compete with companies such as Ramky Enviro, UPL Environmental Engineers, A2Z Infrastructure, SPML Infra, Antony Waste and IL&FS. Other notable players are Metro Waste, Terra Firma, and Hanjer Biotech. We compete on the basis of ease of operations of local facilities; relationships with municipal and local authorities; project management and execution capabilities including collection, transportation, treatment and disposal; and financial capabilities for capital investment for equipment and machinery. We also compete with multinational companies that operate through partnership models, such as CGEA Asia Holding and Swiss Hitachi Zosen Inova (*Source: F&S Report*).

For further information on our competitive position, see "*Industry Overview*" on pages 92.

Information Technology

We use an information management system to facilitate the flow of information among all our business functions, thereby ensuring quick decision making of key business processes and other routine functions. We aim to avoid duplication of efforts across different departments in order to facilitate faster processing of work, payments and invoices. We also use our information management system to assist in day-to-day management, support strategic planning and help reduce operating costs by facilitating operational coordination across functional departments. For instance, we operate a payroll management software to manage our employees' compensation cycles. We have implemented the 'People Works – Human Capital Management' software, which handles our entire recruitment process for personnel designated as supervisor and above, and also have processes to monitor employee performance, deployment and management of personnel, across all our offices.

For delivery of our services, we use software to manage fleet for our emergency response services with features including digital dashboard tracking for hospitals to receive real time updates on incoming patients and nature of ailment. This feature also enables us to efficiently deploy our employees and track and communicate with our vehicles used to transport manpower and equipment at all times.

We have implemented SAP HANA system that is expected to improve our database management system thereby enabling prompt invoicing to reduce collection cycles.

Insurance

We maintain material insurance policies that are customary for companies operating in similar businesses. These include group health insurance policy, group personal accident policy, directors' and officers' liability insurance policy, standard fire and special perils policy and burglary loss policy. We also obtain other insurance policies such as for vehicles utilized by our Company from time to time.

Intellectual Property Rights

Our Company has executed a Deed of Assignment with Aadiruchi Foods LLP to assign all worldwide rights, title, ownership and interest, and all moral rights associated with certain trademarks, owned by our Company, including the logo of our Company and the associated copyrights and the goodwill of its business to Aadiruchi Foods LLP, for a one time consideration of ₹ 11.54 million. The consideration amount has been determined based on an independent valuation report dated, applying the accumulated cost/ historical cost method and the value has been restricted to the (i) costs incurred by the Company in registering the ownership of the relevant intellectual property; (ii) the costs incurred over the period of years to develop the brand and establish its presence in the market; and (iii) the finance costs attributable to costs incurred in (i) and (ii).

The trademark has subsequently been licensed to our Company, by way of the Trademark License Agreement entered into between our Company and Aadiruchi Foods LLP, for an annual license fee of ₹ 1.20 million, to be escalated by 15% every three years. For further information, see "*History and Certain Corporate Matters - Summary of Key Agreements*" and "*Risk Factors – 6. We do not own the "BVG" trademark and logo, and are exposed to the risk that the "BVG" brand may be affected by events beyond our control and that we may be prevented from using it in the future*" on pages 159 and 25, respectively.

Corporate Social Responsibility

We have a CSR policy aimed at health care, education and skill development and sustainable livelihoods. We have also made charitable donations to education societies in the State of Maharashtra.

Awards

As of June 30, 2021, we have received the following awards:

Year	Award	Awarding Organization
2011	India's largest housekeeping firm	Forbes Magazine
2015	Wealth creator and value award	Indian Merchant's Chamber
2018	Outperformers in Urban Public Services Transportation	Mahindra Group
2021	'Sahuliyat Kashmir' award for contribution towards COVID-19 relief efforts in Jammu and Kashmir	Jammu and Kashmir State Government

For further information on the awards and recognitions for our Company, see "*History and Certain Corporate Matters – Awards and Accreditations*" on page 157.

Properties

Our Registered Office is located at BVG House, Premier Plaza, Pune – Mumbai Road, Chinchwad Pune 411019, is owned by Aarya Agro-Bio and Herbals Private Limited, and operated by us on a leave and license basis. Our Corporate Office is located at Floor No. 4, Midas Towers, Phase I, Hinjewadi, Pune 411 057, is owned by Pesh Infotech, and operated by us on a leave and license basis. As of June 30, 2021, we also have 19 other offices, most of which were held on leave and license basis. The agreements typically subject our Company to a lock-in period and rent-escalation during the tenure of the agreement. For further information, see "*Risk Factors- 58. Some of our offices and training centres including our Registered Office and Corporate Office are located on leased premises. There can be no assurance that these lease agreements will be renewed upon termination or that we will be able to obtain other premises on lease on same or similar commercial terms."* on page 46.

REGULATIONS AND POLICIES

The following description is a summary of certain sector specific laws and regulations in India, which are applicable to us. The information detailed in this section has been obtained from publications available in the public domain. The regulations and their descriptions set out below may not be exhaustive and are only intended to provide general information to the Bidders and are neither designed nor intended to substitute for professional legal advice. Judicial and administrative interpretations are subject to modification or clarification by subsequent legislative, judicial or administrative decisions.

For details in relation to the material approvals obtained by us in accordance with the applicable regulations, see "Government and Other Approvals" beginning on page 321.

We operate various segments, including waste management services, logistics and transport services, manpower training, housekeeping and cleaning services, gardening and landscaping. For further details, see "*Our Business*" beginning on page 135.

Key regulations applicable to our Company in India

Contract Labour (Regulation and Abolition) Act, 1970 ("CLRA")

CLRA Act regulates the employment of contract labour in certain establishments and to provides for its abolition in certain cases. The CLRA Act applies to every establishment in which 20 or more workmen are employed or were employed in the preceding twelve months as contract labour and to every contractor who employs or employed on any day during the last twelve months, 20 workmen or more. However, state specific amendments to the CLRA Act may vary the requirement of number of workmen engaged for obtaining a registration. The CLRA Act prescribes measures to be undertaken by the principal employer for the welfare of contract labourers. The CLRA Act requires the principal employer of the concerned establishment to make an application to the registering officer appointed by the appropriate government under the CLRA Act for registration of the establishment and obtain registration within the prescribed time period. Likewise, every contractor to whom the CLRA Act applies, is required to obtain a license and not to undertake or execute any work through contract labour, except under and in accordance with such license. The CLRA Act provides for the establishment of canteens, restrooms, washing facilities, first aid facility and provision for drinking water by the contractor within the specified time period and on failure on part of the contractor to provide such facility, the principal employer is responsible to make provision for the same.

Motor Vehicles Act, 1988 ("Motor Vehicles Act")

The Motor Vehicles Act regulates licensing of drivers, registration of motor vehicles, control of motor vehicles through permits, special provisions relating to state transport undertakings, insurance, liabilities, offences, compensations and penalties. The Motor Vehicles Act imposes liability on every owner of, or person responsible for, a motor vehicle to ensure that every person who drives a motor vehicle holds an effective driving license. Further, the Motor Vehicles Act requires that an owner of a motor vehicle bears the responsibility of ensuring that the vehicle is registered in accordance with the provisions of the Motor Vehicles Act and that the certificate of registration of the vehicle has not been suspended or cancelled. The Motor Vehicles Act also prohibits a motor vehicle from being used as a transport vehicle unless the owner of the vehicle has obtained the required permits authorizing him to use the vehicle for transportation purposes. No motor vehicle can be used as a transport vehicle unless the owner of the vehicle has obtained the required permit granted or countersigned by a Regional or State Transport Authority or any prescribed authority authorizing him the use of the vehicle in that place in the manner in which the vehicle is being used. The Motor Vehicles Act imposes the liability on every owner or person responsible for a motor vehicle to ensure that every person who drives the motor vehicle holds an effective driving license. The Motor Vehicles (Amendment) Act, 2019 has come in to force on September 1, 2019, providing higher penalties for traffic offences.

Central Motor Vehicles Rules, 1989 (***"Central Motor Vehicles Rules***")

The Central Motor Vehicles Rules, as amended, prescribed under the Motor Vehicles Act, set out the procedures for licensing of drivers, driving schools, registration of motor vehicles and control of transport vehicles through issue of tourist and national permits. It also lays down rules concerning the construction, equipment and maintenance of motor vehicles and insurance of motor vehicles against third party risks.

Private Security Agencies (Regulation) Act, 2005 ("PSARA")

The PSARA is a primary regulation for individuals and agencies providing private security guards. Every agency and/or individual providing private security guards must, inter alia, obtain a license as per the PSARA, under the relevant state rules and provide training to private security guards or their supervisors. Each state has enacted respective rules which lay down conditions under which a license will be granted. The conditions proposed may include the agency/individual to disclose primary details of each person engaged for the security services, including disclosures to be made with respect to any criminal history, etc. Any individual or entity providing services of a private security guard without a valid licence would be punishable with imprisonment for a term of up to one year, or with a fine which may extend to ₹25,000, or with both.

Labour Related Regulations

In addition to the above, our operations are subject to compliance with certain other Labour laws in India. These include, but are not limited to, the following:

- The Employees' Provident Funds and Miscellaneous Provisions Act, 1952;
- The Employees' State Insurance Act, 1948;
- The Employees' Compensation Act, 1923;
- The Employment Exchange (Compulsory Notification of Vacancies) Act, 1959;
- The Industrial Disputes Act, 1947;
- The Trade Unions Act, 1926;
- The Child Labour (Prohibition and Regulation) Act, 1986;
- The Apprentices Act, 1961;
- The Industrial Employment (Standing Orders) Act, 1946;
- The Maternity Benefit Act, 1961;
- The Payment of Gratuity Act, 1972; and
- The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

Shops and Establishments legislations in various states

The provisions of various local shops and establishments legislations, as applicable in the relevant states, regulate the conditions of work and employment in shops and commercial establishments and generally prescribe obligations, *inter alia,* in respect of registration, opening and closing hours, daily and weekly working hours, rest intervals, terminations of service, holidays, leave, health and safety measures and wages for overtime work, and other rights and obligations of employers and employees. These shops and establishments acts, and the relevant rules framed thereunder, also prescribe penalties in the form of monetary fine. or imprisonment for violation of provisions, as well as procedures for appeal in relation to such contravention of the provisions.

Code on Wages, 2019

The Code on Wages, 2019 ("**Wages Code**") received the assent of the President of India and was notified on August 8, 2019 and amends and consolidates laws relating to wages and bonus. The Wages Code subsumes and replaces the (i) Minimum Wages Act, 1948; (ii) Payment of Wages Act, 1936; (iii) Equal Remuneration Act, 1976; and (iv) Payment of Bonus Act, 1965. The Ministry of Labour and Employment vide notification dated December 18, 2020, notified certain provisions of the Wage Code. The provisions of this code will be brought into force on a date to be notified by the Central Government. Under the Wages Code, every employer is mandated to pay not less than the minimum wages to all employees engaged to do any work whether skilled, unskilled, semi-skilled, manual, operational, supervisory, managerial, administrative, technical or clerical in any employment. The Central Government shall fix the floor wage by taking into account the minimum living standards of a worker. The appropriate government fixes the minimum rate of wages payable to employees, which should not be less than the floor wages fixed by the Central Government. The Wages Code further lays down permissible modes of payment of wages, parameters of awarding bonus, etc.

The Industrial Relations Code, 2020

The Industrial Relations Code, 2020 ("**Industrial Code**") was notified on September 28, 2020 and amends and consolidates laws relating to trade unions, conditions of employment in industrial establishment or undertaking, investigations and settlements of industrial disputes. The Industrial Code subsumes and replaces the (i) Industrial Disputes Act, 1947; (ii) Trade Unions Act, 1926; and (iii) Industrial Employment (Standing Orders) Act, 1946. As on date of this Draft Red Herring Prospectus, the Industrial Code has not come into force. The provisions of this code will be brought into force on a date to be notified by the Central Government. Under the Industrial Code, the industrial establishment in which one hundred or more workers are employed on any day in the preceding twelve months, will be required to constitute a Works Committee which will promote measures for securing and preserving amity and good relations between the employers and workers and comment upon their common interests and compose any material difference of opinion in respect of such matters. Industrial establishments employing twenty or more workers shall have a Grievance Redressal Committee to solve disputes arising out of industrial grievances. The Industrial Code also provides for recognition of Trade Unions and regulates strikes and lock-outs.

The Occupational Safety, Health and Working Conditions Code, 2020

The Occupational Safety, Health and Working Conditions Code, 2020 ("**Safety and Health Code**") was notified on September 28, 2020 and amends and subsumes labour legislations including the (i) Factories Act, 1948; (ii) Contract Labour (Regulation and Abolition) Act, 1970; (iii) Inter-State Migrant Workmen (Regulation of Employment and Conditions of Service) Act, 1979; and (iv) Building and Other Construction Workers (Regulation of Employment and Conditions of Service) Act, 1996. As on date of this Draft Red Herring Prospectus, the Safety and Health Code has not come into force. The Safety and Health Code mandates employers to ensure that the workplace is free from hazards which cause or are likely to cause injury or disease to employees, The Safety and Health Code also mandates employers to provide a safe work place and regulates work hours and leave as well. A National Occupational Safety and Health Advisory Board will also be set up under the Safety and Health Code to consolidate the multiple committees set up under the earlier acts.

The Code on Social Security, 2020

The Code on Social Security, 2020 ("**Social Security Code**") was notified on September 28, 2020 and subsumes and amends existing legislations including the (i) Employees' Compensation Act, 1923; (ii) Employees' State Insurance Act, 1948; (iii) Employees' Provident Funds and Miscellaneous Provisions Act, 1952; (iv) Maternity Benefit Act, 1961; (v) Payment of Gratuity Act, 1972; (vi) Building and Other Construction Workers' Welfare Cess Act, 1996; and (vii) Unorganised Workers' Social Security Act, 2008. As on date of this Draft Red Herring Prospectus, the Social Security Code has not come into force. The provisions of this code will be brought into force on a date to be notified by the Central Government. The Social Security Code aims to make a national database for unorganised sector workers and create a Social Security Fund, to provide uniformity in providing social security benefits to the employees which was earlier segregated under different acts and had different applicability and coverage.

Intellectual Property Rights

In India, patents, trademarks and copyrights enjoy protection under both statutory and common law. The key legislations governing intellectual property in India and which are applicable to our Company are the Patents Act, 1970, the Copyright Act, 1957 and the Trade Marks Act, 1999. These enactments provide for the protection of intellectual property by imposing civil and criminal liability for infringement.

Environmental Laws

The Environment (Protection) Act, 1986 read with Environment (Protection) Rules, 1986, the Air (Prevention and Control of Pollution) Act, 1981 ("**Air Act**"), Water (Prevention and Control of Pollution) Act, 1974 ("**Water Act**"), and the Hazardous and other Wastes (Management and Transboundary Movement) Rules, 2016 ("**Hazardous Waste Rules**") aim to prevent, control and abate pollution. In order to achieve this objective, pollution control boards ("**PCBs**"), which are vested with diverse powers to deal with water and air pollution, have been set up in each state.

The Air Act and the Water Act stipulate that no person shall, without prior consent of the relevant PCB, establish or operate any industrial plant which emits air pollutants in an air pollution control area or discharges sewage or other pollutants into a water body. Further, the Hazardous Waste Rules impose on every occupier and operator of a facility generating hazardous waste to dispose of such waste without harming the environment.

The Forest (Conservation) Act, 1980 read with Forest (Conservation) Rules, 2003 aim to preserve forest land and provide for restriction on the use of forest land for non-forest purposes and requires prior approval for use of forest land for any non-forest purpose.

The Bio-Medical Waste Management Rules, 2016 were enacted to ensure that bio-medical waste is handled without any adverse effect to human health and the environment. The Plastic Waste Management Rules, 2016, require all institutional generators of plastic waste to segregate the waste and hand it over to authorized waste processing facilities. Such segregation and storage of waste must be in accordance with the provisions of Solid Waste Management Rules, 2016. The E-Waste Management Rules, 2016 also impose a similar obligation of proper collection of e-waste for its disposal in an environmentally sound manner.

The Ministry of Environment, Forest and Climate Change has issued the Draft Environment Impact Assessment Notification, 2020 ("**Draft EIA 2020**") which proposes to replace the Environment Impact Assessment Notification, 2006. The Draft EIA delineates the procedure for projects to obtain ex-post-facto environmental clearance and increases the central oversight on the functioning of Expert Appraisal Committees.

Regulations regarding Foreign Investments

For details in relation to foreign investments in our Company, under the FEMA Rules and the Consolidated FDI policy, see "*Restrictions on Foreign Ownership of Indian Securities*" beginning on page 361.

Other Indian laws

In addition to the above, our Company and our Subsidiaries in India are also governed by tax related laws such as the Income Tax Act, 1961, the Income Tax Rules, 1962, the Central Goods and Services Tax Act, 2017, the Integrated Goods and Services Tax Act, 2017, the Customs Act, 1962, the Customs Tariff Act, 1975, each as amended, local body tax and various applicable service tax notifications and circulars.

Furthermore, our Company is also required to comply with the provisions of the Companies Act, as amended, and rules framed thereunder and other applicable statutes imposed by the Centre or the State Governments and authorities for our day-to-day business and operations.

HISTORY AND CERTAIN CORPORATE MATTERS

Brief history of our Company

Our Company was originally incorporated as 'Bharat Vikas Utility Services Limited' on March 20, 2002 at Pune, Maharashtra as a public limited company under the Companies Act, 1956. Our Company received a certificate for commencement of business on September 26, 2002. Our Company changed its name from 'Bharat Vikas Utility Services Limited' to 'BVG India Limited' pursuant to a resolution of our Shareholders dated July 6, 2004, in order to be easily recognized in the global market. Consequently, the Registrar of Companies issued a fresh certificate of incorporation dated July 7, 2004.

As of the date of this Draft Red Herring Prospectus, our Company has 160 Shareholders.

Changes in the Registered Office

The following table sets forth details of the changes in the address of the registered office of our Company since the date of its incorporation:

Date of change	Details of change in the address of the registered office	Reasons for change in the address of the registered office
March 20, 2003	The registered office address of our Company was changed from 250, Kawade Nagar, New Sangavi, Pune 411 027 to 10 Devika Heights Shivaji Nagar (Near Shivaji Statue Chowk), Pune 411 005, Maharashtra, India	Administrative convenience
August 29, 2008	The registered office address of our Company was changed from 10 Devika Heights, Shivaji Nagar (near Shivaji Statue Chowk), Pune 411 005 to 'BVG House' Premier Plaza, Pune – Mumbai Road, Chinchwad, Pune 411 019, Maharashtra, India.	Administrative convenience

Main Objects of our Company

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

"*To carry out the business of industrial utility services like mechanized housekeeping, gardening, security services, system cleaning, ETP erection & maintenance, supply of manpower for machine maintenance, Plant maintenance, conservancy services, consultancy services & jobwork for various industrial products (manufacturing) transportation services for manpower & material.*"

The main objects as contained in the Memorandum of Association enable our Company to carry on the business presently being carried out.

Amendments to our Memorandum of Association in the last ten years

The following table set forth details of the amendments to our Memorandum of Association, in the last ten years:

Date of Shareholders' Resolution	Particulars
September 27, 2011	Clause V of the Memorandum of Association was amended to reflect the reclassification of the authorised share capital of ₹250,000,000 comprising 4,000,100 equity shares of face value ₹10 each and 20,999,900 CCPS to ₹250,000,000 comprising 10,164,861 equity shares of face value ₹10 each and 14,835,139 CCPS of face value ₹10 each, pursuant to a resolution of our Shareholders in their AGM dated September 27, 2011. Further, Clause V of the Memorandum of Association was amended to reflect the increase in the authorised share capital to ₹420,000,000 comprising 27,164,861 equity shares of face value ₹10 each and 14,835,139 CCPS of face value ₹10 each.
November 14, 2011*	New Clauses 60 and 61, were inserted in the Objects Clause of the Memorandum of Association, as set forth: *60. To provide, maintain and run Ambulatory Services and Emergency Medical Transport Services (EMIS) with the aim of providing fast services in medical emergencies in any part of the country and to provide first aid stabilize the patients and transport them to the nearest hospital in shortest possible time, with the co-ordination of emergency response centre (ERC).* *61. To process, manufacture, produce, export, import, buy, sell, store, grind agro waste and to convert into white coal/ briquette or any other such product and to install / convert briquette based boiler / boilers and to manage, operate, supply and to act as a agent, broker, stockiest and to deal in all types of related industrial and agriculture products.*

Date of Shareholders' Resolution	Particulars
September 30, 2013	A new Clause 62 was inserted in the Objects Clause of the Memorandum of Association, as set forth: *62. To establish and run in any part of India colleges, training institutes or schools that may be affiliated to any university or autonomous body or statutory, semi statutory body, where general, scientific, commercial, engineering, vocational or any other type of education to be imparted to the students in the class rooms or laboratories or workshops, orally or through post on such terms and conditions as may be laid down by the company from time to time. To enter in to arrangements/agreements with any such university, body or institute to carry out the said activities.*
March 22, 2014	A new Clause 63 was added to the Objects Clause Memorandum of Association, as set forth: *"63. To carry on the business of manufacturers, producers, processors, exporters, importers, distributors, traders, merchants, dealers, representatives, selling agents, buying agents, assemblers, buyers, sellers, wholesalers, retailers, suppliers, and stockists, of all kinds and varieties of surgical instruments and furniture, ambulances, medical equipment's, diagnostic equipment's and instruments, medical kits, disposable and non-disposable syringes, disposable and non-disposable needles, uro-bags, poly mask, oxygen tent, netalon catheters, Foley's catheters, endotracheal tubs, tracheostomy tubes (plain/cuffed), nasal oxygen catheters, resuscitation tubes, suction catheter, epidural cannula, umbilical cannula, scalp vein sets, intravenous cannula, intra catheter, Ryles tubes, Levin's Tubes, Infant feeding tubes, rectal catheter, Romo Vac sets, Peritoneal dialysis catheter sets, peritoneal dialysis transfusion sets, peritoneal catheter, colostomy kits, infant mucus extractor, sterivae cannula, blood administration sets, blood donor sets, regular fluid infusion sets, Measure volume sets, infusion sets, micro sets, plasma aspiration sets, disposable and non-disposable gloves, S.V. and I.V. cannula, V.A. shunt, stethoscopes, sphygmomanometers, ampoules, butterfly needles, microscopes, ophthalmic instruments and equipment's, otoscopes, medicinal containers, thermometers, plastic and aluminium collapsible tubes and disposable and non-disposable surgical instruments and kits."*
March 21, 2016	Clause III (B)(2) of the Memorandum of Association was split and amended and Clause III(C)(60) was altered in the Objects Clause, the amended Clauses are as set forth: *2(a). To establish and set up facilities to render marketing services, consultancy for various products, concept selling, and to represent multinational companies for promoting their business, to carry on the business of owning, purchasing, selling and/or leasing advertising time slots and/or space over a number of focused media formats and to reach out- of- home consumers at strategic locations, through closed circuit televisions, posters, banners, hoarding, neon signs, electronic display board and all other present and future display devices or medias.* *2(b). To carry on the business in field of various integrated facility management services including but not limited to supply of skilled, semi-skilled and unskilled manpower in various fields and attendant services, catering services, technical services, urban and industrial services, advertisement services, landscaping, waste management services, civil engineering and to carry on business in the field of precious resources and mining projects.* *60. To provide, maintain and run Ambulatory Services and Emergency Medical Transport Services (EMIS) with the aim of providing speedy and timely services in medical emergencies in any part of the country and to provide first aid, stabilize the patients, provide care on scene and transport them to the nearest hospital in shortest possible time with the coordination of Emergency Response Centre (ERC), to establish, set up, run and maintain Emergency Response Centre (ERC) and to facilitate System integration for the same.*
July 30, 2020	Clause V of the Memorandum of Association was amended to reflect the increase in the authorized share capital of our Company from ₹420,000,000, comprising 27,164,861 equity shares of face value ₹10 each and 14,835,139 CCPS of face value ₹10 each to ₹470,000,000 comprising 32,164,861 equity shares of face value ₹10 each and 14,835,139 CCPS of face value ₹10 each.

Note: The same resolution was inadvertently passed by the members of our Company again on December 5, 2011.

Major events and milestones in relation to our Company

The table below sets forth the key events in the history of our Company:

Calendar Year	Particulars
2007	• Provided services to assist the relocation of Fiat's factory • Commenced cleaning services for the Rashtrapati Bhawan
2008	Awarded the facility management contract for providing services at all offices and residential buildings of Oil and Natural Gas Corporation Limited at Dehradun
2010	Diversified into the engineering projects business
2011	• Diversified into municipal solid waste management business • Commenced providing services to the Bangalore Metro Rail Corporation Limited • Investment by 3i Growth Capital, Strategic Investments B and Strategic Investments Alpha in our Company
2013	Awarded emergency medical services contract by the State Health Society, Maharashtra

Calendar Year	Particulars
2014	Awarded contract for mechanised/automated housekeeping services of the Supreme Court of India
2015	Awarded contract by the Police Telecommunication- of Madhya Pradesh Police for setting up, operating and managing the dial 100 call centre and state police control room and the data centre and undertaking fleet management operations for Madhya Pradesh police
2016	BEPL was awarded the contract for operation and maintenance of the Centralized Accident and Trauma Services (CATS) ambulance services
2017	Awarded contract for door to door collection, segregation, and transportation of municipal solid waste by Nagar Nigam Jaipur
2018	Awarded contract for providing accommodation and food to players and officials for Khelo India Youth Games Maharashtra, 2019
2019	Awarded the contract to provide an integrated facility management services at Pune Junction Railway Station
2020	Awarded the contract for operation of the 102 and 108 ambulance services by the Jammu & Kashmir Medical Supplies Corporation Limited

Awards and Accreditations

Please see below details of the key awards and accreditations received by our Company:

Year	Awards and Accreditations
2011	Accredited as India's largest housekeeping firm by Forbes Magazine
2015	Wealth and value creator award by the Indian Merchants' Chamber
2017	Integrated Facility Management Firm of the Year at the 8th Realty Plus Excellence Awards 2017
2018	National winners in the outperformers in the urban public services transportation category for the year 2018 for accepting no limits at the Mahindra Transport Excellence Awards 2018
2020	Awarded 'Sahuliyat Kashmir' award for contribution towards COVID-19 relief efforts in Jammu and Kashmir

Time and cost overruns

Our Company has not faced any time or cost overruns in setting up projects, except in the ordinary course of business.

Significant financial and strategic partnerships

Our Company does not have any significant financial or strategic partnerships as of the date of this Draft Red Herring Prospectus.

Defaults or rescheduling/restructuring of borrowings with financial institutions/ banks and conversion of loans in equity

There have been no defaults or rescheduling/restructuring of borrowings with financial institutions/ banks in respect of our Company's borrowings. Further, none of our Company's outstanding loans have been converted into equity.

Launch of key products or services, entry into new geographies or exit from existing markets

For details of key products or services launched by our Company, entry into new geographies or exit from existing markets, see "*Our Business*" beginning on page 135.

Accumulated Profits or Losses of our Subsidiaries

Post the date of the Restated Financial Statements, our Company has acquired 5,100 equity shares, constituting 51% of the equity share capital of BVG Security Services Private Limited ("**BSSPL**") on July 6, 2021 and accordingly, BSSPL has become Subsidiary of our Company. Accordingly, no accumulated profits or losses in relation to the BSSPL has been accounted for in the Restated Financial Statements. Other than the above, there are no accumulated profits or losses of our Subsidiaries which are not accounted for by our Company.

Lock-out and strikes

As on the date of this Draft Red Herring Prospectus, while there have been no lock-outs at any time in our Company or Subsidiaries, there has been an instance of a strike, faced by BEPL, our Joint Venture. For further information, see section titled "*Risk Factors – 4. We have a large workforce deployed across workplaces and client 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*" on page 24.

Details of guarantees given to third parties by our Promoter Selling Shareholders

Our Promoter Selling Shareholders, Hanmantrao Ramdas Gaikwad and Umesh Gautam Mane, have issued guarantees to third parties to secure the loans availed by our Company. The details of such guarantees are as follows:

Sl. No.	Name of the lender	Guarantee amount (in ₹ millions)#
1.	Bank of Maharashtra	2,441.30
2.	IDBI Bank Limited	500.00
3.	State Bank of India	2,690.00
4.	Bank of Baroda	560.00
5.	Axis Bank Limited	161.90
6.	The Saraswat Co-Op Bank Limited	570.00
7.	Canara Bank Limited	500.00
8.	Union Bank of India Limited	1,550.00
9.	Cosmos Co-Op Bank Limited	580.00
10.	Indian Bank Limited	1,000.00
11.	Karnataka Bank Limited	240.00
12.	Indian Overseas Bank	490.00
13.	Tata Motors Financial Services Limited*	208.20

 # The Promoter Selling Shareholders have given guarantees for the above sanctioned limits, however their exposure shall be limited to the net worth of the Promoter Selling Shareholders.
** The Promoter Selling Shareholders have issued guarantees for the above sanctioned limits except in respect of Tata Motors Financial Services Limited for which only Hanmantrao Ramdas Gaikwad has issued a guarantee.*

The guarantees shall exist until the loans are repaid to the lenders. For details in relation to security provided by our Company for securing the loans and financial implication on our Company for the default of loans, please see "*Financial Indebtedness*" beginning on page 308.

Further, our Promoter Selling Shareholders, have also issued guarantees to third parties to secure the loans availed by our Group Companies, Satara Mega Food Park Private Limited and BVG Health Food Private Limited. The details of such guarantees are as follows:

Sl. No.	Name of the lender	Guarantee amount (in ₹ millions)#	Name of the Promoter providing guarantee
1.	Union Bank of India (for Satara Mega Food Park Private Limited)	550.00	Hanmantrao Ramdas Gaikwad and Umesh Gautam Mane
2.	Union Bank of India (for BVG Health Food Private Limited)	25.00	Hanmantrao Ramdas Gaikwad

 # The Promoters have given guarantees for the above sanctioned limits and received no consideration in relation to such guarantees, however their exposure shall be limited to the net worth of the Promoter.

The above guarantees for the loans availed by our Group Companies, Satara Mega Food Park Private Limited and BVG Health Food Private Limited, shall exist until the loans are repaid to the lenders. The security provided for such loan is as follows:

1. Creation of hypothecation on stock, raw materials, stock in process etc; and
2. Creation of first charge on all current assets**.**

Our Holding Company

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

Our Subsidiaries and Joint Venture

As of the date of this Draft Red Herring Prospectus, our Company has five Subsidiaries and one Joint Venture. For details regarding our Subsidiaries and Joint Venture, please see "*Our Subsidiaries and Joint Venture*" beginning on page 162.

Details regarding material acquisitions or disinvestments of business/undertakings, mergers, amalgamations and revaluation of assets, etc.

Except as stated below, our Company has not acquired or disinvested any business or undertaking, and has not undertaken any merger, amalgamation or revaluation of assets in the last ten years:

Scheme of arrangement involving our Company and Out-of-Home Media (India) Private Limited

A scheme of arrangement under Section 391 to 394 of the Companies Act, 1956 ("**Scheme**"), was entered into between our Company and our Subsidiary, Out-of-Home Media (India) Private Limited ("**OOH**") and their respective shareholders and creditors on March 21, 2016. Pursuant to the Scheme, OOH demerged its entire business undertaking of providing digital out of home advertisings services (excluding its businesses in Ahmedabad as identified in the Scheme) into our Company. Each shareholder of OOH was to be allotted one Equity Share in the Company in the ratio of one Equity Share for every 312 fully paid up equity shares held in OOH. The Scheme was approved by the High Court of Bombay by its order dated September 29, 2016 ("**Order**") and came into effect from October 28, 2016. During the period, between the filing of the Scheme and the passing of the Order, our Company entered into a share purchase agreement dated April 20, 2016 with OOH, Digital Ad (Mauritius) Limited and Ishan Raina, pursuant to which our Company purchased the entire equity shareholding of OOH from the then existing shareholders of OOH. Accordingly, no Equity Shares of the Company were allotted pursuant to the Scheme.

Summary of Key Agreements

1. **Investment Agreement dated January 1, 2011 ("Investment Agreement") entered into amongst our Company, our Promoters, Vaishali Hanmantrao Gaikwad, Dattatraya Gaikwad, Bhiku Wagh, Vikas Vyankat Nipane, Aarya Agro Bio and Herbals Private Limited (together with our Promoters, the "IA Selling Shareholders"), 3i Growth Capital B LP ("Partnership"), Strategic Investments B ("Purchaser 1") and Strategic Investments Alpha ("Purchaser 2", along with the Purchaser 1, "Purchasers" and collectively with the Partnership, "Investors") and Share Purchase Agreement dated January 3, 2011 ("Share Purchase Agreement") entered into amongst India Growth Fund, Strategic Investments B, Strategic Investments Alpha, our Company and our Promoters, Hanmantrao Ramdas Gaikwad and Umesh Gautam Mane.**

   Pursuant to the Investment Agreement, the Purchasers agreed to purchase from the Promoters and IA Selling Shareholders, 432,440 Equity Shares for an aggregate consideration of ₹1,137.15 million. Further, the Investors agreed to subscribe to 380 Equity Shares for an aggregate consideration of ₹999,252. Further, pursuant to the Investment Agreement, our Company issued 682,977 optionally convertible debentures ("**OCDs**") of face value ₹10 on a rights basis to our Promoters and the existing shareholders. The OCDs are convertible up to and including 682,977 Equity Shares and will convert simultaneously with the CCPS. Additionally, the OCDs, to the extent not converted, shall be redeemed at par in accordance with the terms of the issuance. Further, as stipulated under the Investment Agreement, our Company has entered into the Share Purchase Agreement pursuant to which India Growth Fund agreed to sell 20,999,900 Series A redeemable optionally compulsorily convertible cumulative preference shares of face value of ₹10 each, which were converted into 20,999,900 CCPS prior to the sale and 91,423 Equity Shares of our Company (which included Equity Shares resulting from the conversion of the Series A Equity Shares) for an aggregate consideration of ₹793.69 million to Strategic Investments B and Strategic Investments Alpha.

   Investors' rights

   In terms of the Investment Agreement, the Investors have certain rights including, amongst others, reserved matter rights; pre-emptive and anti-dilution rights in the event that our Company issues any new securities; exit rights in terms of a qualified initial public offering to be undertaken in accordance with the terms prescribed in the Investment Agreement ("**QIPO**") and drag along rights; right of first refusal and tag-along rights in the event of certain proposed transfer of shares by the Promoters and certain information rights. Further, Purchaser 2 and the Partnership, each have a right to nominate one non-retiring non-executive Director on our Board ("**Investor Director(s)**") and an observer on our Board.

   Promoters' rights

   The Promoters have certain rights as against the Investors, including certain transfer restrictions, right of first offer and upside sharing rights whereby, in the event of any sale of Equity Shares by the Investors, any additional return received by the Investors above the agreed upon valuation of Equity Shares, as set out in the Investment Agreement, shall be shared by the Investors with the Promoters.

   Deposit Arrangement

   Pursuant to the Investment Agreement, the Promoters were required to deposit share certificates in respect of 493,097 Equity Shares (including any bonus share issued thereon) and certificates representing 682,977 OCDs in a safe deposit vault which was to be only operated and maintained by the representatives of the Investors. The Equity Shares so deposited were not to be transferred in any manner, without the consent of the Investors. Further, the Promoters were required to execute a power of attorney to the representatives of the Investors to deal with such deposited Equity Shares in terms of the Investment Agreement.

   Termination

   In terms of the Investment Agreement, the Investment Agreement will be terminated upon the listing of the Equity Shares pursuant to the Offer and accordingly no special rights under the Investment Agreement shall survive post such termination.

   Further, in terms of the Investment Agreement, such rights and obligations of the various parties to the Investment Agreement, were also incorporated as part of our Articles of Association. For further details, see "*Description of Equity Shares and Terms of Articles of Association*" beginning on page 363.

   Further, pursuant to their letters, each dated September 29, 2021 ("**Consent cum Waiver Letters**"), in order to facilitate the Offer, each of the Investors have agreed to provide waivers and consents in relation to certain of their respective rights, obligations and restrictions under the Investment Agreement with effect from September 28, 2021, until (a) the listing of Equity Shares on the Stock Exchanges, pursuant to the Offer; or (b) June 30, 2022 or such other date decided by our Company with the prior written consent of the Investors; or (c) the date on which the Board and the Investors jointly decide to not undertake the Offer, whichever is earlier. Pursuant to the Consent cum Waiver Letter, the Investors have agreed to waive certain rights available to them including in relation to (i) quorum for a meeting of the Board to include one Investor Director present throughout such meeting, (ii) the lock in requirements under the SEBI ICDR Regulations and the participation by the Promoters in the OFS, (iii) restrictions on transfer of the Offered Shares, (iv) restrictions on issuance of Equity Shares in the Fresh Issue and (v) put and drag options available to the Investors. Further, in terms of the Consent cum Waiver Letters, Purchaser 2 and the Partnership have agreed to waive their rights in relation to appointment of the Investor Director and appointment of an observer on the Board. Additionally, in terms of the Consent cum Waiver Letters, the Investors have also (a) provided their consent for the gift of certain Equity Shares held by Hanmantrao Ramdas Gaikwad to certain existing employees of our Company, and (b) agreed to convert the CCPS prior to the filing of the updated Draft Red Herring Prospectus with SEBI. Further, the OCDs held by our Promoter, Hanmantrao Ramdas Gaikwad, will be converted simultaneously with the CCPS in accordance with the terms of the Investment Agreement. For further details, see "*Capital Structure*" beginning on page 70.

2. **Non-disposal undertaking dated August 5, 2020 ("NDU") executed amongst, our Promoter, Hanmantrao Ramdas Gaikwad, Strategic Investments B, Strategic Investments Alpha and 3i Growth Capital B LP ("Partnership" and together with Strategic Investments B and Strategic Investments Alpha, the "Investors") and our Company (hereinafter collectively referred to as "Parties")**

Pursuant to the Deposit Arrangement under the Investment Agreement as set out above, share certificates for 493,097 Equity Shares and 4,930,970 Equity Shares (pursuant to the bonus issue on December 13, 2011), aggregating to 5,424,067 Equity Shares and certificates representing 682,977 OCDs ("**Deposited Shares**") held by Hanmantrao Ramdas Gaikwad were deposited in a safe deposit vault in a bank. Post dematerialisation, the Deposited Shares have been retained in a separate depository account by way of the NDU. In terms of the NDU, Hanmantrao Ramdas Gaikwad and our Company are required to ensure that the Deposited Shares are neither encumbered nor transferred without the prior written consent of the Investors. The rights and entitlements granted to the Investors pursuant to this NDU shall at all times rank in priority and superior to the claim of or entitlement of any other creditor of the Promoter. The NDU shall stay in effect despite any amalgamation or merger of any party. As part of the Deposit Arrangement, Hanmantrao Ramdas Gaikwad has also executed a power of attorney dated August 5, 2020 in favour of Strategic Investments B and Strategic Investments Alpha for undertaking acts as his attorneys for the purpose of executing certain actions in respect of the Deposited Shares in terms of the Investment Agreement. The power of attorney will come into effect only upon commencement of the buyback offer period as set forth in the Investment Agreement.

3. **Share Purchase Agreement dated April 20, 2016 ("Agreement") entered into between our Company, Digital Ad (Mauritius) Limited ("Seller 1"), Ishan Raina ("Seller 2", along with Seller 1, "Sellers") and Out-of-Home Media (India) Private Limited ("OOH")**

Pursuant to the Agreement, our Company agreed to purchase the entire equity shareholding of the Sellers in OOH, for an aggregate consideration of ₹34.50 million. In terms of the Agreement, 36,599,062 equity share of OOH were purchased by our Company and 100 equity shares of OOH were purchased by our Company, through its nominee shareholder and our Promoter, Hanmantrao Ramdas Gaikwad.

4. **Deed of assignment dated September 29, 2021 entered into between our Company and Aadiruchi Foods LLP ("Assignee",** and such deed, the "**Deed of Assignment**"**)**

Our Company has executed the Deed of Assignment with the Assignee that is a part of our Promoter Group, to assign and transfer all worldwide rights, title, ownership and interest and all moral rights associated with the copyrights and the trademarks owned by our Company (as set forth in Schedule I of the Deed of Assignment) which includes the logo of our Company and its trademark (collectively, the "**Trademarks**"), in perpetuity for a one time consideration of ₹11.54 million. For further details on the Trademarks, see "*Government and Other Approvals – III. Material Approvals in relation to our Company – (e). Intellectual property*" on page 322.

The Deed of Assignment prohibits the Assignee from using the Trademarks with respect to animal testing for cosmetics, any business related to unbonded asbestos fibres, trade in tobacco or tobacco products and weapons, weapon platforms and munitions activities. In addition, our Company and the Assignee have each agreed to indemnify the other for any loss arising out of fraud, negligence or wilful misconduct in performance of their respective obligations, breach of any term of the Deed of Assignment or non-compliance with applicable law.

5. **Trademark License Agreement dated September 29, 2021 entered into between our Company and Aadiruchi Foods LLP ("Licensor")**

Our Company has executed a Trademark License Agreement with the Licensor, one of our Promoter Group entities. Under this agreement, our Company has been granted a non-exclusive right to use six such trademarks (as set forth in the schedule of the Trademark License Agreement) for its business operations, which were assigned by our Company to the Licensor, pursuant to the Deed of Assignment. Further, pursuant to the said agreement, our Company is required to pay an annual license fee of ₹1.20 million to the Licensor, and the said annual license fee is subject to escalation by 15% every three years. The said agreement shall be valid perpetually, unless terminated by the Licensor with prior written notice of 30 days (upon occurrence of certain events) or in the event that our Company acquires the Trademarks or if our Company files for registration of the Trademarks, in breach of the provisions of the said agreement. In addition, our

Company and the Licensor have each agreed to indemnify the other for any loss arising out of failure on part of either parties in the performance of their respective obligations under the Trademark License Agreement.

6. **Agreement to assign trademarks and copyrights dated September 29, 2021 ("Assignment Agreement") entered into between our Company, Aadiruchi Foods LLP ("Assignor") and 3i Entities**

Our Company has executed the Assignment Agreement with the Assignor, one of our Promoter Group entities, and the 3i Entities. In terms of the Assignment Agreement, the Assignor has agreed to assign its rights associated with the copyrights and the trademarks (as set forth in the schedule of the Assignment Agreement) to our Company for a consideration of ₹11.54 million upon occurrence of the trigger event i.e. the event when the 3i Entities continue to hold Equity Shares in the Company and the initial public offering of the Company has not happened within a period of 12 months from the date of the Assignment Agreement, or such extended time as may agree to upon by the parties in writing ("**Trigger Event**"). Further, the Assignment Agreement will be terminated on non-occurring of Trigger Event in the event of completion of the initial public offering of our Company or the complete exit of 3i Entities from our Company prior to completion of 12 months from the date of the Assignment Agreement, or such extended time as may agree to upon by the parties in writing, whichever is earlier. In addition, our Company, Assignor and 3i Entities have each agreed to indemnify the other for any loss arising out of fraud, negligence or wilful misconduct in performance of their respective obligations, breach of any term of the Assignment Agreement or non-compliance with applicable law.

OUR SUBSIDIARIES AND JOINT VENTURE

As of the date of this Draft Red Herring Prospectus, our Company has four Subsidiaries and one Joint Venture:

Our Subsidiaries

(i) BVG Kshitij Waste Management Services Private Limited;

(ii) BVG Security Services Private Limited;

(iii) BVG Skill Academy;

(iv) BVG-UKSAS (SPV) Private Limited; and

(v) Out-of-Home Media (India) Private Limited.

Our Joint Venture

(i) BVG-UKSAS EMS Private Limited

Details of our Subsidiaries:

1. BVG Kshitij Waste Management Services Private Limited (“**BKWMSPL**”)

Corporate Information and Nature of Business:

BKWMSPL was incorporated on December 9, 2011 under the Companies Act, 1956 having its registered office at BVG House, Premier Plaza, Pune – Mumbai Road, Chinchwad, Pune 411 019, Maharashtra, India. The corporate identification number of BKWMSPL is U90009PN2011PTC141572. BKWMSPL is a private limited company registered with the Registrar of Companies and is engaged in the business of collection and management of waste products of whatsoever nature from various locations, agencies, industries, factories and other allied services.

Capital Structure:

The capital structure of BKWMSPL is as follows:

Particulars	Number of Equity Shares of ₹10 each	Amount (in ₹)
Authorised capital	10,000	100,000
Issued, subscribed and paid-up equity share capital	10,000	100,000

Shareholding Pattern:

The shareholding pattern of BKWMSPL is as follows:

Sr. No.	Name of the shareholders	Number of Equity Shares of ₹10 each	Shareholding (%)
1.	Our Company	7,400	74.00
2.	Dinesh Gahlod	2,600	26.00
	TOTAL	**10,000**	**100.00**

2. BVG Security Services Private Limited (“BSSPL”)

Corporate Information and Nature of Business:

BSSPL was incorporated on December 12, 2011 under the Companies Act, 1956 having its registered office at BVG House, Premier Plaza, Pune – Mumbai Road, Chinchwad, Pune 411 019, Maharashtra, India. The corporate identification number of BSSPL is U74900PN2011PTC141608. BSSPL is a private limited company registered with the Registrar of Companies and is engaged in the business of providing security services, security systems, and export and deal in security systems.

Capital Structure:

The capital structure of BSSPL is as follows:

Particulars	No of Equity Shares of ₹10 each	Amount (in ₹)
Authorised capital	10,000	100,000
Issued, subscribed and paid-up equity share capital	10,000	100,000

Shareholding Pattern:

The shareholding pattern of BSSPL is as follows:

Sr. No.	Name of the shareholders	Number of Equity Shares of ₹10 each	Shareholding (%)
1.	Our Company	5,100	51.00
2.	Vikas Nipane	3,900	39.00
3.	Jagannath Ghadge	1,000	10.00
	TOTAL	**10,000**	**100.00**

3. BVG Skill Academy ("BSA")

Corporate Information and Nature of Business:

BSA was incorporated on December 9, 2015 under the Companies Act, having its registered office at Sr. No. 438, Sagar Complex, Building No. 1, Ground Floor, Commercial Apt. No. 3, near Nashik Fata, Pune 411 034, Maharashtra, India. The corporate identification number of BSA is U74900PN2015NPL157482. BSA is a company limited by shares incorporated under Section 8 of the Companies Act and registered with the Registrar of Companies, Maharashtra at Pune. BSA is engaged in the business of skill development, teaching programmes and other allied activities.

Capital Structure:

The capital structure of BSA is as follows:

Particulars	No of Equity Shares of ₹10 each	Amount (in ₹)
Authorised capital	50,000	500,000
Issued, subscribed and paid-up equity share capital	50,000	500,000

Shareholding Pattern:

The shareholding pattern of BSA is as follows:

Sr. No.	Name of the shareholders	Number of Equity Shares of ₹10 each	Shareholding (%)
1.	Our Company	25,500	51.00
2.	Hanmantrao Ramdas Gaikwad	15,000	30.00
3.	Umesh Gautam Mane	9,100	18.20
4.	Dattatraya Ramdas Gaikwad	100	0.20
5.	Ganesh Shripad Limaye	100	0.20
6.	Vikas Vyankat Nipane	100	0.20
7.	Vaishali Hanmantrao Gaikwad	100	0.20
	TOTAL	**50,000**	**100.00**

4. BVG-UKSAS (SPV) Private Limited ("BUPL (SPV)")

Corporate Information and Nature of Business:

BUPL (SPV) was incorporated on October 17, 2019 under the Companies Act, having its registered office at Sagar Complex, Kasarwadi, Pune 411 007, Maharashtra, India. The corporate identification number of BUPL(SPV) is U85300PN2019PTC187306. BUPL (SPV) is a private company incorporated under the Companies Act and registered with the Registrar of Companies, Maharashtra at Pune. BUPL (SPV) is a company set up to operate and maintain 102 and 108 emergency medical ambulance services in the state of Jammu and Kashmir. However, as on date this Draft Red Herring Prospectus, BUPL (SPV) has not undertaken any business activities.

Capital Structure:

The capital structure of BUPL (SPV) is as follows:

Particulars	No of Equity Shares of ₹10 each	Amount (in ₹)
Authorised capital	10,000	100,000
Issued, subscribed and paid-up equity share capital	10,000	100,000

Shareholding Pattern:

The shareholding pattern of BUPL (SPV) is as follows:

Sr. No.	Name of the shareholders	Number of Equity Shares of ₹10 each	Shareholding (%)
1.	Our Company	7,400	74.00
2.	UKSAS India Private Limited	2,600	26.00
	TOTAL	**10,000**	**100.00**

5. Out-of-Home Media (India) Private Limited ("**OOH**")

Corporate Information and Nature of Business:

OOH was incorporated on August 8, 2006 under the Companies Act, 1956, having its registered office at Unit No. 2, Corporate Park II, Ground Floor, Mezzanine Floor, Sion-Trombay Road, Chembur, Mumbai City, 400 071, Maharashtra, India. The corporate identification number of OOH is U74300MH2006PTC163636. OOH is a private limited company registered with the Registrar of Companies, Maharashtra at Mumbai and is engaged in the business of digital out-of-home advertising, services through closed-circuit televisions, posters, banners, hoarding, etc.

Capital Structure:

The capital structure of OOH is as follows:

Particulars	Number of Equity Shares of ₹10 each	Amount (in ₹)
Authorised capital	37,000,000	370,000,000
Issued, subscribed and paid-up equity share capital	36,599,162	365,991,620

Shareholding Pattern:

The shareholding pattern of OOH is as follows:

Sr. No.	Name of the shareholders	Number of Equity Shares of ₹10 each	Shareholding (%)
1.	Our Company	36,599,062	99.99
2.	Hanmantrao Ramdas Gaikwad*	100	0.01
	TOTAL	**36,599,162**	**100.00**

**As a nominee shareholder of our Company*

Details of our Joint Venture

1. **BVG-UKSAS EMS Private Limited** ("**BEPL**")

Corporate Information and Nature of Business:

BEPL was incorporated on March 23, 2016 under the Companies Act, having its registered office at 438, CTS No. 2653, Sagar Complex, Building No. 1, 2nd Floor, Near Nashik Fata, Off Kasarwadi Station, Pune 411 034, Maharashtra, India. The corporate identification number of BEPL is U85100PN2016PTC158982. BEPL is a Private Limited Company registered with the Registrar of Companies, Maharashtra at Pune and is a company set up for providing quality emergency medical services in any part of Delhi for the operation and maintenance of CATS ambulance services and other allied services. However, as on date of this Draft Red Herring Prospectus, BEPL does not undertake any business activities.

Capital Structure:

The capital structure of BEPL is as follows:

Particulars	Number of Equity Shares of ₹ 10 each	Amount (in ₹)
Authorised capital	10,000	100,000
Issued, subscribed and paid-up equity share capital	10,000	100,000

Shareholding Pattern:

The shareholding pattern of BEPL is as follows:

Sr. No.	Name of the shareholders	Number of Equity Shares of ₹ 10 each	Shareholding (%)
1.	Our Company	5,100	51.00
2.	BVG India Limited	4,900	49.00
	TOTAL	**10,000**	**100.00**

Details of our Joint Operation

1. **BVG Krystal Joint Venture ("BKJV")**

Corporate Information and Nature of Business:

BJKV was incorporated as a partnership on June 2, 2009 under the Indian Partnership Act, 1932, having its registered office at 19/40/C2, Seksaria Industrial Estate, Chincholi Bunder Road (off S.V. Road), Malad West, Mumbai 400 064, Maharashtra, India. BKJV is a jointly controlled operation between our Company and Krystal Tradecom Private Limited and is engaged in the business of providing all types of security solutions including supply of security personnel, protection of property, housekeeping and all other relevant and incidental work.

The initial capital of BKJV was ₹50,000. The following is the initial capital contribution and partner profit sharing ratio:

Sr. No.	Name of Partners	Initial Capital Contribution (Amount in ₹)	Profit sharing (%)
1.	Our Company	25,500	51.00
2.	Krystal Tradecom Private Limited	24,500	49.00
	Total	**50,000**	**100.00**

Common Pursuits

Our Subsidiaries are engaged in activities similar to that of our Company or are enabled under their respective memorandums of association, to engage in activities similar to that of our Company. However, there are no conflict of interests between our Subsidiaries and our Company.

Listing

1. None of our Subsidiaries or Joint Venture are listed in India or abroad.

2. None of the securities of any of our Subsidiaries or Joint Venture have been refused listing by any stock exchange in India or abroad during last ten years, nor have any of our Subsidiaries or Joint Venture failed to meet the listing requirements of any stock exchange in India or abroad.

Business interest of our Subsidiaries and Joint Venture in our Company

Except as disclosed in sections "*Our Business*" and "*Financial Information*", beginning on pages 135 and 192 respectively, neither our Subsidiaries nor our Joint Venture have or propose to have any business interest in our Company.

OUR MANAGEMENT

Board of Directors

In terms of the Articles, our Company is required to have not less than three Directors and not more than fifteen Directors. As on the date of this Draft Red Herring Prospectus, our Board comprises eight Directors, including two executive Directors, two non-executive Directors and four Independent Directors.

Set forth are details of our Board:

<table>
<tr><th>Name, designation, address, occupation, term, DIN, date of birth and age</th><th>Other directorships</th></tr>
<tr><td>Name: Hanmantrao Ramdas Gaikwad

Designation: Chairman and Managing Director

Address: 250, Kawade Nagar New Sangvi, Pune 411 027, Maharashtra, India

Occupation: Business

Term: Five years commencing on March 20, 2017

Period of directorship: Director since March 20, 2002

DIN: 01597742

Date of birth: October 21, 1972

Age: 48 Years</td><td>1. BVG Jal Private Limited (formerly known as Hilltop Developers Limited)
2. BVG Clean Technologies Limited
3. BVG Clean Energy Limited
4. BVG Infrastructure Limited
5. BVG Domestic Services Private Limited
6. BVG Kshitij Waste Management Services Private Limited
7. Satara Mega Food Park Private Limited
8. Prime Oleochem Private Limited
9. BVG Life Sciences Limited
10. BVG Energy Efficiency Private Limited
11. Yuvan Long Life Private Limited
12. Livestock And Crop Registry India Limited
13. BVG Skill Academy
14. Ora Asia Pharmaceuticals Private Limited
15. BVG Renewable Energy Private Limited (under process of striking off)
16. BVG Agrotech Private Limited
17. BVG Innovations Private Limited
18. BVG Global Pte Limited, Singapore
19. BVG Clean Energy Co. Ltd, Cambodia
20. BVG Resources Limited, Papua New Guinea
21. Vera Ventures Private Limited
22. BVG Nuclear Private Limited</td></tr>
<tr><td>Name: Umesh Gautam Mane

Designation: Vice chairman and joint managing Director

Address: 55/1, Trimurti Colony, Devkar Road, near Sai Baba Temple, Kawade Nagar, Navi Sangvi, Pune 411 027, Maharashtra, India

Occupation: Business

Term: Five years with effect from April 2, 2017, subject to liable to retire by rotation

Period of directorship: Director since March 20, 2002

DIN: 01597365

Date of birth: August 22, 1970

Age: 51 Years</td><td>1. BVG Infrastructure Limited
2. BVG Clean Energy Limited
3. BVG Energy Efficiency Private Limited
4. BVG Kshitij Waste Management Private Limited
5. BVG Life Sciences Limited
6. Livestock and Crop Registry India Limited
7. BVG Skill Academy
8. BVG Jal Private Limited
9. BVG-UKSAS EMS Private Limited
10. BVG-UKSAS (SPV) Private Limited
11. Yuvan Long Life Private Limited
12. Satara Mega Food Park Private Limited
13. BVG Clean Technologies Limited
14. Prime Oleochem Private Limited</td></tr>
<tr><td>Name: Jayant Gopal Pendse

Designation: Independent Director

Address: Bhagirathi, Plot No. 11, Sector 25, Nigdi, Pradhikaran, Pune 411 044, Maharashtra, India

Occupation: Advocate

Term: Five years commencing from March 24, 2017
Period of directorship: Director since December 17, 2016
DIN: 02434630

Date of birth: June 09, 1946</td><td>1. Kolte-Patil Developers Limited
2. Mulay Instrumentation Consultancy(India) Private Limited
3. Finprop Advisory Services Limited
4. Kolte-Patil Real Estate Private Limited</td></tr>
</table>

Name, designation, address, occupation, term, DIN, date of birth and age	Other directorships
Age: 75 Years	
Name: Chandrakant Narayan Dalvi **Designation**: Independent Director **Address**: Flat No. 701, Building A, DSK Co. Op. Housing Society, B.J. Road, Sadhu Wasvani Chowk, Camp Pune, behind Hotel Woodland, Pune 411 001, Maharashtra, India **Occupation**: Consultant **Term**: Five years until October 25, 2024 **Period of directorship:** Director since October 26, 2019 **DIN**: 03069236 **Date of birth:** March 18, 1958 **Age:** 63 Years	1. SATV Foundation
Name: Prabhakar Dattatraya Karandikar **Designation**: Independent Director **Address**: Flat No. 705, Saptagiri Apartments, Dhankude Vasti, Baner, Pune 411 045, Maharashtra, India **Occupation**: Management consultant **Term**: Five years up to February 7, 2025 **Period of directorship:** Director since February 8, 2020 **DIN**: 02142050 **Date of birth:** December 30, 1949 **Age:** 71 Years	1. Shriram Asset Management Company Limited 2. SEPC Limited 3. Finolex Plasson Industries Private Limited
Name: Rajendra Ramrao Nimbhorkar **Designation**: Independent Director **Address**: C/o 902, 9th Floor, Viola Building, Mohammadwadi, Undri Nyati Windchimes A2, Pune 411060, Maharashtra, India **Occupation**: Consultant **Term**: Five years up to February 7, 2025 **Period of directorship:** Director since February 8, 2020 **DIN**: 08152265 **Date of birth:** April 02, 1958 **Age:** 63 Years	1. Edesia Electrical And Electronics Private Limited 2. Namoh Krushi Producer Company Limited 3. Aureole Inspecs (India) Private Limited
Name: Pankaj Dhingra **Designation**: Non-executive Director **Address**: House No. 468, near Mother Dairy, Sector 37, Gautam Buddha Nagar, Noida 201 301, Uttar Pradesh, India **Occupation**: Service **Term**: Liable to retire by rotation **Period of directorship:** Director since April 29, 2017 **DIN**: 07775198 **Date of birth:** October 25, 1966 **Age:** 54 Years	1. BVG Clean Energy Co. Ltd, Cambodia 2. BVG Global PTE. Limited, Singapore 3. Indo Africa Power (Private) Limited, Zimbabwe

Name, designation, address, occupation, term, DIN, date of birth and age	Other directorships
Name: Swapnali Dattatraya Gaikwad **Designation**: Non-executive Director **Address**: Devkar Road, 250 Trimurti Colony, Kawade Nagar, New Sangvi, Pune City, Aundh Camp, Pune 411 027, Maharashtra, India **Occupation**: Doctor **Term**: Liable to retire by rotation **Period of directorship:** Director since December 17, 2016 **DIN**: 06972087 **Date of birth:** September 14, 1979 **Age:** 42 Years	1. Ora Asia Pharmaceuticals Private Limited

Arrangement or understanding with major shareholders, customers, suppliers or others

There is no arrangement or understanding with the major shareholders, customers, suppliers or others, pursuant to which any of our Directors was appointed on the Board. However, pursuant to the Investment Agreement, the 3i Entities have the right to appoint one director each, to our Board. For further details on the Investment Agreement, see "*History and Certain Corporate Matters - Summary of Key Agreements*" on page 159.

Relationship between our Directors, Key Managerial Personnel and Senior Management Personnel

Except Swapnali Dattatraya Gaikwad and Vaishali Hanmantrao Gaikwad, who are the sister in law and spouse respectively of Hanmantrao Ramdas Gaikwad, none of our Directors are related to each other or to any Key Managerial Personnel or to any Senior Management Personnel.

Brief biographies of Directors

Hanmantrao Ramdas Gaikwad is the Chairman and Managing Director of our Company. He holds a bachelor's degree of engineering from Vishwakarma Institute of Technology, Pune. He has over 27 years of experience in business and was previously associated with Bharat Vikas Prathisthan as its chairman and trustee from August 12, 1994 till March 20, 2002. He has been awarded the Bharat Ratna J.R.D Tata Udyog Ratna Award by the Maharashtra Rajya Ayodogik Vikas Parisad, Pune and the Maxell Award in 2016.

Umesh Gautam Mane is the Vice Chairman and Joint Managing Director of our Company. He holds a bachelor's degree in commerce from Shivaji University, Kolhapur. He has 27 years of experience in business and was previously associated with Bharat Vikas Prathisthan from 1994 till 2002 and has played an instrumental role in executing the projects handled by Bharat Vikas Prathisthan.

Swapnali Dattatraya Gaikwad is a non-executive Director of our Company. She holds a bachelor's degree in ayurvedic medicine & surgery (ayurvedacharya) from the University of Pune and a post graduate diploma in hospital & health care management from Symbiosis Centre of Health Care, Pune. She has more than 14 years of experience which includes 10 years of experience in the field of medicine. She is a registered medical practitioner with the Maharashtra Council of Indian Medicine.

Pankaj Dhingra is a non-executive Director of our Company. He holds a bachelor's degree in civil engineering from University of Poona and a master's degree in management from the Eastern Institute for Integrated Learning in Management University, Sikkim. He has over 31 years of experience in the field of engineering and international business. Prior to joining our Company, he has worked with BGR Energy Systems Limited, Lanco Infratech Limited, Reliance Infrastructure Limited, Punj Lloyd Limited and Nuclear Power Corporation of India Limited.

Jayant Gopal Pendse is an Independent Director of our Company. He holds a master's degree in exploration geophysics from the Indian Institute of Technology, Kharagpur. He also holds a bachelor's degree in law from the University of Mumbai. He is enrolled as an advocate with the Bar Council of Maharashtra & Goa. Prior to joining our Company, he was an officer in the Income Tax Settlement Commission. He has prior experience in field of finance, taxation and revenue.

Chandrakant Narayan Dalvi is an Independent Director of our Company. He holds a bachelor's degree in science (agriculture) from Mahatma Phule Krishi Vidyapeeth (Agricultural University) and a master's degree in science (agricultural extension) from Mahatma Phule Agricultural University. He has more than 35 years of experience serving as an officer in the Indian Administrative Services.

Prabhakar Dattatraya Karandikar is an Independent Director of our Company. He holds a graduate and post graduate degree from the Pune University. He also holds a diploma in business administration from the Institute of Management Development & Research, Pune. He holds a master's of science degree in economics from the London University, London and he has also attended the London School of Economics, London. He has an overall experience of more than 38 years including an experience of 33 years serving as an officer in the Indian Administrative Services. He has been in an advisory role in Mahindra & Mahindra Limited from 2007 till 2011.

Rajendra Ramrao Nimbhorkar is an Independent Director of our Company. He holds a bachelor's degree in science from the Jawaharlal Nehru University, New Delhi, a master's of science degree in defence studies from the University of Madras and a master of philosophy in defence and management from Devi Ahilya Vishwavidalaya, Indore. He also holds a diploma in senior level defence management from Devi Ahilya Vishwavidalaya, Indore and has also completed the executive course from the Asia-Pacific Centre for Security Studies. He has also completed his Ph. D from Chaudhary Charan Singh University, Meerut in defence studies. He has participated in the Independent Director's Programme for Senior Officers of Armed Forces conducted by the Management Development Institute, Gurgaon. He has also completed the national defence course from the National Defence College, Dhaka, Bangladesh. Previously, he was associated with the Indian Army and has held positions as Brigade Commander, General Officer Commanding (Counter Insurgency Force Victor), Chief of Staff, Maharashtra, Gujarat & Goa, General Officer Commanding, Maharashtra, Gujarat & Goa, General Officer Commanding, HQ 16 Corps at Nagrota (Jammu and Kashmir) and Master General of Ordinance at the Indian Army Headquarters. He has experience in the defence sector and was previously involved as an Indian Army resident scholar with the University of Pune. He was previously associated as a defence advisor to Bharat Dynamics Limited from May 2018 to May 2019. He has also held various other positions in Ordnance Factory Board, Hindustan Aeronautics Limited, Bharat Heavy Electricals Limited and Bharat Electronics Limited.

Confirmations

None of our Directors is, or was a director of any listed company during the last five years preceding the date of this Draft Red Herring Prospectus, whose shares have been, or were suspended from being traded on the Stock Exchanges during the term of their directorship in such company.

None of our Directors is or was a director of any listed company which has been, or was delisted from any Stock Exchanges during the term of their directorship in such company.

Terms of appointment of executive Directors

1. Hanmantrao Ramdas Gaikwad

Hanmantrao Ramdas Gaikwad was reappointed as the Chairman and Managing Director of our Company pursuant to resolution dated February 6, 2018, passed by our Shareholders, for a period of five years with effect from March 20, 2017. Pursuant to the resolution of the Shareholders dated February 6, 2018, Hanmantrao Ramdas Gaikwad is entitled to an annual fixed remuneration in the range of ₹7,500,000 to ₹20,000,000. The increase in salary in the given range may be decided by the Board, from time to time. Further, he is entitled to perquisites and allowances as detailed below:

(a) Use of our Company's car and driver and reimbursement of fuel and maintenance expenses as per our Company's policy. The allowances and reimbursement amounts which are not utilized by our Chairman and Managing Director is paid as taxable salary;
(b) Medical insurance coverage (as may be approved by the Board), to Hanmantrao Ramdas Gaikwad, his spouse, children and parents;
(c) Accident and life insurance coverage to Hanmantrao Ramdas Gaikwad, his spouse, children and parents;
(d) Gratuity payments as per rules of the Company, payable in accordance with the approved fund at the rate of 15 days' salary for each completed year of service, subject to five years of continuous employment;
(e) Leaves as per the Company's policy and leave encashment on his retirement;
(f) Encashment of leave on retirement may lie to his credit at the time of retirement or at the end of his tenure;
(g) Pension / annuity plans as per our Company's policy; and
(h) Any other perquisites from time to time, as the Board may deem fit within the limits laid down under applicable law.

Further, in terms of the employment agreement dated March 20, 2017, appointing him as the chairman and managing director of our Company, Hanmantrao Ramdas Gaikwad was initially entitled to the following:

(a) Term: March 20, 2017 to March 20, 2022;
(b) Salary: ₹8.18 million per annum as compensation for his services;
(c) Business related expenses: Our Company shall pay all reasonable, business related expenses incurred by him;
(d) Other benefits: Entitled to participate in or receive benefits under any arrangement initiated by the Company in relation to health, vision, dental, disability and life;
(e) Leaves; and
(f) Stock options.

2. **Umesh Gautam Mane**

Umesh Gautam Mane was reappointed as the Whole Time Director of the Company, designated as the Vice Chairman and the Joint Managing Director of our Company, for a period of five years, with effect from April 2, 2017, pursuant to the resolution of the Shareholders dated February 6, 2018. Subsequently, our Board in its meeting held on July 4, 2020, subjected his term as a director liable to retire by rotation. Pursuant to the said resolution of the Shareholders dated February 6, 2018, Umesh Gautam Mane is entitled to an annual fixed remuneration in the range of ₹7.5 million to ₹20 million. The increase in salary in the given range may be decided by the Board, from time to time. Further, he is entitled to perquisites and allowances as detailed below:

(a) Use of our Company's car and driver and reimbursement of fuel and maintenance expenses as per our Company's policy. The allowances and reimbursable amounts which are not utilised by him would be paid as taxable salary;
(b) Medical insurance coverage (as may be approved by the Board), to Umesh Gautam Mane, his spouse, children and parents;
(c) Accident and life insurance coverage to Umesh Gautam Mane, his spouse, children and parents;
(d) Gratuity payments as per rules of the Company, payable in accordance with the approved fund at the rate of 15 days' salary for each completed year of service, subject to five years of continuous employment;
(e) Leaves as per Company's policy;
(f) Encashment of leave on retirement may lie to his credit at the time of retirement or at the end of his tenure;
(g) Pension / annuity plans as per our Company's policy; and
(h) Any other perquisites from time to time, as the Board may deem fit within the limits laid down under applicable law.

Further, in terms of the employment agreement dated April 2, 2017, appointing him as the Vice Chairman and Joint Managing Director of our Company, Umesh Gautam Mane was initially entitled to the following:

(a) Salary: ₹10.69 million per annum as compensation for his services;
(b) Business related expenses: Our Company shall pay all reasonable, business related expenses incurred by him;
(c) Other benefits: Entitled to participate in or receive benefits under any arrangement initiated by the Company in relation to health, vision, dental, disability and life;
(d) Leaves; and
(e) Stock options.

Payment or benefit to Directors of our Company

1. *Remuneration to executive Directors:*

The remuneration paid to the executive Directors during Financial Year 2020-2021 are set forth in the table below:

Sr. No.	Name of the Director	Remuneration (In ₹ millions)
1.	Hanmantrao Ramdas Gaikwad	7.61
2.	Umesh Gautam Mane	18.10

2. *Remuneration to non-executive Directors:*

Our non-executive Directors are entitled to receive sitting fees of ₹10,000 for attending the meetings of the Board of Directors and a sitting fees of ₹5,000 for attending the meetings of the committees of the Board, pursuant to a resolution of the Board dated May 8, 2010, within the limits prescribed under the Companies Act to the extent applicable, and the rules made thereunder.

The details of amounts paid to the non-executive Directors of our Company in Financial Year 2020-2021 are set forth in the table below:

Sr. No.	Name of the Director	Amounts in ₹
1.	Swapnali Dattaraya Gaikwad	2,342,340
2.	Pankaj Dhingra	Nil
3.	Jayant Gopal Pendse	85,000
4.	Chandrakant Narayan Dalvi	80,000
5.	Rajendra Ramrao Nimbhorkar	55,000
6.	Prabhakar Dattatraya Karandikar	65,000

No remuneration has been paid or is payable by our Subsidiaries to our Directors.

Shareholding of Directors in our Company

As per our Articles, our Directors are not required to hold any qualification Equity Shares.

Except as stated below, none of our Directors hold any Equity Shares in our Company as of the date of filing this Draft Red Herring Prospectus:

Sr. No.	Name of the Shareholder	No. of Equity Shares	Percentage of total paid-up Equity Share Capital	Percentage of Equity Share Capital on a fully diluted basis
1.	Hanmantrao Ramdas Gaikwad	14,026,889^	51.90	52.64
2.	Umesh Gautam Mane	1,949,092	7.58	7.32

^Assuming conversion of 682,977 OCDs held by Hanmantrao Ramdas Gaikwad to 682,977 Equity Shares

Interest of Directors

All our Directors, to the extent applicable may deemed to be interested in our Company to the extent of fees payable to them for attending meetings of our Board or a committee thereof, to the extent of other remuneration and reimbursement of expenses payable to them as per the terms of their appointment under our Articles.

None of our Directors have any interest in any property acquired by our Company in the three years prior to the date of this Draft Red Herring Prospectus or proposed to be acquired.

Except for Hanmantrao Ramdas Gaikwad and Umesh Gautam Mane, none of our Directors are interested in the promotion or formation of our Company, as on date of this Draft Red Herring Prospectus. For further details of interest of Hanmantrao Ramdas Gaikwad and Umesh Gautam Mane in our Company, see "*Our Promoters and Promoter Group*" beginning on page 184.

None of our Directors are interested in any transaction for acquisition of land, construction of building and supply of machinery, etc.

No consideration in cash or shares or otherwise has been paid or agreed to be paid to any of our Directors or to the firms or companies in which they are interested by any person either to induce such director to become, or to help such director to qualify as a Director, or otherwise for services rendered by him/ her or by the firm or company in which he/ she is interested, in connection with the promotion or formation of our Company.

Except as stated in the sections "*Risk Factors*", "*Our Promoters and Promoter Group*" and "*Restated Financial Statements*" beginning on pages 21, 184 and 192 respectively, and to the extent of shareholding in our Company, as disclosed, our Directors do not have any other interest in our business.

Except as disclosed in this Draft Red Herring Prospectus, no amount or benefit has been paid or given within the two 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.

None of the Directors are parties to any bonus or profit-sharing plan of our Company.

Except in respect of statutory benefits upon termination of their employment in our Company or on retirement, none of our Directors and Key Managerial Personnel have entered into a service contract with our Company pursuant to which they are entitled to any benefits upon termination of employment.

Changes in the Board in the last three years

Name	Date of appointment/ change/cessation	Reason for change
Rajendra Ramrao Nimbhorkar	Effective from July 30, 2020	Change in designation from additional director to Independent Director
Prabhakar Dattatraya Karandikar	Effective from July 30, 2020	Change in designation from additional director to Independent Director
Rajendra Ramrao Nimbhorkar	Effective from February 8, 2020	Appointed as additional independent director to be designated as Independent Director
Prabhakar Dattatraya Karandikar	Effective from February 8, 2020	Appointed as additional director to be designated as Independent Director
Chandrakant Narayan Dalvi	Effective from November 20, 2019	Change in designation from additional independent director to Independent Director
Chandrakant Narayan Dalvi	Effective from October 26, 2019	Appointed as additional independent director to be designated as Independent Director
Anjali Gupta	Effective from August 27, 2019	Resignation as nominee director
Ganesh Shripad Limaye	Effective from June 30, 2019	Resignation as whole-time director
Anish Pushpasen Jhaveri	Effective from February 11, 2019	Resignation as independent director

Borrowing Powers of Board

Pursuant to our Articles, subject to Companies Act and applicable laws, our Board has been authorised to borrow sums of money with or without security, which together with the monies borrowed by our Company (apart from the temporary loans obtained, or to be obtained from our Company's bankers in the ordinary course of business) shall not exceed the aggregate of the paid up capital of our Company and its free reserves (not being reserves set apart for any specific purpose). The Shareholders, pursuant to a resolution dated September 30, 2016, revised the borrowing power of the Board of Directors to ₹30,000.00 million.

Corporate Governance

The corporate governance provisions of the SEBI Listing Regulations will be applicable to us immediately upon listing of the Equity Shares on the Stock Exchanges. We are in compliance with the requirements of applicable regulations, including the SEBI Listing Regulations, the Companies Act to the extent applicable and the SEBI ICDR Regulations, in respect of corporate governance including constitution of the Board and committees thereof, and formulation and adoption of policies. The corporate governance framework is based on an effective independent Board, separation of the Board's supervisory role from the executive management team and constitution of the Board committees, as required under law.

Committees of the Board

In addition to the committees of the Board detailed below, our Board may, from time to time, constitute committees for various functions.

Audit Committee

The members of the Audit Committee are:

1. Jayant Gopal Pendse, Chairman;

2. Chandrakant Narayan Dalvi, Member;

3. Prabhakar Dattatraya Karandikar, Member; and

4. Pankaj Dhingra, Member;

Our Company Secretary, Rajni Ramchand Pamnani is the Secretary of the Audit Committee.

The Audit Committee was constituted by a meeting of the Board held on November 13, 2009 and re-constituted by a meeting of the Board held on November 20, 2019, and August 14, 2020. The terms of reference of the Audit Committee were revised pursuant to Board resolution dated September 24, 2021. The scope and function of the Audit Committee is in accordance with Section 177 of the Companies Act and the SEBI Listing Regulations, and its terms of reference include the following:

a) Overseeing the Company's financial reporting process and disclosure of its financial information to ensure that its financial statements are correct, sufficient and credible;

b) Recommending to the Board the appointment, remuneration and terms of appointment of the statutory auditor of the Company;

c) Reviewing and monitoring the statutory auditor's independence and performance, and effectiveness of audit process;

d) Approving payments to statutory auditors for any other services rendered by the statutory auditors;

e) Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:

    (i) 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;

    (ii) Changes, if any, in accounting policies and practices and reasons for the same;

    (iii) Major accounting entries involving estimates based on the exercise of judgment by management;

    (iv) Significant adjustments made in the financial statements arising out of audit findings;

    (v) Compliance with listing and other legal requirements relating to financial statements;

    (vi) Disclosure of any related party transactions; and

    (vii) Modified opinion(s) in the draft audit report.

f) Reviewing, with the management, the quarterly, half-yearly and annual financial statements before submission to the Board for approval;

g) 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 utilised for purposes other than those stated in the offer document/ prospectus/ notice and the report submitted by the monitoring agency monitoring the utilisation 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;

h) Laying down the criteria for granting omnibus approval in accordance with the Company's policy on related party transactions and such approval shall be applicable in respect of transactions which are repetitive in nature;

i) Approval or any subsequent modification of transactions of the Company with related parties provided that the audit committee may make omnibus approval for related party transactions proposed to be entered into by the Company subject to such conditions as may be prescribed;

j) Approval or any subsequent modifications of transactions of the Company with related parties;

k) Scrutinising of inter-corporate loans and investments;

l) Valuing of undertakings or assets of the Company, wherever it is necessary;

m) Evaluating of internal financial controls and risk management systems;

n) Establishing a vigil mechanism for directors and employees to report their genuine concerns or grievances

o) Reviewing, with the management, the performance of statutory and internal auditors, and adequacy of the internal control systems;

p) 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;

q) Discussing with internal auditors on any significant findings and follow up there on;

r) 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;

s) 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;

t) 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;

u) Reviewing the functioning of the whistle blower mechanism;

v) 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;

w) Carrying out any other function as is mentioned in the terms of reference of the Audit Committee and any other terms of reference as may be decided by the Board and/or specified/provided under the Companies Act or the SEBI Listing Regulations or by any other applicable law;

x) Reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments; and

y) Considering and commenting on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc. of the Company and its shareholders.

Powers of the Audit Committee

The powers of the Audit Committee shall include 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; and

d) To secure attendance of outsiders with relevant expertise, if it considers necessary.

Reviewing Powers

The Audit Committee shall mandatorily review the following information:

a) Management's discussion and analysis of financial condition and results of operations;

b) Statement of significant related party transactions (as defined by the Audit Committee), submitted by the management;

c) Management letters / letters of internal control weaknesses issued by the statutory auditors;

d) Internal audit reports relating to internal control weaknesses;

e) The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee; and

f) Statement of deviations:

   (i) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of the Listing Regulations; and

   (ii) annual statement of funds utilised for purposes other than those stated in the document/prospectus/notice in terms of the Listing Regulations.

Nomination and Remuneration Committee

The members of the Nomination and Remuneration Committee are:

1. Jayant Gopal Pendse, Chairman;

2. Chandrakant Narayan Dalvi, Member; and

3. Rajendra Ramarao Nimbhorkar, Member.

The Nomination and Remuneration Committee was constituted by a meeting of the Board held on June 21, 2014 and reconstituted by our Board at their meeting held on October 17, 2019, November 20, 2019 and August 14, 2020. The terms of reference of the Nomination and Remuneration Committee were revised pursuant to resolution of the Board dated September 24, 2021. The scope and functions of the Nomination and Remuneration Committee is in accordance with Section 178 of the Companies Act and the SEBI Listing Regulations. The terms of reference of the Nomination and Remuneration Committee include:

a) Formulating the criteria for determining qualifications, positive attributes and independence of a director and recommending to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;

b) Formulating of criteria for evaluation of the performance of the independent directors and the Board;

c) Devising a policy on Board diversity;

d) Identifying persons who qualify 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, and carrying out evaluations of every director's performance;

e) 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;

f) Analysing, monitoring and reviewing various human resource and compensation matters;

g) Determining the company's policy on specific remuneration packages for executive directors including pension rights and any compensation payment, and determining remuneration packages of such directors;

h) Determining compensation levels payable to the senior management personnel and other staff (as deemed necessary), which shall be market-related, usually consisting of a fixed and variable component;

i) Reviewing and approving compensation strategy from time to time in the context of the then current Indian market in accordance with applicable laws;

j) Performing such functions as are required to be performed by the compensation committee under the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended;

k) Framing suitable policies and systems to ensure that there is no violation, by an employee of any applicable laws in India or overseas, including:

   (i) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended; or

   (ii) The Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to the Securities Market) Regulations, 2003, as amended.

l) Performing such other activities as may be delegated by the Board and/or specified/provided under the Companies Act or the Listing Regulations, or by any other regulatory authority;

m) Recommend to the board, all remuneration, in whatever form, payable to senior management; and

n) Administering the employee stock option scheme or plan, if any, approved by the Board and shareholders of the Company in accordance with the terms of such scheme or plan.

Stakeholders' Relationship Committee

The members of the Stakeholders' Relationship Committee are:

1. Prabhakar Dattatraya Karandikar, Chairman;

2. Hanmantrao Ramdas Gaikwad, Member and

3. Umesh Gautam Mane, Member.

The Stakeholders' Relationship Committee was constituted by our Board at their meeting held on August 14, 2020. The scope and function of the Stakeholders' Relationship Committee is in accordance with Section 178 of the Companies Act and the SEBI Listing Regulations. The terms of refllows:

a) Consider and resolve grievances of security holders of the Company, including complaints related to transfer of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings, etc.;

b) Review of measures taken for effective exercise of voting rights by shareholders.

c) 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.

d) Review of the 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.

e) Formulation of procedures in line with the statutory guidelines to ensure speedy disposal of various requests received from shareholders from time to time;

f) To approve, register, refuse to register transfer or transmission of shares and other securities;

g) To sub-divide, consolidate and or replace any share or other securities certificate(s) of the Company;

h) Allotment and listing of shares;

i) To authorise affixation of common seal of the Company;

j) To issue duplicate share or other security(ies) certificate(s) in lieu of the original share/security(ies) certificate(s) of the Company;

k) To approve the transmission of shares or other securities arising as a result of death of the sole/any joint shareholder;

l) To dematerialize or rematerialize the issued shares;

m) Ensure proper and timely attendance and redressal of investor queries and grievances;

n) Carrying out any other functions contained in the Companies Act and/or equity listing agreements (if applicable), as and when amended from time to time; and

o) To further delegate all or any of the power to any other employee(s), officer(s), representative(s), consultant(s), professional(s), or agent(s).

Corporate Social Responsibility Committee

The members of the Corporate Social Responsibility Committee are:

1. Hanmantrao Ramdas Gaikwad, Chairman*;*

2. Umesh Gautam Mane, Member; and

3. Jayant Gopal Pendse, Member.

Our Company Secretary, Rajni Ramchand Pamnani, is the Secretary of the Corporate Social Responsibility Committee.

The Corporate Social Responsibility Committee was constituted by our Board at their meeting held on June 21, 2014 and reconstituted by the Board at their meeting held on December 17, 2016. The terms of reference of the Corporate Social Responsibility Committee of our Company include the following:

a) To formulate and recommend to the Board of Directors, the CSR policy, indicating the corporate social responsibility activities to be undertaken;

b) To recommend the amount of expenditure to be incurred on the CSR activities;

c) To monitor the CSR policy and its implementation by the Company from time to time;

d) Any other matter as the CSR Committee may deem appropriate after the approval of the Board of Directors or as may be directed by the Board of Directors from time to time.

IPO Committee

The members of the IPO Committee are:

1. Hanmantrao Ramdas Gaikwad, Chairman*;*

2. Umesh Gautam Mane, Member; and

3. Prabhakar Dattatraya Karandikar, Member.

The IPO Committee was constituted by our Board at their meeting held on June 8, 2019 and reconstituted by the Board at their meeting held on July 4, 2020. The terms of reference of the IPO Committee of our Company include the following:

a) To make applications to the Government of India, SEBI, Reserve Bank of India, or to any other statutory or governmental authorities in connection with the Offer as may be required and accept on behalf of the Board such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, permissions and sanctions as may be required;

b) To approve and file the draft red herring prospectus with the SEBI, the RHP and Prospectus with the SEBI and the RoC and the preliminary and final international wrap (including amending, varying, supplementing or modifying the same, or providing any notices, addenda, or corrigenda thereto, together with any summaries thereof as may be considered desirable or expedient) in relation to the Offer as finalised by the Company, therein;

c) To decide in consultation with the book running lead managers ("**BRLMs**") and Selling Shareholder(s) (as applicable) on the timing, pricing and all the terms and conditions of the Offer, including the price band, Offer price, Offer size and to accept any amendments, modifications, variations or alterations thereto in accordance with the terms of the Investment Agreement;

d) To appoint and enter into arrangements with the BRLMs, underwriters to the Offer, syndicate members to the Offer, brokers to the Offer, escrow collection bankers to the Offer, sponsor bank, monitoring agency, registrars, legal advisors, advertising agency and any other agencies or persons or intermediaries to the Offer and to negotiate and finalise the terms of their appointment;

e) To take on record the approval of the Selling Shareholder(s) for offering their Equity Shares in the Offer for Sale;

f) To authorize the maintenance of a register of holders of the Equity Shares;

g) To negotiate, finalise and settle and to execute where applicable and deliver or arrange the delivery of the draft red herring prospectus, the red herring prospectus, the prospectus, the preliminary international wrap and final international wraps, Offer agreement, share escrow agreement, syndicate agreement, underwriting agreement, escrow and sponsor bank agreement, monitoring agency agreement, agreements with the registrar and the advertising agency and all other documents, deeds, agreements and instruments and any notices, supplements and corrigenda thereto, as may be required or desirable in relation to the Offer;

h) To open with the bankers to the Offer such accounts as may be required by the regulations issued by SEBI;

i) To seek, if required, the consent of the lenders to the Company and its subsidiaries, parties with whom the Company has entered into various commercial and other agreements, and any other consents that may be required in relation to the Offer;

j) To open and operate bank accounts in terms of the escrow agreement with a scheduled bank to receive applications along with application monies, handling refunds and for the purposes set out in Section 40(3) of the Companies Act, as amended, in respect of the Offer, and to authorise one or more officers of the Company to execute all documents/deeds as may be necessary in this regard;

k) To approve any corporate governance requirements that may be considered necessary by the Board or the IPO Committee or as may be required under Applicable Laws or the uniform listing agreement to be entered into by the Company with the relevant stock exchanges, and to approve policies to be formulated under the Companies Act, as amended and the regulations prescribed by SEBI including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (given the proposing listing of the Company);

l) To authorize and approve, the incurring of expenditure and payment of fees, commission, remuneration and expenses in connection with the Offer;

m) To determine and finalise the bid opening and bid closing dates (including bid opening and bid closing dates for anchor investors), the floor price/price band for the Offer (including anchor investors offer price), approve the basis of allotment and confirm allocation/allotment of the Equity Shares to various categories of persons as disclosed in the DRHP, the RHP and the Prospectus, in consultation with the BRLMs and Selling Shareholders (as applicable) and do all such acts and things as may be necessary and expedient for, and incidental and ancillary to the Offer including any alteration, addition or making any variation in relation to the Offer;

n) To issue allotment letters/confirmation of allotment notes with power to authorise one or more officers of the Company to sign all or any of the aforestated documents;

o) To authorize and approve notices, advertisements in relation to the Offer in consultation with the relevant intermediaries appointed for the Offer;

p) To do all such acts, deeds, matters and things and execute all such other documents, etc., deem necessary or desirable for such purpose, including without limitation, finalise the basis of allocation and to allot the shares to the successful allottees as permissible in law, issue of share certificates in accordance with the relevant rules;

q) To do all such acts, deeds and things as may be required to dematerialise the Equity Shares and to sign agreements and/or such other documents as may be required with the National Securities Depository Limited, the Central Depository Services (India) limited and such other agencies, authorities or bodies as may be required in this connection;

r) To withdraw the draft red herring prospectus, red herring prospectus and the Offer at any stage, if deemed necessary.

s) To negotiate, finalise, sign, execute, deliver and complete any and all notices, offer documents (including Draft Red

Herring Prospectus, Red Herring Prospectus and Prospectus) agreements, letters, applications, other documents, papers or instruments (including any amendments, changes, variations, alterations or modifications thereto) on behalf of the selling shareholder(s) (as maybe applicable), as the case may be, in relation to the Offer.

t) To make applications for listing of the Equity Shares in one or more stock exchange(s) and to execute and to deliver or arrange the delivery of necessary documentation to the concerned stock exchange(s); and

u) To settle all questions, difficulties or doubts that may arise in regard to such issues or allotment and matters incidental thereto as it may, deem fit and to delegate such of its powers as may be deemed necessary to the officials of the Company."

Risk Management Committee

The members of the Risk Management Committee are:

1. Hanmantrao Ramdas Gaikwad, Chairman;

2. Umesh Gautam Mane, Member;

3. Rajendra Ramrao Nimbhorkar, Member; and

4. Manoj Jain, Member.

The Risk Management Committee was constituted by our Board on August 14, 2020. The terms of reference of the Risk Management Committee include the following:

a) To formulate a detailed risk management policy which shall include:

   a. A framework for identification of internal and external risks specifically faced by the listed entity, in particular including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber security risks or any other risk as may be determined by the Risk Management Committee;

   b. Measures for risk mitigation including systems and processes for internal control of identified risks; and

   c. Business continuity plan.

b) To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;

c) To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;

d) To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;

e) To keep the board of directors informed about the nature and content of its discussions, recommendations and actions to be taken;

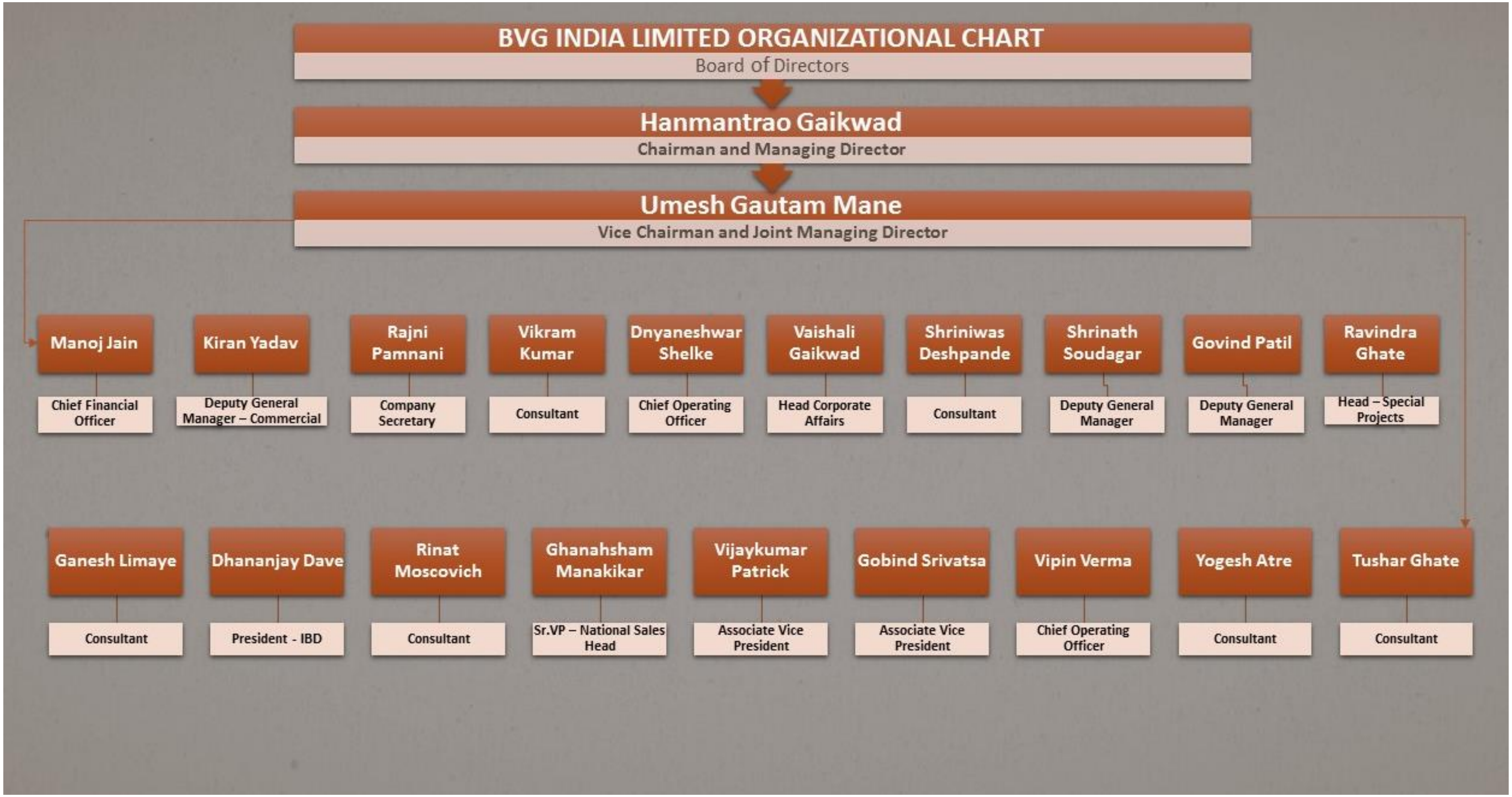
f) The appointment, removal and terms of remuneration of the chief risk officer (if any) shall be subject to review by the Risk Management Committee;

g) To attend to such other matters and functions as may be prescribed by the Board from time to time; and

h) Such other terms of reference as may be prescribed under the Companies Act, 2013 as amended and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

The Risk Management Committee shall coordinate its activities with other committees, in instances where there is any overlap with activities of such committees, as per the framework laid down by the Board of Directors.

Management Organisation Chart



Key Managerial Personnel

For details regarding Hanmantrao Ramdas Gaikwad and Umesh Gautam Mane, please see "*Our Management – Brief Biographies of Directors*" on page 168.

The details of the other Key Managerial Personnel as of the date of this Draft Red Herring Prospectus are as follows:

Manoj Jain is the Chief Financial Officer of our Company since August 1, 2020. He became the member of the ICAI in August 1992 and holds prior experience in the fields of finance. He holds a bachelor's degree in science from Doctor Harisingh Gour Vishwavidhalaya, Sagar, and is currently a qualified fellow member of the ICAI. Prior to joining our Company, he was previously associated with Quess Corp Limited as chief financial officer, Finolex Industries Limited as the vice president (finance), Johnson Controls (India) Private Limited as director-finance and with Emerson Climate Technologies (India) Limited as vice president (finance & IT). During the Fiscal 2021, he was paid a gross compensation of ₹4.91 million.

Rajni Ramchand Pamnani is the Company Secretary of our Company and is also the Compliance Officer for the Offer. She was appointed as Company Secretary of our Company on September 24, 2015. She has been an associate member of the ICSI since 1993 and is now a fellow member. She holds a bachelor's degree in commerce and a master's degree in commerce from the Savitribai Phule Pune University (formerly, the University of Poona). Further, she holds a diploma in business management and a master's diploma in business administration and a certificate in marketing and sales management from the Institute of Management Development and Research, Poona. She has also completed a crash course on Insolvency and Bankruptcy Code conducted by the ICSI. She has more than 30 years of prior experience in the fields of accounts, banking, legal and corporate secretarial matters. She has previously been associated with Biltube India Limited, the Cosmos Co-operative Bank Limited, Mantri Housing & Constructions Limited, Mantri Credit & Capital Limited, Kirloskar Leasing and Finance Limited, Seva Vikas Cooperative Bank Limited and Electronica Holding Private Limited. During the Fiscal 2021, she was paid a gross compensation of ₹2.64 million.

Dhananjay Mayur Dave has been appointed as the president – international business development of our Company on April 18, 2018. He holds a bachelor's degree in civil engineering from the University of Bombay. Further, he holds a degree of doctor of excellence, honoris causa (management) from the Young Scientists University. He has more than 31 years of experience in engineering, industrial and infrastructure projects, chemical projects (pharma, petrochemicals, oil & gas), steel & mining projects, power projects, design and business development. Prior to joining our Company, he has worked with Tata Consulting Engineers Limited, where the last position he held was as associate vice president. He has previously worked with Dubon Project Engineering Private Limited. In 2016, he received the 'Star Assessor' award from the Tata Business Excellence Group. Further, he has also been awarded with the 'Most Admired Leader for International Sales' award at the International Leadership Summit organised in Sri Lanka in October 2018. He is a lifetime member of Indian Geotechnical Society and has been a member of the Confederation of Indian Industry (Africa committee). During the Fiscal 2021, he was paid a gross compensation of ₹5.64 million.

Dnyaneshwar Mahadu Shelke has been appointed as the chief operating officer of our Company with effect from August 28, 2012. He holds a bachelor's degree in homeopathic medicine and surgery from the University of Pune and a master's degree in science from London South Bank University. He holds a post-graduate diploma in emergency medical services from the Symbiosis Centre of Health Care, Pune Emergency Medical Services Cell. He has also completed a course on advanced clinical educator for post-graduate program in emergency care from the Stanford University School of Medicine and has also completed the international emergency medicine from the Stanford Emergency Medicine (International Visiting Scholar Program). Further, in 2008 he completed the certificate programme on global business leadership executive which was jointly developed by Satyam School of Leadership, U21 Global and Harvard Business School Publishing. In 2015, he was awarded a certificate on completion of Healthcare Leadership Programme (Level II) by the Institute of Health Management Research. He has more than 14 years of experience in emergency health care services, amongst others. Prior to joining our Company, he has been associated with GVK Emergency Management and Research Institute, Giriraj Hospital, Hardikar Hospital and Deenanath Mangeshkar Hospital and Research Centre. He is a visiting faculty at Symbiosis Institute of Health Sciences. He has been awarded for his 'Contribution in Original Research' by the American Academy for Emergency Medicine in India and SCMJ. Further, he is a member of the National Association of EMS Education and a life member of Society for Emergency Medicine, India. During the Fiscal 2021, he was paid a gross compensation of ₹4.17 million.

Ghanahsham Shriram Manakikar has been appointed as the senior vice president national sales head of our Company on March 19, 2018. He holds a master's degree in management science from the University of Pune and a diploma in 'Understanding & Selling Value' offered by Global Training & Development and the Summit Group. He has completed a programme on financial management for marketing executives from the Institute for Financial Management and Research, Chennai and has also completed a programme on 'Selling by objectives I and II' from Mercuri International. Further, he holds a certificate of completion of the Strategic Selling Program from Miller Heiman. He has 37 years of experience in areas of accounts management and sales. He has previously worked with Alfa-Laval (India) Limited, Vel Pitar SA, PI Worldwide, Sodexo Food Solutions India Private Limited, Safepack Industries Limited, Thermax Surface Coatings Limited and Tetra Pak India Private Limited. He has been awarded the 'Quality of Life Champion of the Year' award issued under the Sodexo Quality of Life Academy. He has also been recognized as the architect and instructor of the 'Sodexo Certified Quality of Life' professional course. Further, he is a member of the NITIE Alumni Association He is also a member of the Institute of Engineers (India). During the Fiscal 2021, he was paid a gross compensation of ₹4.79 million.

Vipin Verma is the chief operating officer of our Company. He was initially appointed as vice president of our Delhi office on July 16, 2009. He holds a bachelor's degree in arts from the University of Delhi and a master's degree of arts in economics from Chaudhary Charan Singh University, Meerut. He also holds a master's degree in business administration from Indira Gandhi National Open University. He has over 23 years of experience in sales. He has previously worked with Eureka Forbes Limited. During the Fiscal 2021, he was paid a gross compensation of ₹4.15 million.

Patrick Vijay Kumar is the associate vice president of our Company and was initially appointed as assistant general manager – projects & government segments (Tamil Nadu) on December 14, 2011. He holds a bachelor's degree in arts (economics) from the University of Madras and a diploma in computer applications from the LIBA Informatics Centre, Loyola College, Madras. He has more than 21 years of experience in sales and marketing. He has previously worked with Eureka Forbes Limited and Extra Cover Communications Private Limited. During the Fiscal 2021, he was paid a gross compensation of ₹2.77 million.

Gobind V. Srivatsa is the associate vice president of our Company and was initially appointed as the business head operations (associate vice president) of our Company on May 17, 2019. He was previously associated with our Company from December 1, 2011 to June 4, 2015 and he re-joined the Company on May 17, 2019. He holds a diploma in hotel management and catering technology from National Council for Hotel Management and Catering Technology & Applied Nutrition, New Delhi and a bachelor's degree in business administration programme from Sree Raghavendra Research Foundation & Vishwavidyalaya. He has also completed a course on Overview of Business Fundamentals of Finance offered by Dusters Total Solutions Services Private Limited & Centre for Management Development. He has prior experience in accounts management. He has previously held the position of Deputy General Manager – Operations in our Company. He has also been associated with Compass India Support Services Private Limited, Dusters Hospitality Services Limited and ISS Facility Services Private Limited. During the Fiscal 2021, he was paid a gross compensation of ₹3.11 million.

Vaishali Hanmantrao Gaikwad was appointed as the head (corporate affairs) of our Company on April 1, 2019. She holds a bachelor's degree in commerce from the University of Pune. She has over 16 years of experience overseeing various corporate matters having served on our Board of our Company as a whole time director from March 20, 2002 till March 21, 2016 and thereafter she was appointed as a key managerial personnel of our Company from April 1, 2019. During the Fiscal 2021, she was paid a gross compensation of ₹6.64 million.

Kiran B. Yadav is the deputy general manager of our Company and was initially appointed as the Manager Commercial on March 20, 2002. He holds a bachelor's degree in commerce from Yashwantrao Chavan Maharashtra Open University, Nasik. He has also completed the certificate course on information technology from the Maharashtra State Board of Vocational Examinations and has completed the English advanced course by Bharati Vidyapeeth, Pune. He has 19 years of experience in the field of management. During the Fiscal 2021, he was paid gross compensation of ₹1.91 million.

Shrinath Adinath Soudagar is the deputy general manager of our Company and was initially appointed as senior manager – purchase of our Company on May 11, 2015. He holds a national apprenticeship certificate for apprenticeship training at the India Meteorological Department, Pune. He has also completed the certificate course on information technology from the Maharashtra State Board of Vocational Examinations and has completed the English advanced course by Bharati Vidyapeeth, Pune. He was previously associated with Tata Motors Limited, Tata Engineering and Locomotive Company Limited and Samarth Industries and has more than 26 years of experience in the field of purchase management. During the Fiscal 2021, he was paid gross compensation of ₹2.59 million.

Govind Prakash Patil is the deputy general manager of our Company and was initially appointed as senior manager – purchase of our Company on June 6, 2015. He holds a bachelor's degree in science from North Maharashtra University, Jalgaon. He was previously associated with Jayshree Polymers Private Limited and Tata Motors Limited. He has more than 18 years of experience in the field of management. During the Fiscal 2021, he was paid gross compensation of ₹2.47 million.

Ravindra Ghate is the Head - Special Projects of our Company. He joined our Company on August 17, 2020. He holds a diploma in journalism and mass communication from the Yashwantrao Chavan Maharashtra Open University, Nasik. He has prior experience in the field of project management. Prior to joining our Company he was associated with Digital Empowerment Foundation and Finora Technologies Private Limited. During the Fiscal 2021, he was paid gross compensation of ₹0.83 million.

Senior Management Personnel

The details of the senior management personnel as of the date of this Draft Red Herring Prospectus are as follows:

Ganesh Shripad Limaye has been appointed as a consultant with our Company on July 1, 2019 until June 30, 2022. He had initially joined our Company on March 3, 2006. He holds a bachelor's degree in engineering from Shivaji University, a diploma in business management from the Savitribai Phule Pune University (formerly, the University of Poona) and a master's degree in management science from the University of Pune. He has over 26 years of experience and has also been a director of our Company from April 2, 2007 till June 30, 2019 and has experience in purchase management. Prior to joining our Company, he worked for Tata Motors Limited where the last position he held was as a deputy manager in the ancillary development department. During the Fiscal 2021, he was paid gross compensation of ₹3.27 million.

Shriniwas Bhanaji Deshpande has been appointed as a consultant with our Company on October 1, 2020 until March 31, 2022 and was initially appointed as business development manager of our Company on June 10, 2005. He holds a bachelor's degree in science from Karnatak University, Dharwad. He has several years of experience as a business development manager. He was previously associated with Lucky Fibres (Nigeria) Limited and Tolaram International Limited. During the Fiscal 2021, he was paid a gross compensation of ₹1.74 million**.**

Rinat Shallom Moscovich has been appointed as a consultant on January 1, 2016. She holds a graduate B.A degree in criminal law from the Open University. Being a senior executive, she has over 19 years of experience in defence and security and was previously associated with the Israel Defence Force Reserve Service and the Israel Police. During the Fiscal 2021, she was paid gross compensation of ₹ 4.25 million.

Yogesh Atre was appointed as a consultant with our Company on April 1, 2019 till March 31, 2020. His term has been subsequently renewed until March 31, 2022. He had joined our Company on April 1, 2006. He holds a bachelor's degree in engineering (electronics) from the Savitribai Phule Pune University (formerly, the University of Poona). He has over 15 years of experience in business development. During the Fiscal Year 2021, he was paid gross compensation of ₹3.23 million.

Vikram Kumar has been appointed as consultant of our Company on November 16, 2015. He holds a bachelor's degree in commerce and a bachelor's degree in law from Punjab University. Further, he has a master's degree in business administration Himachal Pradesh University. He has 24 years of experience in administration and human resource. Prior to joining our Company, he has been associated with Welspun India Limited, Vivendi Water UK Plc., Reliance Infocomm Limited, Punjab Communications Limited, Gabriel India, Joyco India Limited and Pepsi Foods Limited. During the Fiscal 2021, he was paid gross compensation of ₹6.09 million.

Tushar Ghate has been appointed as a consultant of our Company on August 5, 2021 till March 31, 2022. He holds a diploma in mechanical engineering from the Board of Technical Examinations, Maharashtra and a bachelors' degree in mechanical engineering from the University of Pune. He also holds a doctor of philosophy degree (in physics) from the University of Pune. He has completed a post graduate course in nuclear technology from the Bhabha Atomic Research Centre. He has prior experience in the field of engineering. Prior to joining our Company, he was the lieutenant colonel with the army. During the Fiscal Year 2021, he was paid gross compensation of ₹0.74 million.

Confirmations

Except as disclosed in *"- Relationship between our Directors, Key Managerial Personnel and Senior Management Personnel"* on page 168, none of the Key Managerial Personnel or Senior Management Personnel are related to each other.

Except for our Senior Management Personnel who are consultants to our Company, all the Key Managerial Personnel are permanent employees of our Company. Our Company does not have a high attrition rate of Key Managerial Personnel as compared to the industry.

Additionally, for further details of our Directors, Hanmantrao Ramdas Gaikwad and Umesh Gautam Mane, who are also our Key Managerial Personnel, please see " - *Interest of Directors*" on page 171.

Shareholding of Key Managerial Personnel and Senior Management Personnel

Except as disclosed under "- *Shareholding of Directors in our Company*" on page 171 and as given below, none of our Key Managerial Personnel or Senior Management Personnel hold any Equity Shares in our Company:

Name of Key Managerial Personnel	Number of Equity Shares held	Percentage of total paid-up Equity Share Capital	Percentage of Equity Share Capital on a fully diluted basis
Vaishali Hanmantrao Gaikwad	768,603	2.99	2.88
Vipin Verma	32,200	0.13	0.12
Yogesh Atre	30,000	0.12	0.11
Kiran B. Yadav	20,000	0.08	0.08
Patrick Vijay Kumar	10,000	0.04	0.04
Dnyaneshwar Mahadu Shelke	10,000	0.04	0.04
Ganesh Shripad Limaye	3,300	0.01	0.01
Shriniwas Bhanaji Deshpande (jointly with Padmaja Deshpande)	2,200	0.01	0.01

Bonus or profit-sharing plans

None of the Key Managerial Personnel or Senior Management Personnel are party to any bonus or profit-sharing plan of our Company other than the performance linked incentives given to Key Managerial Personnel and Senior Management Personnel.

Contingent and deferred compensation payable to our Directors, Key Managerial Personnel and Senior Management Personnel

None of our Directors, Key Managerial Personnel or Senior Management Personnel have been paid any remuneration by our Subsidiaries, including contingent or deferred compensation accrued for the year during Fiscal 2021.

Interests of Key Managerial Personnel and Senior Management Personnel

The Key Managerial Personnel and Senior Management Personnel do not have any interest in our Company other than to the extent of the remuneration or benefits to which they are entitled to as per their terms of appointment and reimbursement of expenses incurred by them in the ordinary course of business. The Key Managerial Personnel and Senior Management Personnel may also be deemed to be interested to the extent of any dividend payable to them and other distributions in respect of Equity Shares held by them in our Company, if any.

Except as disclosed under "*Interest of Directors*" in this section, none of the Key Managerial Personnel or Senior Management Personnel have been paid any consideration of any nature from our Company or Subsidiaries on whose rolls they are employed, other than their remuneration.

Further, there is no arrangement or understanding with the major Shareholders, customers, suppliers or others, pursuant to which any Key Managerial Personnel or Senior Management Personnel or members of the senior management was selected as a key managerial personnel or members of the senior management, respectively.

Changes in the Key Managerial Personnel and Senior Management Personnel

The changes in the Key Managerial Personnel and Senior Management Personnel in the last three years are as follows:

Name	Designation	Date of change	Reason for change
Tushar Ghate	Consultant	August 5, 2021	Appointment
Shriniwas Bhanaji Deshpande	Consultant	October 1, 2020	Appointment
Patrick Vijay Kumar	Associate Vice President	September 1, 2020	Appointment
Ravindra Ghate	Head – Special Projects	August 17, 2020	Appointment
Manoj Jain	Chief Financial Officer	August 1, 2020	Appointment
Niraj Kedia	Chief Financial Officer	August 1, 2020	Resignation
Ganesh Shripad Limaye	Consultant	July 1, 2019	Appointment
Gobind Srivatsa	Associate Vice President	May 17, 2019	Appointment
Yogesh Atre	Consultant	April 1, 2019	Appointment
Vaishali Hanmantrao Gaikwad	Head (Corporate Affairs)	April 1, 2019	Appointment
Niraj Kedia	Chief Financial Officer	January 2, 2019	Appointment
Akshay Pralhad Deodhar	Chief Financial Officer	November 30, 2018	Resignation

Employee stock option and stock purchase scheme

As on the date of this DRHP, our Company does not have any employee stock option or employee stock purchase scheme.

Payment or benefits to officers of our Company

Except as disclosed in this section and as stated in ""*Restated Financial Statements – Notes to Restated Consolidated Financial Statements – Annexure V – Note 33. Related Party Transactions, as restated*" on page 243, no amount or benefit has been paid or given to any of our Company's officers including the Key Managerial Personnel or Senior Management Personnel within the two years preceding the date of filing of this Draft Red Herring Prospectus or is intended to be paid or given to such officers.

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OUR PROMOTERS AND PROMOTER GROUP

Our Promoters

The Promoters of our Company are:

1. Hanmantrao Ramdas Gaikwad; and

2. Umesh Gautam Mane

As on date of this Draft Red Herring Prospectus, our Promoters hold, in aggregate, 15,293,004 Equity Shares, representing 59.48% of the issued and paid-up Equity Share capital of our Company.

Details of our Promoters

Hanmantrao Ramdas Gaikwad, aged 48, is one of the Promoters of our Company. He was born on October 21, 1972. He is a resident of India. For further details, see "*Our Management*", beginning on page 166. Other than as disclosed in "*Our Management*", "*Our Subsidiaries and Joint Venture*" and "*Our Group Companies*" section and except as disclosed below, he does not have any other venture:

Hanmantrao Ramdas Gaikwad acts as a president of Bharat Vikas Pratishthan and body corporate DP nominee of BVG-Sai Nanosciences LLP.

His PAN is ADTPG2678Q and Aadhaar card number is [redacted]. He does not hold a driving license.

Umesh Gautam Mane, aged 51, is one of the Promoters of our Company. He was born on August 22, 1970. He is a resident of India. For further details, see "*Our Management*", beginning on page 166. Other than as disclosed in "*Our Management*", "*Our Subsidiaries and Joint Venture*" and "*Our Group Companies*" section and except as disclosed below, he does not have any other venture:

Umesh Gautam Mane acts as the body corporate DP nominee of Antares Hotel LLP.

The driving licence number of Umesh Gautam Mane is MH1420100006877, the PAN is AHQPM0552N and the Aadhaar card number is [redacted].

Our Company confirms that the PAN, passport number and bank account number of each of our Promoters will be submitted to the Stock Exchanges at the time of submission of this Draft Red Herring Prospectus to them.

Interest of our Promoters

Our Promoters are interested in our Company to the extent that they have promoted our Company and to the extent of their respective shareholding, along with their relatives and that of their relatives remuneration, benefits and the reimbursement of their expenses in our Company and our Subsidiaries (as applicable) and the dividends payable, if any, and any other distributions in respect of such shareholding. For further details of the interest of our Promoters in our Company, see "*Interest of Directors*" under section "*Our Management*" beginning on page 166.

For details regarding the shareholding of our Promoters in our Company and our Subsidiaries, see sections "*Capital Structure*", "*Our Subsidiaries and Joint Venture*" and "*Our Management*", beginning on pages 70, 162 and 166, respectively.

Our Promoters are not interested in the properties acquired by our Company in the three years preceding the date of this Draft Red Herring Prospectus, or proposed to be acquired by our Company, or in any transaction by our Company for the acquisition of land, construction of building or supply of machinery, etc.

Other than (a) BVG Clean Energy Limited, (b) BVG Clean Technologies Limited and (c) BVG Kshitij Waste Management Services Private Limited, in which both of our Promoters are interested, our Promoters do not have any interest in any venture that is involved in any activities similar to those conducted by our Company. For details, see "*Our Subsidiaries and Joint Venture*", and "*Our Management*" beginning on pages 162 and 166, respectively For details on potential conflict of interest situations that may arise out of such interests of our Promoters, see "*Risk Factors – 44. Our Promoters, certain members of the Promoter Group and Directors and related entities have interests in a number of ventures, which are in businesses similar to* *ours and this may result in potential conflicts of interest with us.*" on page 42.

No sum has been paid or agreed to be paid to our Promoters or to such firm or company in which the Promoters are interested as a member in cash or shares or otherwise by any person, either to induce them to become or qualify them, as directors or promoters or otherwise for services rendered by the Promoters or by such firm or company in connection with the promotion or formation of our Company.

Payment or Benefits to our Promoters or Promoter Group

Except as stated in the sections "*Restated Financial Statements*" and "*Our Management*" beginning on page 192 and 166, there has been no amount or benefit paid or given, respectively, to our Promoters or members of the Promoter Group during the two years prior to the filing of this Draft Red Herring Prospectus and no amount or benefit is intended to be paid or given to any of our Promoters or members of the Promoter Group.

Companies with which our Promoters have disassociated in the last three years

Our Promoters have not disassociated themselves from any company or firm during the three years preceding this Draft Red Herring Prospectus.

Change in the control of our Company

Our Promoters are the original promoters of our Company and there has not been any change in the control of our Company in the five years immediately preceding the date of this Draft Red Herring Prospectus.

Material guarantees to third parties

Our Promoters have not given any material guarantees to any third party with respect to the Equity Shares.

Confirmations

Our Promoters and members of our Promoter Group have not been declared nor identified as wilful defaulters in terms of the SEBI ICDR Regulations.

Further, there are no violations of securities laws committed by our Promoters and members of our Promoter Group in the past and no proceedings for violation of securities laws are pending against them.

Our Promoters and members of our Promoter Group, have not been prohibited or debarred from accessing the capital markets or debarred from buying, selling or dealing in securities under any order or direction passed by SEBI or any other securities market regulator any other jurisdiction or any other authority/court.

Our Promoters are not promoters or directors of any other company which is debarred from accessing the capital markets by SEBI.

Other than the Trademark License Agreement entered into by Our Company with Aadiruchi Foods LLP, which is one of our Promoter Group entities, our Promoters and Promoter Group are not interested in any entity which holds any intellectual property rights that are used by our Company. For details on the Trademark License Agreement, see "*History and Certain Corporate Matters–Summary of Key Agreements*" on page 159.

Promoter Group

The following individuals and entities constitute our Promoter Group in terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations.

Natural persons who are part of our Promoter Group

Sr. No.	Name of the Promoter Group	Nature of relationship
1.	Aarya Hanmantrao Gaikwad	Daughter of Hanmantrao Ramdas Gaikwad
2.	Aditi Hanmantrao Gaikwad	Daughter of Hanmantrao Ramdas Gaikwad
3.	Ajit Chandrakant Deshmukh	Brother-in-law of Umesh Gautam Mane
4.	Baliram Gautam Mane	Brother of Umesh Gautam Mane
5.	Balutai Chandrakant Deshmukh	Mother-in-law of Umesh Gautam Mane
6.	Chandrakant Deshmukh	Father-in-law of Umesh Gautam Mane
7.	Dattatraya Ramdas Gaikwad	Brother of Hanmantrao Ramdas Gaikwad
8.	Krishnath Gautam Mane	Brother of Umesh Gautam Mane
9.	Mangal Vyankat Nipane	Mother-in-law of Hanmantrao Ramdas Gaikwad
10.	Manisha Prakash Jadhav	Sister-in-law of Umesh Gautam Mane
11.	Mohini Umesh Mane	Spouse of Umesh Gautam Mane
12.	Pramod Gautam Mane	Brother of Umesh Gautam Mane

13.	Sangram Umesh Mane	Son of Umesh Gautam Mane
14.	Sitabai Ramdas Gaikwad	Mother of Hanmantrao Ramdas Gaikwad
15.	Snehal Umesh Mane	Daughter of Umesh Gautam Mane
16.	Sujit Chandrakant Deshmukh	Brother-in-law of Umesh Gautam Mane
17.	Vaishali Hanmantrao Gaikwad	Spouse of Hanmantrao Ramdas Gaikwad
18.	Veena Samir Pimple	Sister-in-law of Hanmantrao Ramdas Gaikwad
19.	Vikas Vyankat Nipane	Brother-in-law of Hanmantrao Ramdas Gaikwad

Entities forming part of our Promoter Group

1. Aadiarya Agrotech Services LLP
2. AADIARYA Aviation Services Private Limited
3. Aadiarya Enterprises
4. Aadiarya Natural Resources LLP
5. Aadiarya Ventures Private Limited
6. Aadiruchi Foods LLP
7. Arcadia Drive In Private Limited
8. BVG Agrotech Private Limited
9. BVG Booklet LLP
10. BVG Chemicals LLP
11. BVG Clean Energy Limited
12. BVG Clean Technologies Limited
13. BVG Domestic Services Private Limited
14. BVG Energy Efficiency Private Limited
15. BVG Foundation
16. BVG Hitech Agro Limited
17. BVG Infotech Private Limited
18. BVG Infrastructure Limited
19. BVG Innovations Private Limited
20. BVG Jal Private Limited (formerly known as Hilltop Developers Limited)
21. BVG Life Sciences Limited
22. BVG Nuclear Private Limited
23. BVG Realty
24. BVG Renewable Energy Private Limited*
25. BVG Security Services Private Limited
26. BVG Skill Academy
27. BVG Sustainables Private Limited
28. Friendship Power Builders Private Limited
29. H R Gaikwad Family Trust 1
30. H R Gaikwad Family Trust 2
31. H R Gaikwad Family Trust 3
32. Intertech Electro Controls Private Limited
33. Keshayurveda Hair and Skin Care Private Limited
34. Livestock and Crop Registry India Limited
35. Manegrow Agro Product
36. Nath Auto LLP
37. Ora Asia Pharmaceuticals Private Limited
38. Prime Oleochem Private Limited
39. Pyrol Energy LLP
40. Redefined Tea LLP
41. Satara Mega Food Park Private Limited
42. Vera Ventures Private Limited
43. Vishwaraj Builders & Developers Private Limited
44. Yuvan Long Life Private Limited

**(Currently under the process of striking-off.)*

OUR GROUP COMPANIES

*In terms of the SEBI ICDR Regulations and pursuant to the resolution passed by our Board at its meeting held on September 24, 2021 , group companies of our Company shall include (a) companies (other than the Promoters and Subsidiaries) with which there were related party transactions as disclosed in the Restated Financial Statements; and (b) companies that are a part of the Promoter Group with which there were transactions in the most recent financial year included in the offer documents ("**Relevant Period**") which individually or in the aggregate, exceed 10% of the total restated consolidated revenue of the Company for the Relevant Period*.

Accordingly, based on the parameters outlined above, as on the date of this Draft Red Herring Prospectus, our Board has identified the following as our group companies ("**Group Companies**"):

1. BVG Agrotech Private Limited

2. BVG Clean Energy Limited

3. BVG Clean Technologies Limited

4. BVG Energy Efficiency Private Limited

5. BVG Health Food Private Limited

6. BVG Hitech Agro Limited (formerly known as BVG Sugars Limited)

7. BVG Jal Private Limited (formerly known as Hilltop Developers Limited)

8. BVG Life Sciences Limited

9. Intertech Electro Controls Private Limited

10. Livestock and Crop Registry India Limited

11. Satara Mega Food Park Private Limited

In accordance with the SEBI ICDR Regulations certain financial information in relation to our Group Companies for the previous three financial years, extracted from their respective audited financial statements (as applicable) are available at the respective websites indicated below.

Our Company is providing web links to such websites solely to comply with the requirements specified under the SEBI ICDR Regulations.

None of our Company, the Lead Managers or any of the Company's or the Lead Managers' respective directors, employees, affiliates, associates, advisors, agents or representatives have verified the information available on the websites indicated below.

Details of the top five Group Companies

The details of our top five Group Companies based on turnover are provided below:

1. **BVG Agrotech Private Limited ("BAPL")**

   Registered Office

   The registered office of BAPL is situated at 4th Floor, Plot No. 44, Midas Tower, Rajiv Gandhi I. Hinjavadi, Mulshi, Pune, Maharashtra 411 057, India.

   Financial Information

   The financial information derived from the audited financial results of BAPL for the Fiscals 2021, 2020 and 2019 as required under the SEBI ICDR Regulations, as amended are available at https://www.bvgagro.tech/investor-relations/financial-statements/.

2. **BVG Clean Energy Limited ("BCEL")**

   Registered Office

   The registered office of BCEL is situated at BVG House, Premier Plaza, Mumbai-Pune Road, Chinchwad, Pune 411 019, Maharashtra, India.

Financial Information

The financial information derived from the audited financial results of BCEL for the Fiscals 2021, 2020 and 2019 as required under the SEBI ICDR Regulations, as amended are available at https://www.bvgcleanenergy.com/financials.html.

3. **BVG Health Food Private Limited ("BHFPL")**

Registered Office

The registered office of BHFPL is situated at BVG House, Premier Plaza, Mumbai-Pune Road, Chinchwad, Pune 411 019, Maharashtra, India.

The financial information derived from the audited financial results of BHFPL for the Fiscals 2021, 2020 and 2019 as required under the SEBI ICDR Regulations, as amended are available at https://www.bvgindia.com/investor-relations/group-company-financials/healthfood/.

4. **BVG Life Sciences Limited ("BLSL")**

Registered Office

The registered office of BLSL is situated at Premier Plaza, 3rd Floor, above ICICI Bank, Pune-Mumbai Road, Chinchwad Pune 411 019, Maharashtra, India.

Financial Information

The financial information derived from the audited financial results of BLSL for the Fiscals 2021, 2020 and 2019 as required under the SEBI ICDR Regulations, as amended are available at https://www.bvglife.com/investor-relations/financial-statements/.

5. **Satara Mega Food Park Private Limited ("SMFPPL")**

Registered Office

The registered office of SMFPPL is situated at BVG House, Premier Plaza, Pune-Mumbai Road, above ICICI Bank, Chinchwad Pune, Maharashtra 411 019, India.

Financial Information

The financial information derived from the audited financial results of SMFPPL for the Fiscals 2021, 2020 and 2019 as required under the SEBI ICDR Regulations, as amended are available at https://satarafoodpark.in/#.

Details of our other Group Companies

1. **BVG Clean Technologies Limited ("BCTL")**

Registered Office

The registered office of BCTL is situated at 10, Devika Heights, Shivajinagar, Pune, Maharashtra 411 005, India.

2. **BVG Energy Efficiency Private Limited ("BEEPL")**

Registered Office

The registered office of BEEPL is situated at Premier Plaza, 3rd Floor, above ICICI Bank, Pune-Mumbai Road, Chinchwad, Pune 411 019, Maharashtra, India.

3. **BVG Hitech Agro Limited (formerly known as BVG Sugars Limited) ("BHTAL")**

Registered Office

The registered office of BHTAL is situated at BVG House, Premier Plaza, Pune-Mumbai Road, Chinchwad, Pune 411 019, Maharashtra, India.

4. **BVG Jal Private Limited (formerly known as Hilltop Developers Limited) (“BJPL”)**

Registered Office

The registered office of BJPL is situated at 10, Devika Heights, Shivaji Nagar, Pune 411 005, Maharashtra, India.

5. **Intertech Electro Controls Private Limited (“IECPL”)**

Registered Office

The registered office of IECPL is situated at No. 47, BVG House, II and III Floor, Millers Tank Bund Road, Vasantnagar, Bangalore 560 057, Karnataka, India.

6. **Livestock and Crop Registry India Limited (“LCRIL”)**

Registered Office

The registered office of LCRIL is situated at 438, CTS No. 2653, Sagar Complex, Building No. 1, 1st Floor, near Nashik Fata, off Kasarwadi Station, Pune 411 034, Maharashtra, India.

Litigation

Except as disclosed in the section “*Outstanding Litigation and Material Developments*” beginning on page 311, our Group Companies are not party to any pending litigation which may have a material impact on our Company.

Nature and Extent of Interest of Group Companies

a. In the promotion of our Company

None of our Group Companies have any interest in the promotion of our Company.

b. In the properties acquired by our Company in the past three years prior to filing this Draft Red Herring Prospectus or proposed to be acquired by it

Except as stated in “*Restated Financial Statements*” beginning on page 192, none of our Group Companies are interested in the properties acquired by our Company in the past three years preceding the filing of this Draft Red Herring Prospectus or proposed to be acquired by our Company.

c. In transactions for acquisition of land, construction of building, supply of machinery, etc.

Except as stated in the section “*Restated Financial Statements*” beginning on page 192, none of our Group Companies are interested in any transactions for the acquisition of land, construction of building or supply of machinery, etc.

Common Pursuits between our Group Companies and our Company

There are no common pursuits between any of our Group Companies (other than BCEL and BCTL) and our Company. There is no conflicting interest arising out of such the common pursuits. For further details, see “*Restated Financial Statements – Notes to Restated Consolidated Financial Statements – Annexure V – Note 33. Related Party Transactions, as restated*” on page 243. We shall adopt necessary procedures and practices as permitted by law to address any instances of conflict of interest, if and when they may arise.

Related business transactions with the Group Companies and significance on the financial performance of our Company

Other than the transactions disclosed in the section “*Restated Financial Statements*”, “*Financial Information*” and “*Summary of this Draft Red Herring Prospectus - Summary of Related Party Transactions and Balances*” beginning on pages 192, 192 and 17, there are no other related business transactions between the Group Companies and our Company. There is also no significant influence of such transactions on the financial performance of our Company.

Business interests of our Group Companies in our Company

Except as disclosed in the section “*Restated Financial Statements – Notes to Restated Consolidated Financial Statements – Annexure V – Note 33. Related Party Transactions, as restated*” on page 243, our Group Companies do not have or propose to have any business interest in our Company.

Other Confirmations

The equity shares of our Group Companies are not listed on any stock exchange. For further details, please see the section *“Other Regulatory and Statutory Disclosures”* beginning on page 323.

None of the securities of any of our Group Companies has been refused listing by any stock exchange in India or abroad during last ten years, nor has any of our Group Companies failed to meet the listing requirements of any stock exchange in India or abroad.

There are no material existing or anticipated transactions in relation to the utilisation of the Offer Proceeds or project cost with any of our Group Companies.

DIVIDEND POLICY

Our Company shall pay dividends, if declared, to the Shareholders in accordance with the provisions of the Companies Act, the Articles of Association and provisions of the SEBI Listing Regulations and other applicable laws. The declaration and payment of dividends, if any, will be recommended by our Board and approved by our Shareholders, at their discretion, subject to the provisions of our Articles and applicable law, including the Companies Act.

The dividend policy of our Company was adopted and approved by our Board in their meeting held on September 24, 2021 ("**Dividend Policy**"). The declaration or payment of dividend, if any, will depend on a number of factors such as:

Internal factors: Liquidity position including present and expected obligations, profits, present and future capital expenditure plans, financial commitments with respect to outstanding borrowings, business expansion or diversification requirements and cost of borrowings.

External factors: State of the economy and capital markets, applicable taxes including dividend distribution tax and changes in regulatory requirements.

Our Company may pay dividend by cheque or warrant or any electronic mode, as may be approved by our Board in the future. Our Company may also, from time to time, declare interim dividends.

In addition, our ability to pay dividends may be impacted by a number of factors, including restrictive covenants under loan or financing arrangements our Company is currently availing of or may enter into to finance our fund requirements for our business activities. For further details, see "*Financial Indebtedness*" beginning on page 308.

We have not declared any dividends on the Equity Shares for Financial Years 2019, 2020 and 2021 and for the period starting from April 1, 2021 till the date of this Draft Red Herring Prospectus.

The Company has declared dividend on its CCPS in the last three Financial Years and for the period starting from April 1, 2021 up till the date of filing this Draft Red Herring Prospectus are as follows:

	From April 1, 2021 till the date of this Draft Red Herring Prospectus	**2021**	**2020**	**2019**
Number of CCPS	Nil	14,835,139	14,835,139	14,835,139
Dividend per CCPS (in ₹)	Nil	0.0001	0.0001	0.0001
Rate of dividend on CCPS (%)	Nil	0.001%	0.001%	0.001%
Total dividend on CCPS (in ₹ million)	Nil	0.00*	0.00*	0.00*
Dividend Tax (in ₹ million)	Nil	0.00*	0.00*	0.00*
Mode of payment of dividend	Nil	Bank transfer	Bank transfer	Bank transfer

**Since denominated in INR million*

Note: Dividend on CCPS declared for Financial Year 2020-21 is not yet paid by the Company

The amounts paid as dividends in the past are not necessarily indicative of our Company's dividend policy or dividend amounts, if any, in the future.

The past trend in relation to our payment of dividends is not necessarily indicative of our dividend trend or dividend policy, if any, in the future, and there is no guarantee that any dividends will be declared or paid in the future. For details in relation to the risk involved, see "*Risk Factors – 50. Our ability to pay dividends in the future will depend on our earnings, financial condition, working capital requirements, capital expenditures and restrictive covenants of our financing arrangements*" on page 44.

SECTION V: FINANCIAL INFORMATION

RESTATED FINANCIAL STATEMENTS

(*The remainder of this page is intentionally left blank*)

Report of Independent Auditor on the Restated Consolidated Statement of Assets and Liabilities as at March 31, 2021, March 31, 2020 and March 31, 2019 and Restated Consolidated Statements of Profit and Loss and Restated Consolidated Statement of Cash Flows for the years ended March 31, 2021, March 31, 2020 and March 31, 2019 along with the Summary Statement of Significant Accounting Policies, and other explanatory information of BVG India Limited (collectively, the 'Restated Financial Information')

The Board of Directors
BVG India Limited
'BVG House', Premier Plaza
Pune – Mumbai Road, Chinchwad
Pune 411 019
Maharashtra, India

Dear Sirs / Madams,

1. We have examined the Restated Financial Information of BVG India Limited ('the Company') as at March 31, 2021, March 31, 2020 and March 31, 2019, annexed to this report for the purpose of inclusion in the Draft Red Herring Prospectus ('the DRHP'), Red Herring Prospectus ('the RHP') and Prospectus, to be prepared by the Company in connection with its proposed Initial Public Offer of equity shares of face value of Rs.10 each ('the Offer'). The Restated Financial Information, which has been approved by the Board of Directors of the Company at their meeting held on September 24, 2021, has been prepared by the Company in accordance with the requirements of:

    a) Sub-section (1) of Section 26 of Part I of Chapter III of the Companies Act, 2013 ('the Act');

    b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ('the SEBI ICDR Regulations'); and

    c) The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India ('the ICAI'), as amended from time to time ('the Guidance Note').

Board of Directors Responsibility for the Restated Financial Information

2. The Company's Board of Directors are responsible for the preparation of the Restated Financial Information for the purpose of inclusion in the DRHP to be filed with Securities and Exchange Board of India ('the SEBI'), BSE Limited and the National Stock Exchange of India Limited, and the RHP and the Prospectus to be filed with the Registrar of Companies, Pune, Maharashtra ('the RoC') in connection with the Offer. The Restated Financial Information have been prepared by the management of the Company in accordance with the basis of preparation stated in Note 2 to Annexure XV of the Restated Financial Information.

The 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 Financial Information. The Board of Directors are also responsible for identifying and ensuring that the Company complies with the Act, the SEBI ICDR Regulations and the Guidance Note.

Auditors Responsibility

3. We have examined the Restated Financial Information taking into consideration:

   a) The terms of reference and our engagement agreed with you vide our engagement letter dated August 5, 2021, requesting us to carry out work on such Restated Financial Information, proposed to be included in the DRHP, RHP and Prospectus of the Company in connection with the Offer;

   b) The Guidance note also requires that we comply with the ethical requirements as stated in the Code of Ethics issued by the ICAI;

   c) Concepts of test check and materiality to obtain reasonable assurance based on verification of evidence supporting the Restated Financial Information; and

   d) The requirements of Section 26 of the Act and the SEBI ICDR Regulations. Our work was performed solely to assist you in meeting your responsibilities in relation to compliance with the Act, the SEBI ICDR Regulations and the Guidance Note in connection with the Offer.

Restated Financial Information as per audited financial statements

4. The Restated Financial Information have been compiled by the management from the audited financial statements of the Company as at and for each of the years ended March 31, 2021, March 31, 2020 and March 31 2019, prepared in accordance with Indian Accounting Standards (Ind AS) notified under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016, as amended and have been approved by the Board of Directors at their meeting held on September 24, 2021.

5. For the purpose of our examination, we have relied on:

   a) Auditors' Reports issued by us dated June 18, 2021 on the consolidated financial statements of the Company as at and for the year ended March 31, 2021, as referred in Para 4 above

   b) Auditors' Reports issued by us dated July 27, 2020 on the consolidated financial statements of the Company as at and for the year ended March 31, 2020, as referred in Para 4 above;

c) Auditors' Reports issued by us dated November 22, 2019 on the consolidated financial statements of the Company as at and for the year ended March 31, 2019, as referred in Para 4 above; and

6. Based on the above and according to the information and explanations given to us, we report that:

   i) Restated Financial Information have been prepared after incorporating adjustments for the changes in accounting policies, material errors and regrouping/reclassifications retrospectively in the financial years as at and for the year ended March 31, 2020 and March 31, 2019 to reflect the same accounting treatment as per the accounting policies and grouping/classifications followed as at and for the year ended March 31, 2021;

   ii) There are no qualifications in the auditors' reports on the audited consolidated financial statements of the Company as at and for the year ended March 31, 2021, March 31, 2020, March 31, 2019, which require any adjustments to the Restated Financial Information; and

   iii) Restated Financial Information have been prepared in accordance with the Act, the SEBI ICDR Regulations and the Guidance Note.

7. The Restated Financial Information do not reflect the effects of events that occurred subsequent to the respective dates of the reports on the audited consolidated financial statements mentioned in paragraph 4 above.

8. According to the information and explanations given to us, in our opinion, the Restated Financial Information, read with Summary of Significant Accounting Policies disclosed in Annexure XV, accompanying this report, are prepared after making adjustments and regroupings as considered appropriate and disclosed in Annexure VI , and have been prepared in accordance with the Act, SEBI ICDR Regulations, to the extent applicable, and the Guidance Note.

9. This report should not in any way be construed as a reissuance or re-dating of any of the previous auditor's reports issued by us or by the Previous Auditors, nor should this report be construed as a new opinion on any of the financial statements referred to herein.

10. We have no responsibility to update our report for events and circumstances occurring after the date of this report.

11. Our report is intended solely for use of the Board of Directors and for inclusion in the DRHP, RHP and Prospectus to be filed with Securities and Exchange Board of India, National Stock Exchange of India Limited and BSE Limited and the RoC in connection with the Offer of the Company. Our report should not be used, referred to or distributed for any other purpose without prior consent in writing. Accordingly, we do not accept any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

For **MSKA & Associates**
Chartered Accountants
ICAI Firm Registration No. 105047W

Nitin Manohar Jumani
Partner
Membership No. 111700
UDIN: 21111700AAAAEX4512

Place: Pune
Date: September 24, 2021

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BVG India Limited

BVG India Limited

Annexure I

(All amounts are in Indian Rupees million)

Restated Consolidated Statement of Assets and Liabilities

	Annexures/Note No.	As at 31 March 2021	As at 31 March 2020	As at 31 March 2019
ASSETS				
Non-current assets				
Property, plant and equipment	Annexure V, Note 3	1,580.03	1,707.75	1,520.00
Capital work-in-progress	Annexure V, Note 3	2.20	-	-
Right of use assets	Annexure V, Note 4	88.62	105.98	63.10
Investment property	Annexure V, Note 5	71.96	72.80	35.05
Goodwill	Annexure V, Note 6	-	-	-
Other intangible assets	Annexure V, Note 6	23.30	46.06	51.42
Intangible assets under development	Annexure V, Note 6	-	-	-
Financial assets				
Investments	Annexure VIII	34.01	4.25	5.32
Loans	Annexure IX	61.36	45.60	89.82
Other financial assets	Annexure V, Note 7	548.05	769.13	1,638.27
Other tax assets (net)	Annexure V, Note 28	237.44	94.60	74.79
Deferred tax assets (net)	Annexure V, Note 28	640.17	392.62	47.74
Other non-current assets	Annexure V, Note 8	360.66	498.43	390.00
Total non-current assets		**3,647.80**	**3,737.22**	**3,915.51**
Current assets				
Inventories	Annexure V, Note 9	1,695.02	1,601.27	1,822.80
Financial assets				
Trade receivables	Annexure X	8,878.70	8,740.87	7,355.77
Cash and cash equivalents	Annexure V, Note 10	596.48	788.77	630.29
Other bank balances	Annexure V, Note 11	582.23	527.62	371.13
Loans	Annexure IX	126.50	192.04	228.15
Other financial assets	Annexure V, Note 7	2,843.70	2,574.65	2,332.33
Other current assets	Annexure V, Note 8	607.13	613.16	603.84
Contract assets	Annexure V, Note 12	-	74.57	36.21
Assets classified as held for sale	Annexure V, Note 13	149.94	137.40	122.20
Total current assets		**15,479.70**	**15,250.35**	**13,502.72**
TOTAL ASSETS		**19,127.50**	**18,987.57**	**17,418.23**
EQUITY AND LIABILITIES				
Equity				
Equity share capital	Annexure V, Note 14	257.10	257.10	257.10
Instruments entirely equity in nature	Annexure V, Note 14	148.35	148.35	148.35
Other equity	Annexure V, Note 15	7,403.71	6,585.17	5,395.90
Total equity attributable to equity holders of the Group		**7,809.16**	**6,990.62**	**5,801.35**
Non-controlling interests		2.16	4.30	3.51
Total equity		**7,811.32**	**6,994.92**	**5,804.86**

BVG India Limited
Annexure I
(All amounts are in Indian Rupees million)

Restated Consolidated Statement of Assets and Liabilities

	Notes	As at 31 March 2021	As at 31 March 2020	As at 31 March 2019
LIABILITIES				
Non-current liabilities				
Financial liabilities				
Borrowings	Annexure VII	510.45	699.26	727.38
Lease liability	Annexure V, Note 16	86.29	99.79	52.96
Provisions	Annexure V, Note 17	497.30	352.72	225.86
Deferred tax liabilities (Net)	Annexure V, Note 28	-	-	-
Total non-current liabilities		**1,094.04**	**1,151.77**	**1,006.20**
Current liabilities				
Financial liabilities				
Borrowings	Annexure VII	4,584.42	5,098.46	4,761.42
Lease liability	Annexure V, Note 16	16.61	16.33	12.30
Trade payables	Annexure V, Note 18	1,214.61	1,304.40	1,643.65
Other financial liabilities	Annexure V, Note 19	1,826.95	1,792.86	1,567.14
Contract liabilities	Annexure V, Note 20	1,507.37	1,564.28	1,699.21
Other current liabilities	Annexure V, Note 21	698.68	810.10	763.06
Provisions	Annexure V, Note 17	75.57	66.90	47.89
Current tax liabilities (net)	Annexure V, Note 28	210.44	144.55	72.50
Liabilities directly associated with assets held for sale	Annexure V, Note 22	87.49	43.00	40.00
Total current liabilities		**10,222.14**	**10,840.88**	**10,607.17**
Total liabilities		**11,316.18**	**11,992.65**	**11,613.37**
TOTAL EQUITY AND LIABILITIES		**19,127.50**	**18,987.57**	**17,418.23**

Note:
The above statement should be read with basis of preparation, significant accounting policies and notes forming part of the Restated Consolidated Financial Information appearing in various Annexures.

The notes are an integral part of these restated Consolidated financial information

As per our report of even date attached

For MSKA & Associates
Chartered Accountants
Firm Registration Number: 105047W

For and on behalf of the Board of Directors of
BVG India Limited

Nitin Manohar Jumani
Partner
Membership No: 111700
Place: Pune
Date: 24 September 2021

Hanmantrao Gaikwad
Chairman &
Managing director
Place: Pune
Date: 24 September 2021

Umesh Mane
Vice Chairman &
Jt. Managing Director
Place: Pune
Date: 24 September 2021

Manoj Jain
Chief Financial Officer
Place: Pune
Date: 24 September 2021

Rajni Pamnani
Company Secretary
Place: Pune
Date: 24 September 2021

BVG India Limited

Annexure II

(All amounts are in Indian Rupees million)

Restated Consolidated Statement of Profit and Loss

	Annexures/NoteNo.	For the year ended March 31, 2021	For the year ended March 31, 2020	For the year ended March 31, 2019
Income				
Revenue from operations	Annexure V, Note 23	16,677.22	19,301.17	18,182.14
Other income	Annexure XI	68.60	103.14	116.31
Total income		**16,745.82**	**19,404.31**	**18,298.45**
Expenses				
Cost of materials consumed	Annexure V, Note 24	1,167.60	1,854.24	1,283.43
Purchases of stock-in-trade		-	-	-
Employee benefits expense	Annexure V, Note 25	10,621.15	11,579.69	11,031.36
Finance costs	Annexure V, Note 26	861.88	910.57	854.84
Depreciation and amortisation expense	Annexure V, Note 3,4,5,6	246.66	220.25	187.56
Other expenses	Annexure V, Note 27	2,639.68	3,443.62	4,172.99
Total expenses		**15,536.97**	**18,008.37**	**17,530.18**
Profit before tax from continuing operations		**1,208.85**	**1,395.94**	**768.27**
Tax expenses	Annexure V, Note 28			
Current tax		(409.02)	(335.31)	(216.84)
Tax relating to earlier periods (including MAT credit)		-	-	-
Deferred tax		273.86	157.71	140.78
Profit from continuing operations		**1,073.69**	**1,218.34**	**692.21**
Discontinued operations				
Profit from discontinued operations before tax		(308.78)	(105.02)	(154.80)
Tax expense of discontinued operations		96.10	111.72	307.76
Profit from discontinued operations		**(212.68)**	**6.70**	**152.96**
Profit for the year		**861.01**	**1,225.04**	**845.17**
Profit attributable to non-controlling interest		2.14	(0.80)	(0.38)
Share of Profit / (loss) of joint venture		(0.53)	(1.07)	(0.08)
		862.62	**1,223.17**	**844.71**
Other Comprehensive Income				
Items that will not be reclassified to Statement of Profit and Loss				
Re-measurement of defined benefit plan	Annexure V, Note 34	(67.75)	(50.99)	(41.71)
Income tax effect relating to above item		23.67	17.83	14.43
Other comprehensive income for the year (net of tax)		**(44.08)**	**(33.16)**	**(27.28)**
Total Comprehensive Income attributable to				
Owners of the Group		816.40	1,190.82	817.81
Non-controlling interest		2.14	(0.80)	(0.38)
Total comprehensive income for the year		**818.54**	**1,190.01**	**817.43**

BVG India Limited
Annexure II
(All amounts are in Indian Rupees million)

Restated Consolidated Statement of Profit and Loss

	Annexures/NoteNo.	For the year ended March 31, 2021	For the year ended March 31, 2020	For the year ended March 31, 2019
Earnings per equity share for profit from continuing operations	Annexure V, Note 29			
(1) Basic (INR)		**41.36**	**46.93**	**26.66**
(2) Diluted (INR)		**40.30**	**45.73**	**25.98**
Earnings per equity share for profit from discontinued operations	Annexure V, Note 29			
(1) Basic (INR)		**(8.19)**	**0.26**	**5.89**
(2) Diluted (INR)		**(8.19)**	**0.25**	**5.74**
Earnings per equity share for profit from continuing and discontinued operations	Annexure V, Note 29			
(1) Basic (INR)		**33.16**	**47.19**	**32.55**
(2) Diluted (INR)		**32.31**	**45.98**	**31.72**

Note:
The above statement should be read with basis of preparation, significant accounting policies and notes forming part of the Restated Consolidated Financial Information appearing in various Annexures.

The notes are an integral part of these restated Consolidated financial information

As per our report of even date attached

For MSKA & Associates
Chartered Accountants
Firm Registration Number: 105047W

For and on behalf of the Board of Directors of
BVG India Limited

Nitin Manohar Jumani
Partner
Membership No: 111700
Place: Pune
Date: 24 September 2021

Hanmantrao Gaikwad
Chairman &
Managing director
Place: Pune
Date: 24 September 2021

Umesh Mane
Vice Chairman &
Jt. Managing Director
Place: Pune
Date: 24 September 2021

Manoj Jain
Chief Financial Officer
Place: Pune
Date: 24 September 2021

Rajni Pamnani
Company Secretary
Place: Pune
Date: 24 September 2021

BVG India Limited

Annexure III

(All amounts are in Indian Rupees million)

Restated Consolidated Statement of Changes in Equity

A. Equity share capital

	Notes	
Balance as on 1 April 2018		**257.10**
Changes in equity share capital during 2018-19	14	-
Balance as on 31 March 2019		**257.10**
Changes in equity share capital during 2019-20	14	-
Balance as on 31 March 2020		**257.10**
Changes in equity share capital during 2020-21		-
Balance as on 31 March 2021		**257.10**

B. Instruments entirely equity in nature

Compulsorily convertible preference shares ('CCPS')		
Balance as on 1 April 2018		**148.35**
Changes in share capital during 2018-19	14	-
Balance as on 31 March 2019		**148.35**
Changes in share capital during 2019-20	14	-
Balance as on 31 March 2020		**148.35**
Changes in share capital during 2020-21		
Balance as on 31 March 2021		**148.35**

C. Other equity

	Equity component of compound financial instrument	Reserves and Surplus			Other comprehensive income	Total
		General reserve	Retained earnings	Capital Reserves	Remeasurement of defined benefit plan	
Balance at 1 April 2018	**4.20**	**1,672.40**	**5,315.30**	**36.29**	**(11.46)**	**7,016.73**
Impact of change in Accounting policy (Ind AS 115)	-	-	(2,407.72)	-	-	(2,407.72)
Income tax restatement adjustment	-	-	(30.00)	-	-	(30.00)
Impact of change in Accounting policy (Ind AS 116) and taxes	-	-	(0.54)			(0.54)
Restated Balance as at 1 April 2018	**4.20**	**1,672.40**	**2,877.04**	**36.29**	**(11.46)**	**4,578.47**
Profit for the year	-	-	844.71	-	-	844.71
Other comprehensive income (net of tax)	-	-	-	-	(27.28)	(27.28)
Balance at 31 March 2019	**4.20**	**1,672.40**	**3,721.75**	**36.29**	**(38.74)**	**5,395.90**
Profit for the year	-	-	1,223.17	-	-	1,223.17
Other comprehensive income (net of tax)	-	-	-	-	(33.16)	(33.16)
Impact of change in Accounting policy (Ind AS 116) and taxes	-	-	(0.74)	-	-	(0.74)
Balance at 31 March 2020	**4.20**	**1,672.40**	**4,944.18**	**36.29**	**(71.90)**	**6,585.17**
Profit for the period	-	-	862.62	-	-	862.62
Other comprehensive income (net of tax)	-	-	-	-	(44.08)	(44.08)
Impact of change in Accounting policy (Ind AS 116) and taxes						
Balance at 31 March 2021	**4.20**	**1,672.40**	**5,806.80**	**36.29**	**(115.98)**	**7,403.71**

Note:

The above statement should be read with basis of preparation, significant accounting policies and notes forming part of the proforma Restated Consolidated Financial Information appearing in various Annexures.

The notes are an integral part of these restated Consolidated financial information

As per our report of even date attached

For MSKA & Associates
Chartered Accountants
Firm Registration Number: 105047W

For and on behalf of the Board of Directors of
BVG India Limited

Nitin Manohar Jumani
Partner
Membership No: 111700
Place: Pune
Date: 24 September 2021

Hanmantrao Gaikwad
Chairman &
Managing director
Place: Pune
Date: 24 September 2021

Umesh Mane
Vice Chairman &
Jt. Managing Director
Place: Pune
Date: 24 September 2021

Manoj Jain
Chief Financial Officer
Place: Pune
Date: 24 September 2021

Rajni Pamnani
Company Secretary
Place: Pune
Date: 24 September 2021

BVG India Limited

Annexure IV

(All amounts are in Indian Rupees million)

Restated Consolidated Statement of Cash flow

		For the year ended March 31, 2021	For the year ended March 31, 2020	For the year ended March 31, 2019
A	**Cash flows from operating activities**			
	Net profit before tax			
	Continuing operations	1,208.85	1,395.94	768.27
	Discontinued operations	(308.78)	(105.02)	(154.80)
	Profit before tax including discontinued operations	**900.07**	**1,290.92**	**613.47**
	Adjustments :			
	Depreciation and amortization	247.02	222.25	187.56
	(Gain) / loss on sale of assets	3.80	(0.62)	(0.38)
	Change in fair value of financial liability	-	-	-
	Provision for doubtful debts (ECL)	418.24	175.50	1,022.25
	Bad debts and deposits written off	-	106.62	582.33
	Impairment loss on investment	-	-	-
	Impairment loss on intangibles	-	-	98.57
	Interest income	(57.53)	(115.85)	(41.18)
	Interest expense	861.88	910.57	894.50
	Operating Profit before working capital changes	**2,373.48**	**2,589.39**	**3,357.12**
	Movements in working capital :			
	Decrease / (Increase) in inventories	(93.75)	221.53	3,998.20
	Increase in trade receivables	(556.07)	(1,576.66)	(311.72)
	Increase in loans	68.80	80.33	(117.13)
	Decrease / (Increase) in other financial assets	(160.27)	544.77	(399.60)
	(Increase) / Decrease in other assets	33.61	(120.27)	24.80
	(Increase) / decrease in margin money deposits	123.99	(68.54)	-
	(Decrease) / Increase in trade payables	(89.79)	(339.25)	268.55
	Increase in other financial liabilities	55.15	228.52	209.02
	Increase in other current liabilities	(111.42)	47.04	(314.48)
	Increase in contract liabilities	(56.91)	(134.93)	(5,414.04)
	Decrease/increase in contract assets	74.57	(38.36)	23.35
	Increase in provisions	85.50	94.88	40.95
	Working capital changes	**(626.59)**	**(1,060.94)**	**(1,992.10)**
	Cash generated from operations	1,746.89	1,528.45	1,365.02
	Direct taxes paid (net of tax deducted at source and MAT credit utilisation), net of refunds	(339.89)	(341.43)	(664.97)
	Net cash flows from operating activities	**1,407.00**	**1,187.02**	**700.05**
B	**Cash flows from investing activities**			
	Purchase of fixed assets (tangible and intangible fixed assets, capital work-in-progress, intangible assets under development)	33.31	(554.42)	(486.49)
	Proceeds from sale of fixed assets	-	4.51	1.02
	Purchase of non current investments	(30.29)	-	(0.82)
	Sale of non current investments	-	-	-
	Net proceeds / (payment) for asset held for sale	31.95	(12.20)	40.00
	(Investment in) / maturity of bank deposits (having original maturity of more than three months) (net)	(66.31)	15.82	16.86
	Interest received	38.51	110.18	41.85
	Net cash used in investing activities	**7.17**	**(436.11)**	**(387.58)**
C	**Cash flows from financing activities**			
	Proceeds from long term borrowings	14.84	267.11	570.92
	Repayment of long term borrowings	(249.44)	(277.02)	(493.70)
	Proceeds from short term borrowings (net)	(514.04)	337.04	297.88
	Proceeds on account of lease	(26.26)	(21.23)	65.26
	Dividends paid	-	-	0.65
	Tax on dividends paid	-	-	-
	Interest paid	(831.57)	(898.33)	(934.00)
	Net cash used in financing activities	**(1,606.47)**	**(592.43)**	**(492.99)**
	Net Increase / (decrease) in cash and cash equivalents (A+B+C)	(192.29)	158.48	(180.52)
	Cash and cash equivalents at beginning of the year/period	788.77	630.29	810.81
	Cash and cash equivalents at the end of the period	**596.48**	**788.77**	**630.29**

(All amounts are in Indian Rupees million)

Restated Consolidated Statement of Cash flow

	For the year ended March 31, 2021	For the year ended March 31, 2020	For the year ended March 31, 2019
Components of cash and cash equivalents			
Cash on hand	1.52	0.59	0.61
Cheques in hand	439.90	700.36	229.63
Balances with banks:			
On current accounts	96.46	77.49	158.89
In deposit accounts (with original maturity of 3 months or less)	-	-	-
Debit balances in cash credit accounts	58.60	10.33	241.16
Total cash and cash equivalents ***(also refer note 18)***	**596.48**	**788.77**	**630.29**

Notes:

1) The above Consolidated Cashflow Statement has been prepared under the 'Indirect Method' as set out in Ind AS 7, "Statement of Cash Flows" as notified under the Companies (Accounts) Rules, 2015.
2) The previous GAAP figures have been reclassified to conform to Ind AS presentation requirements for the purpose of this note.
3) Figures in brackets represent out flow of Cash and cash equivalents.
4) The above statement should be read with basis of preparation, significant accounting policies and notes forming part of the proforma Restated Consolidated Financial Information appearing in various Annexures.

As per our report of even date attached

For MSKA & Associates
Chartered Accountants
Firm Registration Number: 105047W

For and on behalf of the Board of Directors of
BVG India Limited

Nitin Manohar Jumani
Partner
Membership No: 111700
Place: Pune
Date: 24 September 2021

Hanmantrao Gaikwad
Chairman &
Managing director
Place: Pune
Date: 24 September 2021

Umesh Mane
Vice Chairman &
Jt. Managing Director
Place: Pune
Date: 24 September 2021

Manoj Jain
Chief Financial Officer
Place: Pune
Date: 24 September 2021

Rajni Pamnani
Company Secretary
Place: Pune
Date: 24 September 2021

Annexure V
Notes forming part of the Restated Consolidated IND AS Financial Statement
Significant Accounting Policies
(All amounts are in Indian Rupees million)

1 The corporate overview

BVG India Limited ('BVG' or 'the Holding Company') was incorporated on March 20, 2002 as Bharat Vikas Utility Services Limited. The name of the Holding Company was subsequently changed to BVG India Limited on July 7, 2004. The registered office of the Holding Company is in Pune.

The Corporate Identification Number (CIN) of the Holding Company is U74999PN2002PLC016834. The consolidated restated financial statements were approved for issue in accordance with a resolution of the Board of directors on September 24, 2021.

The Holding Company and its subsidiaries (together referred to as 'the Group') is engaged in providing and undertaking facility management, mechanised housekeeping, emergency medical services (ambulance), emergency police services (Dial 100), solid waste management, transportation, plant relocations, attendant services and labour supply, imparting education, display of advertisement in audio video format.

The Group also undertakes various projects for garden development, landscaping, beautification projects, rural electrification, engineering and other contracts for Government and private organisations.

2 Significant accounting policies

Significant accounting policies adopted by the Group are as under:

2.1 Basis of preparation

The Restated Consolidated Ind AS Summary Statement of Assets and Liabilities of the Group as at March 31, 2021, March 31, 2020; and March 31, 2019 and the related Restated Consolidated Ind AS Summary Statement of Profit and Loss, Restated Consolidated Ind AS Summary Statement of Changes in Equity and Restated Consolidated Ind AS Summary Statement of Cash Flows for the year ended March 31, 2021, March 31, 2020 and March 31, 2019 (hereinafter collectively referred to as "Restated Financial Statements") have been have been prepared specifically for inclusion in the Draft Red Herring Prospectus ("DRHP") to be filed by the Holding Company with the Securities and Exchange Board of India ("SEBI") in connection with the proposed initial public offer of equity shares of the Holding Company and offer for sale by the selling shareholders of the Holding Company (collectively, the "Offer"). The Restated Financial Statements, which have been approved by the Board of Directors of the Holding Company, have been prepared in accordance with the requirements of:

a) Sub-section (1) of Section 26 of Chapter III of the Companies Act 2013 (the "Act");

b) Relevant provisions of The SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("the SEBI ICDR Regulations") issued by the SEBI as amended from time to time in pursuance of the Securities and Exchange Board of India Act, 1992; and

c) The Guidance Note on Report in company prospectus (Revised 2019) issued by the ICAI (referred to as the Guidance Note).

Annexure V
Notes forming part of the Restated Consolidated IND AS Financial Statement
Significant Accounting Policies
(All amounts are in Indian Rupees million)

The Restated Financial Statements have been compiled from the audited annual consolidated financial statements as at and for the years ended March 31, 2021, March 31, 2020 and March 31, 2019 which were prepared by the Group in accordance with Indian Accounting Standards ("Ind AS") notified under Section 133 of the Companies Act 2013, read with Companies (Indian Accounting Standards) Rules 2015, Companies (Indian Accounting Standards) Amendment Rules, 2016, as amended. The Restated Financial Statements have been prepared on a historical cost convention, except for certain financial assets, financial liabilities and share based payments which are measured at fair value.

The Restated Financial Statements are presented in Indian Rupees "INR" and all values are stated as INR million, except when otherwise indicated.

2.2 Basis of measurement

The Restated Consolidated financial Information have been prepared on a historical cost convention on accrual basis, except in case of one of the subsidiary "BVG Kshitij Waste Management Services Private Limited" whose financial statements have been prepared on realisation basis and following material items that have been measured on an alternative basis on each reporting date:

Items	Measurement basis
Certain non-derivative financial instruments at fair value through profit or loss	Fair value
Assets held for sale	Lower of carrying value as per the respective Ind AS and Fair value less cost to sell
Defined benefit plan assets	Fair value

2.3 Functional and presentation currency

The Restated financial Statements are presented in Indian Rupees (INR), which is the Group's functional currency. All amounts have been rounded-off to the nearest million, unless otherwise stated.

2.4 New and Amended standards adopted by the Group

The Group has applied following standards and its amendments requires changes in the Restated Financials Statement:

IND AS 116 - Leases

Ind AS 116 "Leases", notified by the Ministry of Corporate Affairs ("MCA") on March 30, 2019 supersedes Ind AS 17 Leases, including Appendix A of Ind AS 17 Operating Leases-Incentives, Appendix B of Ind AS 17 Evaluating the Substance of Transactions Involving the Legal Form of a

Lease and Appendix C of Ind AS 17, Determining whether an Arrangement contains a Lease. The standard sets out the principles for the recognition, measurement, presentation and disclosure of leases and requires lessees to recognise most leases on the balance sheet.

Lessor accounting under Ind AS 116 is substantially unchanged from Ind AS 17. Lessors will continue to classify leases as either operating or finance leases using similar principles as in Ind AS 17. Therefore, Ind AS 116 did not have an impact for leases where the Group is the lessor.

The Group adopted Ind AS 116 using the full retrospective method application from 1 April 2018.

The Group also elected to use the recognition exemptions for lease contracts that, at the commencement date, have a lease term of 12 months or less and do not contain a purchase option (short-term leases), and lease contracts for which the underlying asset is of low value (low-value assets).

2.5 Significant accounting judgments, estimates and assumptions

The preparation of consolidated financial statements in conformity with Ind AS requires the Management to make estimate and assumptions that affect the reported amount of assets and liabilities as at the Balance Sheet date, reported amount of revenue and expenses for the year and disclosures of contingent liabilities as at the Balance Sheet date. The estimates and assumptions used in the accompanying financial statements are based upon the Management's evaluation of the relevant facts and circumstances as at the date of the financial statements. Actual results could differ from these estimates. Estimates and underlying assumptions are reviewed on a periodic basis. Revisions to accounting estimates, if any, are recognized in the year in which the estimates are revised and in any future years affected.

Detailed information about each of these estimates and judgements is included in relevant notes.

The areas involving critical estimates and judgements are:
- Estimation of current tax expense and payable
- Estimation of defined benefit obligation
- Leases: Arrangement containing a lease
- Recognition of deferred tax assets/ liabilities and MAT credit entitlement
- Impairment of financial assets
- Impairment of intangibles assets under development
- Valuation of financial liability
- Property, plant and equipment: useful lives and residual values
- Assets held for sale

2.6 Current versus non-current classification

The Group presents assets and liabilities in the balance sheet based on current / non-current classification.

An asset as current when it is:
- Expected to be realised or intended to be sold or consumed in normal operating cycle;
- Held primarily for the purpose of trading;
- Expected to be realised within twelve months after the reporting period; or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is current when:
- It is expected to be settled in normal operating cycle;
- It is held primarily for the purpose of trading;
- It is due to be settled within twelve months after the reporting period; or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

All other liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities, respectively.

Operating cycle

Based on the nature of services and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Group has ascertained its operating cycle for its facility and project businesses to be less than 12 months for the purpose of current – non-current classification of assets and liabilities.

2.7 Property, plant and equipment

- **Recognition and measurement**

Items of property, plant and equipment are measured at cost of acquisition or construction less accumulated depreciation and/or accumulated impairment loss, if any. The cost of an item of property, plant and equipment comprises its purchase price, including import duties and other non-refundable taxes or levies and any directly attributable cost of bringing the asset to its working condition for its intended use; any trade discounts and rebates are deducted in arriving at the purchase price. Borrowing costs directly attributable to the construction of a qualifying asset are capitalised as part of the cost.

When parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment.

Property, plant and equipment under construction are disclosed as 'Capital work-in-progress'.

Advances paid towards the acquisition of property, plant and equipment outstanding at each reporting date are disclosed under 'Other non-current assets'.

- **Subsequent expenditure**

The cost of replacing a part of an item of property, plant and equipment is recognised in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Group and its cost can be measured reliably. The carrying amount of the replaced part is derecognised. The costs of the day-to-day servicing of property, plant and equipment are recognised in the statement of profit and loss as incurred.

- **Disposal**

An item of property, plant and equipment is derecognised upon disposal or when no future benefits are expected from its use or disposal. Gains and losses on disposal of an item of property, plant and equipment are determined by comparing the proceeds from disposal with the carrying amount of property, plant and equipment, and are recognised net within other income/ expenses in the statement of profit and loss.

- **Depreciation**

Depreciation is calculated over the depreciable amount, which is the cost of an asset, or other amount substituted for cost, less its residual value. Depreciation is recognised in the statement of profit and loss on a straight-line basis over the estimated useful lives of each part of an item of property, plant and equipment as prescribed in Schedule II of the Companies Act, 2013.

Freehold land is not depreciated. Acquired assets consisting of leasehold improvements are recorded at acquisition cost and amortised on straight-line basis based over the leased term of 9 years.

The property, plant and equipment acquired under finance leases is depreciated over the shorter of the lease term and their useful lives unless it is reasonably certain that the Group will obtain ownership by the end of the lease term.

Depreciation on addition to property plant and equipment is provided on pro-rata basis from the date of acquisition. Depreciation on sale/deduction from property plant and equipment is provided up to the date preceding the date of sale, deduction as the case may be. Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in Statement of Profit and Loss under 'Other Income' / 'Other Expenses'.

The useful lives are reviewed by the management at each financial year-end and revised, if appropriate. In case of a revision, the unamortised depreciable amount is charged over the revised remaining useful life.

2.8 Investment properties

Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at cost less accumulated depreciation and accumulated impairment loss, if any.

The cost includes the cost of replacing parts and borrowing costs for long-term construction projects if the recognition criteria are met. When significant parts of the investment property are required to be replaced at intervals, the Group depreciates them separately based on their specific useful lives. All other repair and maintenance costs are recognized as profit or loss as incurred.
The Group depreciates investment property over 86 years from the date of original purchase

Though the Group measures investment property using cost-based measurement, the fair value of investment property is disclosed in the notes. Fair values are determined based on an annual evaluation performed by an accredited external independent valuer applying a valuation model.

Investment properties are derecognized either when they have been disposed of or when they are permanently withdrawn from use and no future economic benefit is expected from their disposal. The difference between the net disposal proceeds and the carrying amount of the asset is recognized in profit or loss in the period of derecognition.

2.9 Goodwill

Goodwill represents the future economic benefits arising from a business combination that are not individually identified and separately recognised. Goodwill is carried at cost less accumulated impairment losses. Refer Note 2.11 for description of impairment testing procedures.

2.10 Other Intangible assets

- **Recognition and measurement**

Intangible assets are recognised when the asset is identifiable, is within the control of the Group, it is probable that the future economic benefits that are attributable to the asset will flow to the Group and cost of the asset can be reliably measured.

Intangible assets acquired by the Group that have finite useful lives are measured at cost less accumulated amortisation and any accumulated impairment losses.

Intangible assets with finite lives are assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortization period and the amortization method for an intangible asset with a finite useful life are reviewed at least at each financial year end.

- **Subsequent measurement**

Subsequent expenditure is capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates.

- **Amortisation**

Amortisation is calculated over the cost of the asset, or other amount substituted for cost, less its residual value. Amortisation is recognised in statement of profit and loss on a straight-line basis over the estimated useful lives of intangible assets from the date that they are available for use, since this most closely reflects the expected pattern of consumption of the future economic benefits embodied in the asset.

The estimated useful life for current and comparative periods is 3 years.

2.11 Impairment of non-financial assets

The Group assesses at each balance sheet date whether there is any indication that an asset or cash generating unit (CGU) may be impaired. If any such indication exists, the Group estimates the recoverable amount of the asset. The recoverable amount is the higher of an asset's or CGU's fair value less costs of disposal or its value in use. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are considered.

An impairment loss is recognised if the carrying amount of an asset or CGU exceeds its recoverable amount.

Impairment losses are recognised in the statement of profit and loss. They are allocated first to reduce the carrying amount of any goodwill allocated to the CGU, and then to reduce the carrying amounts of the other assets in the CGU on a pro rata basis.

An impairment loss in respect of goodwill is not reversed. For other assets, an impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

2.12 Assets classified as held for sale and discontinued operations

The Group classifies non-current assets (or disposal Group) as held for sale if their carrying amounts will be recovered principally through a sale rather than through continuing use.
The criteria for held for sale classification is regarded met only when the assets (or disposal Group) are available for immediate sale in its present condition, subject only to terms that are usual and customary for sale of such assets (or disposal Group), the sale is highly probable; and it will genuinely be sold, not abandoned. The Group treats sale of the asset (or disposal Group) to be highly probable when:

- The appropriate level of management is committed to a plan to sell the asset (or disposal Group),
- An active programmed to locate a buyer and complete the plan has been initiated (if applicable)
- The asset (or disposal Group) is being actively marketed for sale at a price that is reasonable in relation to its current fair value,
- The sale is expected to qualify for recognition as a completed sale within one year from the date of classification, and
- Actions required to complete the plan indicate that it is unlikely that significant changes to the plan will be made or that the plan will be withdrawn.

Non-current assets (or disposal Group) held for sale are measured at the lower of their carrying amount and the fair value less costs to sell. Assets and liabilities (or disposal Group) classified as held for sale are presented separately in the Balance Sheet.

Property, plant and equipment and intangible assets once classified as held for sale are not depreciated or amortized.

Non-current assets classified as held for sale and the assets of a disposal Group classified as held for sale are presented separately from the other assets in the balance sheet. The liabilities of a disposal Group classified as held for sale are presented separately from the other liabilities in the balance sheet.

A discontinued operation is a component of an entity that either has been disposed of, or is classified as held for sale, and represents a separate major line of business or geographical area of operations, is part of a single co-ordinated plan to dispose of a separate major line of business or geographical area of operations or is a subsidiary acquired exclusively with a view to resale. The results of discontinued operations are presented separately in statement of profit or loss.

2.13 Joint arrangements

Under Ind AS 111, Joint Arrangements, investments in joint arrangements are classified as either joint operations or joint ventures. The classification depends on the contractual rights and obligations of each investor rather than the legal structure of the joint arrangement. The Group has both joint operation and joint venture.

The Group recognises its direct right to the assets, liabilities, revenues and expenses of joint operations and its share of any jointly held or incurred assets, liabilities, revenues and expenses. These have been incorporated in the financial statements under the appropriate headings. Details of the joint operation are set out in Annexure- VIII – Investments.

2.14 Inventories

Inventories are measured at lower of cost and net realisable value. Cost is determined on the basis of weighted average method and includes expenditure in acquiring the inventories and bringing them to the present location and condition.

Cost comprises of purchase cost, duties and other direct expenses incurred in bringing the inventory to the present location and condition.

Provision of obsolescence on inventories is considered on the basis of management's estimate based on demand and market of the inventories.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.
The comparison of cost and net realizable value is made on item by item basis.

2.15 Cash and cash equivalents

Cash and cash equivalents in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purposes of the cash flow statement, cash and cash equivalents include cash on hand, cash in banks and short-term deposits net of bank overdraft.

2.16 Revenue recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured, regardless of when the payment is being made.

Revenue is measured at the fair value of the consideration received or receivable. Amounts included in revenue and net of returns, trade allowances, rebates, Goods and Service Tax and amounts collected on behalf of third parties.

Revenue from contract with customer is recognized, when control of the goods or services are transferred to the customer, at an amount that reflects the consideration to which the Group is expected to be entitled in exchange for those goods or services. The Group assesses its revenue arrangements against specific criteria in order to determine if it is acting as principal or agent. The Group concluded that it is acting as a principal in all of its revenue arrangements. The specific recognition criteria described below must also be met before revenue is recognized.

Revenue is recognised as follows:

- **Sale of goods**

Revenue from sale of goods in the course of ordinary activities is recognized when control of the goods has been transferred, being when the goods are delivered to the customer and no significant uncertainty exists regarding the amount of the consideration that will be derived from the sale of the goods and regarding its collection.

- **Rendering of services**

Revenue on service/maintenance contracts is recognized on straight-line basis over the period of the contract on performance of the services.

- **Revenue from Display of advertisements**

Display revenues from display equipment's are recognized in the period during which the advertisement is displayed. Display revenue from barter transactions is measured as per the contracts and at fair value of services rendered.

- **Revenue from Rural Electrification ('RE') contracts**

The Group recognizes revenue at the transaction price which is determined on the basis of agreement entered into with or letter of intent issued by the customer. Revenue from RE contracts is recognized at the point in time, when the control of the asset is transferred to the customer, which generally coincides with the receipt of Certificate of work completion. Until the time the control of the asset is transferred to the customer, the cost incurred to date in respect of such contracts is accounted as 'Work in progress'.

A contract liability is the obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Group transfers goods or services to the customer, a contract liability is recognized when the payment is made, or the payment is due (whichever is earlier). Contract liabilities are recognized as revenue when the control of the asset is transferred to the customer. A receivable represents the Group's right to an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due).

2.17 Interest income

Interest income is recognised using effective interest rate method (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortised cost of a financial liability.

2.18 Foreign currency transactions and balances

Transactions in foreign currency are recorded at exchange rates prevailing at the date of transactions. Exchange differences arising on foreign exchange transactions settled during the year are recognised in the statement of profit and loss of the year.

Monetary assets and liabilities denominated in foreign currencies which are outstanding, as at the reporting period are translated at the closing exchange rates and the resultant exchange differences are recognised in the statement of profit and loss.

Non-monetary assets and liabilities denominated in foreign currencies that are measured in terms of historical cost are translated using the exchange rate at the date of the transaction.

2.19 Employee benefits

- **Short-term employee benefits**

Employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits and are recognised in the period in which the employee renders the related service. These benefits include salaries and wages, bonus and compensated absences. The undiscounted amount of short-term employee services is recognised as an expense as the related service is rendered by the employees.

- **Post-employment benefits**

Defined contribution plans

A defined contribution plan is a post-employment benefit plan under which an entity pays specified contributions to a separate entity (regulatory authority) and will have no legal or constructive obligation to pay any further amounts. The Group makes specified monthly contribution towards employee provident fund scheme and employees' state insurance scheme the regulatory authorities. The Group's contribution is recognised as an employee benefit expense in the statement of profit and loss in the period in which the employee renders the related service.

Defined benefit plans

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan, the present value of the obligation under which is determined based on actuarial valuation using the projected unit credit method, which recognises each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

The obligation is measured at the present value of the estimated future cash flows. The discount rates used for determining the present value of the obligation under defined benefit plans, is based on the market yields on government securities as at the reporting date, having maturity periods approximating to the terms of related obligations.

Re-measurement of the net defined benefit liability, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through other comprehensive income (OCI) in the period in which they occur. Remeasurements are not reclassified to the statement of profit and loss in subsequent periods.

In case of funded plans, the fair value of the plan's assets is reduced from the gross obligation under the defined benefit plans, to recognise the obligation on net basis.

The liability for gratuity with respect to certain staff and workers is funded annually through a gratuity fund maintained with the Life Insurance Corporation of India.

When the benefits of the plan are changed or when a plan is curtailed, the resulting change in benefits that relates to past service or the gain or loss on curtailment is recognised immediately in the statement of profit and loss. Net interest is calculated by applying the discount rate to the net defined benefit liability or asset. The Group recognises gains/ losses on settlement of a defined plan when the settlement occurs.

Compensated Absences

Accumulated compensated absences, which are expected to be availed or encashed within 12 months from the end of the year are treated as short term employee benefits. The obligation towards the same is measured at the expected cost of accumulating compensated absences as the additional amount expected to be paid as a result of the unused entitlement as at the year end.

The Group treats accumulated leave expected to be carried forward beyond 12 months, as long-term employee benefit for measurement purposes. Such long-term compensated absences are provided for based on the actuarial valuation using the projected unit credit method at the year end. The Group presents the leave as a current liability in the balance sheet as it does not have an unconditional right to defer its utilisation for 12 months after the reporting date.

The Group's liability is determined on actual basis at the end of each year.

2.20 Contributed equity

Equity shares are classified as equity share capital. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

2.21 Leases

The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains, a lease if fulfilment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

- **Group as a lessee**

A lease is classified at the inception date as a finance lease or an operating lease. A lease that transfers substantially all the risks and rewards incidental to ownership to the Group is classified as a finance lease.

Finance leases are capitalised at the commencement of the lease at the inception date at fair value of the leased asset or, if lower, at the present value of the minimum lease payments. Lease payments are apportioned between finance charges and reduction of the lease liability to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are recognised in finance costs in the statement of profit and loss.

A leased asset is depreciated over the useful life of the asset. However, if there is no reasonable certainty that the Group will obtain ownership by the end of the lease term, the asset is depreciated over the shorter of the estimated useful life of the asset and the lease term.

Operating lease payments are recognised as an expense in the statement of profit and loss on a straight-line basis over the lease term unless the payments to the lessor are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases or another systematic basis is available.

- **Group as lessor**

Leases in which the Group does not transfer substantially all the risks and rewards of ownership of an asset are classified as operating leases. Rental income from operating lease is recognised on a straight-line basis over the term of the relevant lease unless the payments to the lessor are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases or another systematic basis is available. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

Leases are classified as finance leases when substantially all of the risks and rewards of ownership transfer from the Group to the lessee. Amounts due from lessees under finance leases are recorded as receivables at the Group's net investment in the leases. Finance lease income is allocated to accounting periods to reflect a constant periodic rate of return on the net investment outstanding in respect of the lease.

2.22 Borrowing costs

Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing costs directly attributable to the acquisition, construction or production of a qualifying asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale. All other borrowing costs are expensed in the period in which they are incurred.

2.23 Government Grants

Grants from government are recognized when there is reasonable assurance that the Group will comply with the specified conditions and that the Grant will be received.

Government grants relating to income are deferred and recognised in the statement of profit and loss over the period necessary to match them with the costs that they are intended to compensate and presented within other income.

Government grants relating to the purchase of property, plant and equipment are deducted from the carrying value of property, plant and equipment.

2.24 Income tax

Income tax expense comprises current and deferred tax. It is recognised in the statement of profit and loss except to the extent that it relates to a business combination, or items recognised directly in equity or in OCI.

- **Current tax**

Current tax or liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date in the country where the Group operates and generates taxable income. Current tax assets and liabilities are offset only if there is a legally enforceable right to set it off the recognised amounts and it is intended to realise the asset and settle the liability on a net basis or simultaneously.

Minimum Alternate Tax (MAT) paid in a year is charged to the statement of profit and loss as current tax. The Group recognises MAT credit available as an asset only to the extent that there is convincing evidence that the Group will pay normal income tax during the specified period, i.e., the period for which MAT credit is allowed to be carried forward. The Group reviews the MAT credit entitlement at each reporting date and writes down the asset to the extent the Group does not have convincing evidence that it will pay normal tax during the specified period.

- **Deferred tax**

Deferred tax is recognised using the balance sheet method on temporary differences between the tax base of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- When the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss;
- Taxable temporary differences arising on the initial recognition of goodwill.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised, except:

- When the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.
Deferred tax assets and deferred tax liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity.

Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

In the situations where the Group is entitled to a tax holiday under the Income-tax Act, 1961 enacted in India or tax laws prevailing in the respective tax jurisdictions where it operates, no deferred tax (asset or liability) is recognised in respect of temporary differences which reverse during the tax holiday period, to the extent the Group's gross total income is subject to the deduction during the tax holiday period. Deferred tax in respect of timing differences which reverse after the tax holiday period is recognized in the year in which the timing differences originate. However, the Group restricts recognition of deferred tax assets to the extent that it has become reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which such deferred tax assets can be realized. For recognition of deferred taxes, the temporary differences which originate first are considered to reverse first.

2.25 Provisions and contingencies

A provision is recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost in the statement of profit and loss.

Contingent liability is disclosed in case of
- a present obligation arising from past events, when it is not probable that an outflow of resources will be required to settle the obligation.
- present obligation arising from past events, when no reliable estimate is possible
- a possible obligation arising from past events where the probability of outflow of resources is not remote.

Contingent asset is not recognised in the financial statements. A contingent asset is disclosed, where an inflow of economic benefits is probable.
Provisions, contingent liabilities and contingent assets are reviewed at each balance sheet date.

2.26 Earnings per share ('EPS')

Basic earnings per share is calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. Earnings considered in ascertaining the Group's earnings per share is the net profit or loss for the year after deducting preference dividends and any attributable tax thereto for the year. The weighted average number of equity shares outstanding during the year and for all the years presented is adjusted for events, such as bonus shares, other than the conversion of potential equity shares, that have changed the number of equity shares outstanding, without a corresponding change in resources.

For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year is adjusted for the effects of all dilutive potential equity shares.

2.27 Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:
- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the Group. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset considers a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

- Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities.

- Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.

- Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

To fair value disclosures, the Group has determined classes of assets and liabilities based on the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

2.28 Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

a) Financial assets

i. Initial recognition and measurement: At initial recognition, financial asset is measured at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

ii. Subsequent measurement: For purposes of subsequent measurement, financial assets are classified in following categories:
   - at amortized cost; or
   - at fair value through other comprehensive income; or
   - at fair value through profit or loss.

   The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

Amortised cost: Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortized cost. Interest income from these financial assets is included in finance income using the effective interest rate method (EIR).

Fair value through other comprehensive income (FVOCI): Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at fair value through other comprehensive income (FVOCI). Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognized in Statement of Profit and Loss. When the financial asset is derecognized, the cumulative gain or loss previously recognized in OCI is reclassified from equity to Statement of Profit and Loss and recognized in other gains/ (losses). Interest income from these financial assets is included in other income using the effective interest rate method.

Fair value through profit or loss (FVTPL): Assets that do not meet the criteria for amortized cost or FVOCI are measured at fair value through profit or loss. Interest income from these financial assets is included in other income.

Equity instruments: All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading and contingent consideration recognised by an acquirer in a business combination to which Ind AS103 applies are classified as at FVTPL. For all other equity instruments, the Group may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Group makes such election on an instrument- by-instrument basis. The classification is made on initial recognition and is irrevocable.
If the Group decides to classify an equity instrument as at FVOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to P&L, even on sale of investment. However, the Group may transfer the cumulative gain or loss within equity.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the profit and loss.

iii. Impairment of financial assets

In accordance with Ind AS 109, Financial Instruments, the Group applies expected credit loss (ECL) model for measurement and recognition of impairment loss on financial assets that are measured at amortized cost and FVOCI.

For recognition of impairment loss on financial assets and risk exposure, the Group determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used.

If in subsequent years, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognizing impairment loss allowance based on 12 months ECL.

Lifetime ECLs are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12 months ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the year end.

ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the entity expects to receive (i.e. all shortfalls), discounted at the original EIR. When estimating the cash flows, an entity is required to consider all contractual terms of the financial instrument (including prepayment, extension etc.) over the expected life of the financial instrument. However, in rare cases when the expected life of the financial instrument cannot be estimated reliably, then the entity is required to use the remaining contractual term of the financial instrument.

In general, it is presumed that credit risk has significantly increased since initial recognition if the payment is more than 30 days past due.

ECL impairment loss allowance (or reversal) recognized during the year is recognized as income/expense in the statement of profit and loss. In balance sheet ECL for financial assets measured at amortized cost is presented as an allowance, i.e. as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount. Until the asset meets write off criteria, the Group does not reduce impairment allowance from the gross carrying amount.

For trade receivables only, the Group applies the simplified approach permitted by 'Ind AS 109 - Financial instruments', which requires expected lifetime losses to be recognised from initial recognition of the receivables.

iv. Derecognition of financial assets: A financial asset is derecognized only when:

   a. the rights to receive cash flows from the financial asset is transferred or
   b. retains the contractual rights to receive the cash flows of the financial asset but assumes a contractual obligation to pay the cash flows to one or more recipients.
   c. Where the financial asset is transferred then in that case financial asset is derecognized only if substantially all risks and rewards of ownership of the financial asset is transferred. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognized.

b) Financial liabilities

i. Initial recognition and measurement: Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss and at amortized cost, as appropriate.

   All financial liabilities are recognized initially at fair value and, in the case of borrowings and payables, net of directly attributable transaction costs.

ii. Subsequent measurement: The measurement of financial liabilities depends on their classification, as described below:

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments. Gains or losses on liabilities held for trading are recognized in the Statement of Profit and Loss.

Loans and borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortized cost using the EIR method. Gains and losses are recognized in Statement of Profit and Loss when the liabilities are derecognized as well as through the EIR amortization process. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included as finance costs in the Statement of Profit and Loss.

iii. Derecognition

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the Statement of Profit and Loss as finance costs.

c) Embedded derivatives

An embedded derivative is a component of a hybrid (combined) instrument that also includes a non-derivative host contract – with the effect that some of the cash flows of the combined instrument vary in a way similar to a standalone derivative. Derivatives embedded in all other host contract are separated if the economic characteristics and risks of the embedded derivative are not closely related to the economic characteristics and risks of the host and are measured at fair value through profit or loss. Embedded derivatives closely related to the host contracts are not separated.

Reassessment only occurs if there is either a change in the terms of the contract that significantly modifies the cash flows that would otherwise be required or a reclassification of a financial asset out of the fair value through profit or loss.

d) Offsetting financial instruments

Financial assets and liabilities are offset and the net amount is reported in the balance sheet where there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis or realize the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Group or the counterparty.

2.29 Cash dividend to equity holders

The Group recognises a liability to make cash distributions to equity holders when the distribution is authorised and the distribution is no longer at the discretion of the Group. As per the corporate laws in India, a distribution is authorised when it is approved by the shareholders. A corresponding amount is recognised directly in equity.

2.30 Convertible preference shares

Convertible preference shares are separated into liability and equity components based on the terms of the contract.

On issuance of the convertible preference shares, the fair value of the liability portion of compulsorily convertible preference shares is determined using a market interest rate for an equivalent non-convertible bonds. This amount is recorded as a liability on an amortised cost basis until extinguished on conversion or redemption of the bonds. The remainder of the proceeds is attributable to the equity portion of the compound instrument since it meets Ind AS 32, Financial Instruments: Presentation, criteria for fixed to fixed classification. Transaction costs are deducted from equity, net of associated income tax. The carrying amount of the conversion option is not subsequently re-measured.

Transaction costs are apportioned between the liability and equity components of the convertible preference shares based on the allocation of proceeds to the liability and equity components when the instruments are initially recognized.

2.31 Operating segments

An operating segment is a component of the Group that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the Group's other components, and for which discrete financial information is available. All operating segments' operating results are reviewed regularly by the Holding Company's Chief Operating Decision Maker (CODM) to make decisions about resources to be allocated to the segments and assess their performance.

BVG India Limited
Notes to Restated Consolidated financial statements
Annexure V
(All amounts are in Indian Rupees million)

3. Property, plant and equipment and Capital work-in-progress, as restated

	Land- Freehold	Leasehold Improvements	Buildings	Office equipment	Plant and equipment	Computers & peripherals	Furniture and fixtures	Vehicles	Total (A)	Capital work-in-progress (B)
Balance as at 31 March 2019	**25.51**	**0.49**	**431.42**	**39.78**	**1,255.14**	**79.10**	**21.40**	**343.92**	**2,196.76**	**-**
Balance as at 1 April 2019	25.51	0.49	431.42	39.78	1,255.14	79.10	21.40	343.92	**2,196.76**	-
Additions	-	28.81	-	5.57	108.58	2.59	9.30	222.07	**376.92**	-
Disposals / capitalized during the year	-	-	-	-	-	-	-	(25.22)	**(25.22)**	-
Balance as at 31 March 2020	**25.51**	**29.30**	**431.42**	**45.35**	**1,363.72**	**81.69**	**30.70**	**540.77**	**2,548.46**	**-**
Balance as at 1 April 2020	25.51	29.30	431.42	45.35	1,363.72	81.69	30.70	540.77	**2,548.46**	-
Additions	-	-	-	0.67	63.31	3.98	0.29	10.57	**78.82**	2.20
Disposals / capitalized during the period	-	-	-	-	(3.31)	-	-	(0.49)	**(3.80)**	-
Balance as at 31 March 2021	**25.51**	**29.30**	**431.42**	**46.02**	**1,423.72**	**85.67**	**30.99**	**550.85**	**2,623.48**	**2.20**
Accumulated depreciation										
Balance as at 1 April 2018	-	0.49	29.90	11.63	390.75	29.72	5.64	48.30	**516.43**	-
Charge for the year	-	-	14.36	6.60	87.13	12.99	2.53	36.72	**160.33**	-
Balance as at 31 March 2019	**-**	**0.49**	**44.26**	**18.23**	**477.88**	**42.71**	**8.17**	**85.02**	**676.76**	**-**
Balance as at 1 April 2019	-	0.49	44.26	18.23	477.88	42.71	8.17	85.02	**676.76**	-
Charge for the year	-	0.07	13.92	6.46	90.43	14.96	3.33	56.11	**185.28**	-
On disposals	-	-	-	-	-	-	-	(21.33)	**(21.33)**	-
Balance as at 31 March 2020	**-**	**0.56**	**58.18**	**24.69**	**568.31**	**57.67**	**11.50**	**119.80**	**840.71**	**-**
Balance as at 1 April 2020	-	0.56	58.18	24.69	568.31	57.67	11.50	119.80	**840.71**	-
Charge for the period	-	6.32	14.37	7.88	91.79	13.12	3.15	66.12	**202.74**	-
Balance as at 31 March 2021	**-**	**6.88**	**72.55**	**32.57**	**660.10**	**70.79**	**14.65**	**185.92**	**1,043.45**	**-**
Net block										
As at 31 March 2019	**25.51**	**-**	**387.16**	**21.55**	**777.26**	**36.39**	**13.23**	**258.90**	**1,520.00**	**-**
As at 31 March 2020	**25.51**	**28.74**	**373.24**	**20.66**	**795.41**	**24.02**	**19.20**	**420.97**	**1,707.75**	**-**
As at 31 March 2021	**25.51**	**22.42**	**358.87**	**13.45**	**763.62**	**14.88**	**16.34**	**364.93**	**1,580.03**	**2.20**

Note:
(i) Refer Annexure VII for details of Property, plant and equipment pledged as security for borrowings.
(ii) The Group has acquired certain plant and equipment, office equipment, computers and peripherals and vehicles under finance lease arrangement. The total minimum future lease payments at the Balance Sheet date is equal to the fair value of the assets acquired. The net carrying amount of such assets as on 31 March 2021 is INR 27.24 million (31 March 2020 is INR 28.90, 31 March 2019: INR 32.77 million; 31 March 2018: INR 29.65 million)

BVG India Limited

Annexure V

(All amounts are in Indian Rupees million)

4. Right-of-use asset, as restated

	Building	Total (A)
Gross carrying amount		
Balance as at 1 April 2018	25.22	25.22
Additions	45.01	45.01
Balance as at 31 March 2019	**70.23**	**70.23**
Balance as at 1 April 2019	70.23	70.23
Additions	60.69	60.69
Balance as at 31 March 2020	**130.92**	**130.92**
Balance as at 1 April 2020	130.92	130.92
Additions	2.30	2.30
Balance as at 31 March 2021	**133.22**	**133.22**
Accumulated depreciation		
Balance as at 1 April 2018	2.35	2.35
Charge for the year	4.78	4.78
Balance as at 31 March 2019	**7.13**	**7.13**
Balance as at 1 April 2019	7.13	7.13
Charge for the year	17.81	17.81
Balance as at 31 March 2020	**24.94**	**24.94**
Balance as at 1 April 2020	24.94	24.94
Charge for the period	19.66	19.66
Balance as at 31 March 2021	**44.60**	**44.60**
Net block		
As at 31 March 2019	**63.10**	**63.10**
As at 31 March 2020	**105.98**	**105.98**
As at 31 March 2021	**88.62**	**88.62**

(All amounts are in Indian Rupees million)

5. Investment property, as restated

	Investment Property
Gross Block	
Balance as at 1 April 2018	36.05
Additions	-
Balance as at 31 March 2019	**36.05**
Balance as at 1 April 2019	36.05
Additions	38.15
Balance as at 31 March 2020	**74.20**
Balance as at 1 April 2020	74.20
Additions	-
Balance as at 31 March 2021	**74.20**
Accumulated depreciation	
Balance as at 1 April 2018	0.60
Charge for the year	0.40
Balance as at 31 March 2019	**1.00**
Balance as at 1 April 2019	1.00
Charge for the year	0.40
Balance as at 31 March 2020	**1.40**
Balance as at 1 April 2020	1.40
Charge for the period	0.84
Balance as at 31 March 2021	**2.24**
Net block	
As at 31 March 2019	**35.05**
As at 31 March 2020	**72.80**
As at 31 March 2021	**71.96**
Fair value	
As at 31 March 2019	**36.92**
As at 31 March 2020	**74.20**
As at 31 March 2021	**73.68**

The above property has been acquired under a finance lease arrangement. The lease term of the arrangement is for the major economic life of the asset.

Measurement of fair values

Fair value hierarchy

Investment property comprised of commercial property for the purpose of leasing out to third parties.

The fair value of investment property has been determined by an external independent valuer, having appropriate recognised professional qualifications and experience in the location and category of property being valued. The fair value measurement for the investment property has been categorised as a Level 2 fair value based on the inputs to the valuation technique used.

Valuation technique

The valuation is based on government rates, market research, market trend and comparable values as considered appropriate.

BVG India Limited

Annexure V

(All amounts are in Indian Rupees million)

6. Goodwill , Other intangible assets and Intangible assets under development, as restated

	Software	Goodwill	Total	Intangible assets under development
Gross carrying amount				
Balance as at 1 April 2018	26.55	68.89	95.44	128.71
Additions	58.96	-	58.96	-
Capitalised during the year	-	-	-	(30.24)
Written off during the year (Refer note below)	-	-	-	(98.47)
Balance as at 31 March 2019	**85.51**	**68.89**	**154.40**	**-**
Balance as at 1 April 2019	85.51	68.89	154.40	-
Additions	13.40	-	13.40	-
Disposals	-	-	-	-
Balance as at 31 March 2020	**98.91**	**68.89**	**167.80**	-
Balance as at 1 April 2020	98.91	68.89	167.80	-
Additions	1.02	-	1.02	-
Disposals	-	-	-	-
Balance as at 31 March 2021	**99.93**	**68.89**	**168.82**	-
Accumulated amortisation and impairment losses				
Balance as at 1 April 2018	12.04	68.89	80.93	-
Amortisation charge for the year	22.05	-	22.05	-
Balance as at 31 March 2019	**34.09**	**68.89**	**102.98**	**-**
Balance as at 1 April 2019	34.09	68.89	102.98	-
Amortisation charge for the year	18.76	-	18.76	-
Disposals	-	-	-	-
Balance as at 31 March 2020	**52.85**	**68.89**	**121.74**	**-**
Balance as at 1 April 2020	52.85	68.89	121.74	-
Amortisation charge for the period	23.78	-	23.78	-
Disposals	-	-	-	-
Balance as at 31 March 2021	**76.63**	**68.89**	**145.52**	**-**
Net block				
As at 31 March 2019	**51.42**	**-**	**51.42**	**-**
As at 31 March 2020	**46.06**	**-**	**46.06**	**-**
As at 31 March 2021	**23.30**	**-**	**23.30**	**-**

Note :
In December 2010, the Group acquired certain advertising rights in lieu of construction of bus stops. The right were to be effective for a period of 5 years from commencement of the bus routes. However, due to non-commencement of the bus routes, the right had not vested into the Group. The Group had been in discussions with the customer for extension of the period of advertising rights. Based on the management assessment in the current year, the Group is of the view that the period of the advertising rights will not be further extended, and no economic benefits will flow to the Group. Hence, the asset amounting to INR 98.47 million has been written off during the during the Financial Year 2018-19.

(All amounts are in Indian Rupees million)

	As at 31 March 2021	As at 31 March 2020	As at 31 March 2019
7. Other financial assets, as restated			
(Unsecured, considered good unless otherwise stated)			
Non-current			
Lease receivables	-	-	367.39
Deposits with banks (*with maturity more than twelve months)*	0.45	112.75	216.52
Retention money	547.60	656.38	1,054.36
	548.05	**769.13**	**1,638.27**
Current			
Lease receivables	237.47	367.39	174.96
Interest accrued on fixed deposits	35.80	16.79	11.12
Unbilled revenue	2,085.30	1,823.46	1,946.71
Retention money	485.13	367.01	215.59
Less: Loss allowance	-	-	(16.05)
	2,843.70	**2,574.65**	**2,332.33**
	3,391.75	**3,343.78**	**3,970.60**

(i) Information about the Group's exposure to interest rate risk, foreign currency risk and liquidity risk is disclosed in note 41.

	As at 31 March 2021	As at 31 March 2020	As at 31 March 2019
8. Other assets, as restated			
(Unsecured, considered good unless otherwise stated)			
Non-current			
Capital advances	178.80	288.99	184.88
VAT/ Service tax recoverable	107.97	128.98	122.11
Other loans and advances	73.89	80.46	83.01
	360.66	**498.43**	**390.00**
Current			
Advances for supply of goods and services	534.27	536.66	541.32
Other loans and advances			
Considered good	72.86	76.50	62.52
	607.13	**613.16**	**603.84**
	967.79	**1,111.59**	**993.84**

	As at 31 March 2021	As at 31 March 2020	As at 31 March 2019
9. Inventories, as restated			
(At lower of cost and net realisable value)			
Stores and spares	134.77	94.90	234.98
Work in Progress relating to discontinued operations	1,560.25	1,506.37	1,587.82
	1,695.02	**1,601.27**	**1,822.80**

	As at 31 March 2021	As at 31 March 2020	As at 31 March 2019
10. Cash and cash equivalents, as restated			
Cash on hand	1.52	0.59	0.61
Cheques in hand	439.90	700.36	229.63
Balances with banks:			
On current accounts (includes unclaimed dividend of INR 0.80 million (2020: INR 0.80 million; 2019: 0.80 million))	96.46	77.49	158.89
In deposit accounts *(with original maturity of 3 months or less)*	-	-	-
Debit balances in cash credit accounts	58.60	10.33	241.16
	596.48	**788.77**	**630.29**

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(All amounts are in Indian Rupees million)

	As at 31 March 2021	As at 31 March 2020	As at 31 March 2019
11. Other bank balances, as restated			
Margin money deposits with original maturity more than three months and remaining maturity less than twelve months	483.28	494.98	322.67
On deposit account with original maturity more than three months and remaining maturity less than twelve months	98.95	32.64	48.46
	582.23	**527.62**	**371.13**
12. Contract assets			
Contract Assets relating to training business	-	74.57	36.21
	-	**74.57**	**36.21**
13. Assets classified as held for sale			
Freehold land held for sale (Refer note 40)	149.94	137.40	122.20
	149.94	**137.40**	**122.20**

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(All amounts are in Indian Rupees million)

	As at 31 March 2021	As at 31 March 2020	As at 31 March 2019
14. Equity share capital, as restated			
Authorized:			
Equity share capital			
32,164,861* (2020: 27,164,861; 2019: 27,164,861) equity shares of Rs. 10 each	321.65	271.65	271.65
Preference share capital			
14,835,139 (2020: 14,835,139; 2019: 14,835,139) compulsorily convertible cumulative preference shares ('CCPS') of Rs. 10 each	148.35	148.35	148.35
	470.00	**420.00**	**420.00**

*The authorised share capital of the Company has been increased from 27,164,861 to 32,164,861 equity shares of Rs. 10 each pursuant to the resolution passed by the shareholders of the Company in the Extra Ordinary General Meeting held on 30 July 2020.

	As at 31 March 2021	As at 31 March 2020	As at 31 March 2019
Issued, subscribed and fully paid-up:			
A. Equity share capital			
25,710,388 (2020: 25,710,388; 2019: 25,710,388) equity shares of Rs. 10 each	257.10	257.10	257.10
B. Instruments entirely equity in nature			
Preference share capital			
14,835,139 (2020: 14,835,139; 2019: 14,835,139) compulsorily convertible cumulative preference shares (CCPS) of Rs. 10 each	148.35	148.35	148.35
	405.45	**405.44**	**405.45**

14.1 Reconciliation of the shares outstanding at the beginning and at the end of the period / year

	As at 31 March 2021		As at 31 March 2020		As at 31 March 2019	
	Number of shares	Amount	Number of shares	Amount	Number of shares	Amount
A. Equity share capital *(also refer note 14.2 below)*						
At the beginning of the period / year	25,710,388	257.10	25,710,388	257.10	25,710,388	257.10
Increase due to reclassification of Equity shares previously classified as financial liability (Refer note 14.5)	-	-	-	-	-	-
Outstanding at the end of the period / year	**25,710,388**	**257.10**	**25,710,388**	**257.10**	**25,710,388**	**257.10**
B. Instruments entirely equity in nature *(also refer note 14.3 below)*						
Preference share capital						
At the beginning of the period / year	14,835,139	148.35	14,835,139	148.35	14,835,139	148.35
Increase due to reclassification of CCPS previously classified as financial liability (Refer note 14.5)	-	-	-	-	-	-
Outstanding at the end of the period / year	**14,835,139**	**148.35**	**14,835,139**	**148.35**	**14,835,139**	**148.35**

14.2 Rights, preferences and restrictions attached to equity shares

The Holding Company has only one class of equity shares having a par value of Rs. 10. Each holder of equity shares is entitled to one vote per share. The Holding Company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. The Board of Directors, in their meeting on 18 June 2021 proposed a final dividend of NIL (2020: Nil; 2019 : Nil) per equity share. The proposal is subject to the approval of shareholders at the ensuing Annual General Meeting. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Holding Company after distribution of all preferential amounts, in proportion to their share holding.

14.3 Rights, preferences and restrictions attached to preference shares

The CCPS that were privately placed with Strategic Investments FM (Mauritius) B Limited and Strategic Investments FM (Mauritius) Alpha Limited are convertible into equity shares of the Holding Company, at a predetermined rate pursuant to the Investment Agreement. The holders of CCPS shall be entitled to an annual per share dividend equal to 0.001% of the consideration paid for the preference shares. The preference shareholders are entitled to one vote per share at meetings of the Holding Company on any resolutions of the Holding Company directly affecting their rights. In the event of winding up up, preference shareholders have a preferential right over equity shareholders to be repaid to the extent of capital paid-up and dividend in arrears on such shares.

(All amounts are in Indian Rupees million)

14. Equity share capital, as restated *(continued)*

14.4 Details of shareholders holding more than 5% shares is set out below:

Name of the shareholder	As at 31 March 2021		As at 31 March 2020		As at 31 March 2019	
	No. of shares	Amount	No. of shares	Amount	No. of shares	
A. Equity share capital						
Hanmantrao Ramdas Gaikwad	13,343,912	51.90%	13,474,912	52.41%	13,474,912	52.41%
Umesh Gautam Mane	1,949,092	7.58%	1,949,092	7.58%	2,149,092	8.36%
Strategic Investments FM (Mauritius) Alpha Ltd	5,628,249	21.89%	5,628,249	21.89%	5,628,249	21.89%
Strategic Investments FM (Mauritius) B Ltd	1,287,781	5.01%	1,287,781	5.01%	1,287,781	5.01%
B. Instruments entirely equity in nature						
Preference share capital						
Strategic Investments FM (Mauritius) Alpha Ltd	12,072,804	81.38%	12,072,804	81.38%	12,072,804	81.38%
Strategic Investments FM (Mauritius) B Ltd	2,762,335	18.62%	2,762,335	18.62%	2,762,335	18.62%

14.5 Classification of equity shares and CCPS ("Investor shares") as financial liability:

Under the provisions of Ind AS 32 "Financial Instruments - Presentation", the issuer of a financial instrument shall classify the instrument, or its component parts, on initial recognition as a financial liability, a financial asset or an equity instrument in accordance with the substance (and not the legal form) of the contractual arrangement and the definitions of a financial liability, a financial asset and an equity instrument. A financial liability is defined as a liability that is a contractual obligation to deliver cash or any other financial asset or another entity.

In accordance with the Share holders' agreement, all CCPS series are cumulative, mandatorily and fully convertible. Further, with respect to the exit options available to the investors, the is liable to buy back all or any portion of the Investor Shares at fair market value determined by a valuer as per the investor agreement at the time of buy back, if certain conditions are not fulfilled by the Holding Company.

Since there is an unavoidable obligation to pay cash in case of buy back of shares by the Holding Company, these had been classified as a financial liability at fair value through Profit & Loss account before year ended 31 March 2018. Any directly attributable transaction cost was recognised in Profit & Loss account as incurred. Based on the addendum (vide a letter) to the shareholders agreement, the said liability was further restated back to equity in the financial year 2017-18. Such addendum was further renewed vide extension letters issued at appropriate instances.

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	As at 31 March 2021	As at 31 March 2020	As at 31 March 2019
15. Other equity, as restated			
Equity component of compound financial instrument			
As at the beginning of the period / year	4.20	4.20	4.20
Changes during the period / year	-	-	-
As at the end of the period / year	**4.20**	**4.20**	**4.20**
General reserve			
As at the beginning of the period / year	1,672.40	1,672.40	1,672.40
Add: Transferred from surplus in the Statement of Profit and Loss	-	-	-
As at the end of the period / year	**1,672.40**	**1,672.40**	**1,672.40**
Capital reserve			
As at the beginning of the period / year	36.29	36.29	36.29
Changes during the period / year	-	-	-
As at the end of the period / year	**36.29**	**36.29**	**36.29**
Retained earnings			
As at the beginning of the period / year (Refer Annexure III for restatement adjustments as at 1 April 2018)	4,944.18	3,721.75	2,877.04
Impact of change in accounting policy Ind AS 116 (Refer note 35)	-	(0.75)	-
Income tax restatement adjustment	-	0.01	-
Restated balance at the beginning of the period / year	**4,944.18**	**3,721.01**	**2,877.04**
Add: Net profit after tax transferred from Statement of Profit and Loss	862.62	1,223.17	844.71
Appropriations:			
Dividend and dividend distribution tax on preference shares	(0.00)*	(0.00)*	(0.00)*
Balance as at the end of the period / year	**5,806.80**	**4,944.18**	**3,721.75**
Other Comprehensive Income			
As at the beginning of the period / year (Refer Annexure III for restatement adjustments as at 1 April 2018)	(71.90)	(38.74)	(11.46)
Re-measurement of defined benefit plan	(67.75)	(50.99)	(41.71)
Income tax effect relating to above item	23.67	17.83	14.43
As at the end of the period / year	**(115.98)**	**(71.90)**	**(38.74)**
	7,403.71	**6,585.17**	**5,395.90**

* Since denominated in INR million

	As at 31 March 2021	As at 31 March 2020	As at 31 March 2019
16. Lease liability, as restated			
Non-current			
Lease liability *(refer note 35)*	86.29	99.79	52.96
	86.29	**99.79**	**52.96**
Current			
Lease liability *(refer note 35)*	16.61	16.33	12.30
	16.61	**16.33**	**12.30**

	As at 31 March 2021	As at 31 March 2020	As at 31 March 2019
17. Provisions, as restated			
Non-current			
Provision for employee benefits			
Gratuity (also refer note 36)	497.30	352.72	225.86
Compensated absence	-	-	-
	497.30	**352.72**	**225.86**
Current			
Provision for employee benefits			
Gratuity (also refer note 36)	37.87	31.19	47.89
Compensated absence	37.70	35.71	-
Dividend on preference shares (including taxes)	(0.00)*	(0.00)*	(0.00)*
	75.57	**66.90**	**47.89**

* Since denominated in INR million

	As at 31 March 2021	As at 31 March 2020	As at 31 March 2019
18. Trade payables, as restated			
Outstanding dues of micro enterprises & small enterprises (Refer note 38 for details of dues to micro and small enterprises)	0.54	0.81	0.66
Outstanding dues of creditors other than micro enterprises & small (Refer note (ii) below)	1,214.07	1,303.59	1,642.99
	1,214.61	**1,304.40**	**1,643.65**

(i) Refer note 33 for amounts due to related parties
(ii) Information about the Group's exposure to interest rate risk, foreign currency risk and liquidity risk is disclosed in Note 41

	As at 31 March 2021	As at 31 March 2020	As at 31 March 2019
19. Other financial liabilities, as restated			
Current maturities of long-term debt (also refer Annexure VII)	240.86	274.48	249.12
Current maturities of long-term debt pertaining to finance lease obligation	8.58	20.75	27.90
Interest accrued but not due on borrowings	25.62	6.05	5.21
Interim dividend payable	0.80	0.80	0.80
Accrued Employee Liabilities	1,510.87	1,455.72	1,227.21
Capital creditors	40.22	35.06	56.90
	1,826.95	**1,792.86**	**1,567.14**

(i) Information about the Group's exposure to Interest rate risk, foreign currency risk and liquidity risk is disclosed in Note 41

	As at 31 March 2021	As at 31 March 2020	As at 31 March 2019
20. Contract liabilities, as restated			
Contract liabilities relating to discontinued operations	1,507.37	1,425.47	1,577.57
Contract liabilities relating to training business	-	138.81	121.64
	1,507.37	**1,564.28**	**1,699.21**

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	As at 31 March 2021	As at 31 March 2020	As at 31 March 2019
21. Other current liabilities, as restated			
Statutory liabilities	611.50	801.69	736.70
Advance from customers	87.18	8.41	0.13
Book overdraft	-	-	26.23
	698.68	**810.10**	**763.06**
22. Liabilities directly associated with assets held for sale, as restated			
Advances received (refer note 40)	87.49	43.00	40.00
	87.49	**43.00**	**40.00**

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23. Revenue from operations, as restated

	For the year ended March 31, 2021	For the year ended March 31, 2020	For the year ended March 31, 2019
Facility services revenue	16,284.86	19,235.08	18,159.96
Facility projects revenue	392.36	66.09	22.18
	16,677.22	**19,301.17**	**18,182.14**

24. Cost of materials consumed, as restated

Inventory at the beginning of the period / year	94.90	234.98	430.75
Add: Purchases	1,207.47	1,714.16	1,087.66
Less: Inventory at the end of the period / year	134.77	94.90	234.98
	1,167.60	**1,854.24**	**1,283.43**
Break up of materials consumed			
Project material	207.30	49.14	48.10
Others	960.30	1,805.10	1,235.33
	1,167.60	**1,854.24**	**1,283.43**
Break up of closing stock			
Electrical material	25.92	34.63	100.37
Construction material	34.60	8.51	27.00
Others	74.25	51.76	107.61
	134.77	**94.90**	**234.98**

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	For the year ended March 31, 2021	For the year ended March 31, 2020	For the year ended March 31, 2019
25. Employee benefits expense, as restated			
Salaries, wages and allowances	9,638.07	10,493.25	9,808.93
Contribution to provident and other funds (refer note 36)	903.25	1,001.45	1,080.66
Staff welfare expenses	79.83	84.99	141.77
	10,621.15	**11,579.69**	**11,031.36**
26. Finance costs, as restated			
Interest expense			
On borrowings from banks	740.08	797.36	685.08
On borrowings from others	10.74	11.40	66.19
On optionally convertible debentures	0.27	0.23	0.20
Other borrowing costs*	110.79	101.58	103.37
	861.88	**910.57**	**854.84**

*Includes charges on account of guarantee commission, LC and renewal of credit facilities.

	For the year ended March 31, 2021	For the year ended March 31, 2020	For the year ended March 31, 2019
27. Other expenses, as restated			
Subcontracting charges	374.98	704.82	746.09
Freight, octroi and transportation	23.04	30.15	19.57
Equipment hiring charges	96.03	129.20	102.42
Retainership fees	559.67	575.07	612.14
Power and fuel	687.33	871.56	840.88
Rent (refer note 35)	55.03	159.90	124.75
Rates and taxes	58.09	28.08	38.57
Repairs and maintenance:			
- on machinery	8.77	13.10	10.86
- others	298.65	314.93	384.67
Insurance	29.50	28.84	64.25
Travelling and conveyance	47.50	78.70	140.60
Communication	35.12	40.47	42.33
Advertisement and sales promotions	9.68	22.22	16.35
Printing and stationery	16.16	37.81	27.66
Legal and professional charges	143.22	161.49	190.59
Auditors' remuneration (refer note below)	10.32	5.10	3.46
Impairment loss	-	-	98.57
Corporate social responsibility expenses (Refer note 37)	26.32	22.63	30.00
Provision for expected credit loss	143.22	28.32	227.05
Bad debts and deposits written off	-	106.62	412.57
Miscellaneous expenses	17.05	84.61	39.61
	2,639.68	**3,443.62**	**4,172.99**
Payments to auditors			
As a auditor			
Statutory audit	3.30	3.30	3.30
Other audit services	7.02	1.80	-
	10.32	**5.10**	**3.30**

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28. Tax expenses, as restated

		For the year ended March 31, 2021	For the year ended March 31, 2020	For the year ended March 31, 2019
A	**Recognised in Statement of Profit and Loss:**			
	Current income tax:			
	Current income tax charge	409.02	393.68	354.84
	Tax relating to earlier periods (including MAT credit)	-	-	-
	Deferred tax:			
	Relating to origination and reversal of temporary differences (including MAT credit of INR 171.91 million {2020: 109.58 million; 2019: Nil})	(369.96)	(327.80)	(586.54)
	Income tax expense reported in the Statement of Profit and Loss	**39.06**	**65.88**	**(231.70)**
	Tax expense for the period / year attributable to :			
	Continuing operations	(135.16)	(177.60)	(76.06)
	Discontinued operations	96.10	111.72	307.76
		(39.06)	**(65.88)**	**231.70**
B	**Recognised in Statement of Other comprehensive income:**			
	Deferred tax:			
	Remeasurement of defined benefit plan	23.67	17.83	14.43
	Income tax expense reported in the statement of other comprehensive income	**23.67**	**17.83**	**14.43**
C	**Recognised in Balance Sheet:**			
	Tax assets			
	Non- current tax assets	237.44	94.60	74.79
	Current tax assets	-	-	-
		237.44	**94.60**	**74.79**
	Current tax liabilities			
	Current tax liability	210.44	144.55	72.50
		210.44	**144.55**	**72.50**
D	**Reconciliation of effective tax rate**			
	Accounting profit before tax	900.07	1,290.92	613.47
	Tax using the Company's domestic tax rate 34.944% (2020: 34.944%; 2019: 34.944%)	314.52	451.10	214.37
	Adjustments in respect of MAT credit	(171.91)	(109.58)	-
	Tax effect of:			
	Impact on account of change in accounting policy - Ind AS 115	(18.85)	(75.01)	(697.99)
	MAT credit and deferred tax on income tax loss not recognised	-	-	445.09
	Disallowance for donation and CSR	9.20	7.91	11.37
	Deduction under section 80JJAA of Income Tax Act	(15.26)	(110.06)	(157.97)
	Deduction under section 80IA of Income Tax Act	(80.63)	(106.21)	(53.78)
	Difference in tax rate	-	-	(0.03)
	Others	1.99	7.73	7.24
	Total	**39.06**	**65.88**	**(231.70)**
	Income tax expense reported in the Statement of Profit and Loss	**39.06**	**65.88**	**(231.70)**

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(All amounts are in Indian rupees million)

28. Tax expenses, as restated

D **Deferred tax**

Deferred tax relates to the following: Deferred tax asset / (liability)	Balance Sheet			Statement of Profit and Loss and Other Comprehensive Income / Retained earnings		
	31 March 2021	31 March 2020	31 March 2019	31 March 2021	31 March 2020	31 March 2019
Deferred tax asset						
Minimum alternate tax (MAT) credit utilisation	171.91	146.07	-	(171.91)	(146.07)	-
Expected credit loss and discounting of retention money	752.26	606.12	599.25	(146.14)	(6.87)	(373.40)
Provision for employee benefits	366.79	304.24	231.01	(62.55)	(73.23)	(55.68)
Others	0.64	0.55	3.28	(0.09)	2.73	9.77
Total	**1,291.60**	**1,056.98**	**833.54**	**(380.69)**	**(223.44)**	**(419.31)**
Deferred tax liability						
Property, plant & equipment and intangible assets (including intangible assets under development)	(224.80)	(240.97)	(264.78)	(16.17)	(23.81)	(13.69)
Claim of deduction on account of retention money	(426.63)	(423.39)	(519.12)	3.23	(95.73)	(167.89)
Others	-	-	(1.90)	-	(1.90)	(0.07)
Total	**(651.43)**	**(664.36)**	**(785.80)**	**(12.94)**	**(121.44)**	**(181.65)**
Net deferred tax asset / (liability)	**640.17**	**392.62**	**47.74**	**(393.63)**	**(344.88)**	**(600.96)**

Deferred tax expense / (income)	**31 March 2021**	**31 March 2020**	**31 March 2019**
Recognised in the statement of profit and loss (Expense / (income)) (excluding MAT credit utilisation)			
- Attributable to continuing operations	(273.86)	(156.96)	(140.78)
- Attributable to discontinued operations	(96.10)	(170.09)	(445.76)
Recognised in the statement of other comprehensive income (Expense / (income))			
- Attributable to continuing operations	(23.67)	(17.83)	(14.42)
Total Deferred tax expense / (income)	**(393.63)**	**(344.88)**	**(600.96)**

(All amounts are in Indian rupees million)

29 Earnings per share, as restated

		For the year ended March 31, 2021	For the year ended March 31, 2020	For the year ended March 31, 2019
(a) Basic earnings per equity share of face value Rs. 10 each (in Rupees)				
- From continuing operations	A (G/N)	41.36	46.93	26.66
- From discontinued operations	B (H/N)	(8.19)	0.26	5.89
- Total basic earnings per share	C (I/N)	33.16	47.19	32.55
(b) Diluted earnings per equity share of face value Rs. 10 each (in Rupees)				
- From continuing operations	D (K/O)	40.30	45.73	25.98
- From discontinued operations	E (L/O)	(8.19)	0.25	5.74
- Total diluted earnings per share	F (M/O)	32.31	45.98	31.72
(c) Reconciliation of earnings used in calculating earnings per period / year				
Net profit for the period / year attributable to equity shareholders (Basic)				
- From continuing operations	G	1,073.69	1,218.34	692.21
- From discontinued operations	H	(212.68)	6.70	152.96
- Total net earnings	I=G+H	861.01	1,225.04	845.17
Net profit after tax available for equity share holders (Diluted)				
- From continuing operations	J	1,073.69	1,218.34	692.21
- From discontinued operations	K	(212.68)	6.70	152.96
- Total net earnings (diluted)	L	861.01	1,225.04	845.17
(d) Weighted average number of shares used as the denominator				
Weighted average number of equity shares of face value of INR 10 each outstanding during the period / year	M	25,961,831	25,961,831	25,961,831
Weighted average number of equity shares of INR 10 each considered as equity shares and potential equity shares outstanding	N	26,644,808	26,644,808	26,644,808
Reconciliation of weighted average number of equity shares:				
Equity shares		25,710,388	25,710,388	25,710,388
Effect of compulsorily convertible preference shares		251,443	251,443	251,443
Weighted average number of equity shares: Basic		**25,961,831**	**25,961,831**	**25,961,831**
Effect of optionally convertible debentures		682,977	682,977	682,977
Weighted average number of equity shares: Diluted		**26,644,808**	**26,644,808**	**26,644,808**

30 Contingent liabilities and commitments, as restated

	For the year ended March 31, 2021	For the year ended March 31, 2020	For the year ended March 31, 2019
Capital commitments			
Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances)	155.46	132.07	66.98
	155.46	**132.07**	**66.98**
Contingent liabilities			
I - Guarantees extended by the Group *(Refer note 'a' below)*	35.50	35.50	85.50
II - Value added tax claims *(Refer note 'b' below)*	34.26	-	-
III - Employee dues on account of amendment to Payment of Bonus Act, 1965 *(Refer note 'c' below)*	57.52	57.52	57.52
IV - Service tax claims (excluding interest and penalty) *(Refer note 'd' below)*	796.51	1,087.54	597.36
	923.79	**1,180.56**	**740.38**

30 Contingent liabilities and commitments, as restated (continued)

(a) Guarantees disclosed above excludes performance guarantee amounting to INR 2,805.92 million (2020: INR 3,159.00; 2019: INR 3,092.53 million) towards bid security, earnest money deposit and security deposit.
(b) The Value added tax claim pertains to disallowance of input tax credit of various assessment years. The Group had filed an appeal with Deputy Commissioner of Sales Tax, Appeals. During the financial year 2018-19, the Group withdrew the appeal and settled the matter under Maharashtra Settlement of Arrears in Dispute Act 2016.
(c) Since the decision for retrospective application of the amendment in Payment of Bonus Act, 1965 is pending with Hon'ble Bombay High Court, the Group has considered the amendment prospectively from FY 2015-16.
(d) The service tax claim (excluding interest and penalty) is on account of disallowance of exemptions on certain services by the Service tax department for the period of FYs 2012-17. The Holding Company has filed an appeal with Central Excise and Service Tax Appellate Tribunal against the order for the period of FYs 2012-16, and is in the process of filing an appeal for FY 2016-17. The quantum of interest and penalty on above cannot be ascertained at the litigation stage and shall be finalised upon conclusion of the litigation.
(e) The Holding Company received Foreign Direct Investment (‘FDI’) in January 2011 and has been providing private security services as part of the integrated facility management services to its customers. On June 24, 2016, the Department of Industrial Policy and Promotion (‘DIPP’) vide Press Note 5 (2016 Series) (‘the Press Note’) approved the liberalisation of FDI in companies engaged in private security services business. Considering the Press Note was consolidated and updated in the FDI Policy, 2017, as notified on August 28, 2017 and the fact that the amendments in the Foreign Exchange Management Act regulations did not incorporate the amendments stated above, the Company had filed an application dated October 14, 2020 with the Ministry of Home Affairs (‘MHA’), Government of India, to seek post facto approval in respect of the existing FDI in the Holding Company and for the continuation of the Holding Company’s private security services business, particularly in view of the fact that such services form an insignificant portion of the Holding Company’s business. The Holding Company has responded to clarifications sought by the authorities. Accordingly, the management is of the opinion that no further provision and any adjustment is required to be made in the financial statements in respect of the above.

31 On 6 November 2019, a search/survey was conducted on the Holding Company by the Income Tax Department pursuant to the provisions of section 132/133 of the Income Tax Act, 1961 ("the IT Act"). The proceedings covered various office locations, and residences of certain directors and employees of the Holding Company. During these proceedings, the Income Tax department had requisitioned books of account and other documents under section 132A/133 of the IT Act for AY 2013-14 to AY 2019-20 ('the Relevant years'). The various issues that were being examined included, inter alia, alleged unsubstantiated purchases and sub-contract expenses, claim of certain set-offs, deductions claimed under various sections of IT Act. While the assessment is in process, the Company is in the process of providing information. The Holding Company, during the year ended March 31, 2021, has received notices under Section 153A of the IT Act, requiring filing returns under Section 153A for the assessment year 2014-2015 to assessment year 2019-2020. The Holding Company is in the process of revision of the returns for the Relevant years in response to the said notices.

In the absence of any demand order, management is currently unable to quantify any possible tax obligation that may arise out of the said search/survey proceedings. Accordingly, no provision has been made pursuant to above matter in the current year.

32 The Honourable Supreme court gave a judgement dated February 28, 2019 on certain aspects related to Provident Fund. The question before the Supreme Court was whether certain allowances payable to all employees generally or to all employees engaged in a particular category would also fall within the purview of 'basic wages' for the purpose of determining the amount of EPF Contribution payable by the employer.
In reference to the above judgement, the Group is of the view that it is highly unlikely that the judgment of the Supreme Court would call for retrospective application. Further, the Group is also of the view that there are interpretation challenges and considerable uncertainty, including estimating the amount retrospectively.
Consequently, no financial effect has been provided in the financial statements towards any potential retrospective application of the above Supreme court judgement. However, as a matter of abundant caution, the Group has made a provision on a prospective basis and believes that the difference between the provision and the expected liability (if any) is not material.

BVG India Limited

Annexure V

(All amounts are in Indian rupees million)

33 Related party transactions, as restated

List of related parties as per the requirements of Ind-AS 24 - Related Party Disclosures

a) Joint venture	BVG-UKSAS EMS Private Limited
b) Joint operation	BVG Krystal Joint Venture

c) Key management personnel

Chairman and Managing Director	Hanmantrao Ramdas Gaikwad
Vice Chairman and Whole time Director	Umesh Gautam Mane
Whole time Director	Ganesh Shripad Limaye (upto 30 June 2019)
Director	Swapnali Dattatraya Gaikwad
Chief Financial Officer	Niraj Kedia (From 02 January 2019 till 31 July 2020)
Chief Financial Officer	Akshay Deodhar (Upto 30 November 2018)
Chief Financial Officer	Manoj Jain (from 01 August 2020)
Company Secretary	Rajni Pamnani

d) Relatives of Key management personnel	Vaishali Hanmantrao Gaikwad
	Dattatraya Ramdas Gaikwad
	Mohini Umesh Mane

e) Enterprises over which key management personnel and the relatives of such personnel exercise control / significant influence :

BVG Energy Efficiency Private Limited
BVG Life Sciences Limited
BVG Hi-Tech Agro Limited (formerly known as BVG Sugars Limited)
BVG Jal Private Limited (formerly known as Hilltop Developers Limited)
Livestock and Crop Registry India Limited
Satara Mega Food Park Private Limited
BVG Clean Energy Limited
BVG Security Services Private Limited
Bharat Vikas Pratishthan
BVG Clean Technologies Limited
BVG Health Food Private Limited
Aadiarya Agrotech Services LLP (formerly known as BVG Agrotech Services LLP)
Intertech Electro Controls Private Limited
BVG Agrotech Private Limited

Transactions with related parties:

Nature of transaction	Name of the related party	For the year ended March 31, 2021	For the year ended March 31, 2020	For the year ended March 31, 2019
Compensation paid to Key Management Personnel and their relatives*	Hanmantrao Ramdas Gaikwad	7.61	7.82	7.80
	Umesh Gautam Mane	18.10	14.10	10.20
	Ganesh Shripad Limaye	-	0.87	3.50
	Swapnali Dattatraya Gaikwad	2.34	2.42	1.20
	Vaishali Hanmantrao Gaikwad	6.64	6.82	-
	Dattatraya Ramdas Gaikwad	3.73	3.80	-
	Mohini Umesh Mane	0.29	0.76	-
	Akshay Deodhar	-	-	2.02
	Niraj Kedia	2.23	6.22	1.46
	Manoj Jain	4.91	-	-
	Rajni Pamnani	2.64	1.90	2.33
		48.49	**44.71**	**28.51**

*The above amounts do not include retirement benefits estimated based on actuarial valuation and not allocable to a specific employee.

Nature of transaction	Name of the related party	For the year ended March 31, 2021	For the year ended March 31, 2020	For the year ended March 31, 2019
Capital advance paid	Satara Mega Food Park Private Limited	-	136.31	99.26
		-	**136.31**	**99.26**
Advance to Others paid	BVG Clean Energy Limited	-	0.20	0.02
		-	**0.20**	**0.02**
Rent paid	Umesh Gautam Mane	-	-	0.85
Rent Payable	Umesh Gautam Mane	0.11	0.11	0.11
Sale of services	Bharat Vikas Pratishthan	0.09	36.30	43.60
	BVG Security Services Private Limited	-	-	64.15
	BVG Jal Private Limited (formerly known as Hilltop Developers Limited)	-	-	1.11
	BVG Life Sciences Limited	3.87	3.52	9.77
	BVG Hi-Tech Agro Limited (formerly known as BVG Sugars Limited)	-	-	2.26
	Livestock and Crop Registry India Limited	-	-	12.98
	Satara Mega Food Park Private Limited	1.23	5.82	30.58
	Aadiarya Agrotech Services LLP (formerly known as BVG Agrotech Services LLP)	-	1.23	1.56
	BVG-UKSAS EMS Private Limited	-	114.90	471.80
	BVG Clean Energy Limited	9.01	-	-
	BVG Agrotech Private Limited	0.72	-	-
		14.92	**161.77**	**637.81**
Purchases of goods and services	BVG Life Sciences Limited	5.37	0.05	0.76
	Intertech Electro Controls Private Limited	-	-	14.50
	Satara Mega Food Park Private Limited	0.01	0.21	-
	BVG Jal Private Limited	-	0.01	0.28
	BVG Health Food Private Limited	0.06	11.62	-
		5.44	**11.89**	**15.54**

BVG India Limited

Annexure V

(All amounts are in Indian rupees million)

Amounts due to/from related parties

Nature of outstanding	Name of the related party	As at 31 March 2021	As at 31 March 2020	As at 31 March 2019
Trade receivables	BVG Krystal Joint Venture	2.86	2.86	2.86
	Bharat Vikas Pratishthan	3.51	6.20	8.11
	BVG Hi-Tech Agro Limited (formerly known as BVG Sugars Limited)	8.56	8.56	8.78
	BVG Security Services Private Limited	4.13	5.80	5.91
	BVG Life Sciences Limited	15.28	11.22	9.71
	Satara Mega Food Park Private Limited	22.76	25.33	18.74
	BVG-UKSAS EMS Private Limited	813.65	808.94	702.76
	Livestock and Crop Registry India Limited	-	-	28.04
	Intertech Electro Controls Private Limited	44.94	22.76	42.20
	Aadiarya Agrotech Services LLP (formerly known as BVG Agrotech Services LLP)	0.52	1.56	0.54
	BVG Health Food Private Limited	0.56	-	-
	BVG Clean Energy Limited	14.68	4.86	4.86
	BVG Agrotech Private Limited	0.75	-	-
		932.20	**898.09**	**832.51**
Trade payables	BVG Energy Efficiency Private Limited	36.17	36.97	62.91
	BVG Clean Technologies Limited	1.26	1.26	0.50
	BVG Jal Private Limited	0.07	0.16	0.49
	BVG Health Food Private Limited	0.06	-	-
	BVG Life Sciences Limited	1.91	-	-
		39.47	**38.39**	**63.90**
Remuneration payable	Hanmantrao Ramdas Gaikwad	0.59	0.45	0.48
	Umesh Gautam Mane	0.14	0.74	0.62
	Swapnali Dattatray Gaikwad	0.76	0.60	0.24
	Vaishali Hanmantrao Gaikwad	0.53	0.36	-
	Dattatraya Ramdas Gaikwad	0.41	0.19	-
	Mohini Umesh Mane	-	0.06	-
	Manoj Jain	0.58	-	-
	Rajni Pamnani	0.76	0.11	0.22
	Niraj Kedia	-	0.39	0.44
		3.77	**2.90**	**2.00**
Capital advance	Satara Mega Foods Park Private Limited	159.47	235.57	99.26
		159.47	**235.57**	**99.26**
Advances to suppliers	BVG Hi-Tech Agro Limited (formerly known as BVG Sugars Limited)	64.56	63.62	54.51
	Intertech Electro Controls Private Limited	-	1.18	-
	BVG-UKSAS EMS Private Limited	-	8.23	-
	BVG Clean Energy Limited	6.77	-	-
	BVG Life Sciences Limited	9.25	1.96	-
	BVG Health Food Private Limited	6.60	-	-
		87.18	**74.99**	**54.51**
Advance to Others	Intertech Electro Controls Private Limited	20.71	20.60	-
	BVG Clean Energy Limited	18.24	18.29	18.09
		38.95	**38.89**	**18.09**
Deposits receivable	BVG Hi-Tech Agro Limited (formerly known as BVG Sugars Limited)	24.00	24.00	24.00
	BVG Krystal Joint Venture	20.98	20.98	20.98
		44.98	**44.98**	**44.98**
Unbilled revenue	Bharat Vikas Pratishthan	-	0.03	6.91
	BVG Security Services Private Limited	-	-	5.86
	Satara Mega Food Park Private Limited	0.12	7.52	2.94
	BVG Life Sciences Limited	-	-	1.03
	BVG Jal Private Limited	-	-	0.13
	Aadiarya Agrotech Services LLP (formerly known as BVG Agrotech Services LLP)	-	3.08	-
	BVG-UKSAS EMS Private Limited	-	-	47.09
		0.12	**10.63**	**63.96**
Borrowings from Key Management Personnel and their relatives	Hanmantrao Ramdas Gaikwad	1.84	1.57	1.34
		1.84	**1.57**	**1.34**
Guarantees given by the Group	BVG Krystal Joint Venture	35.50	35.50	35.50
		35.50	**35.50**	**35.50**

(i) Terms and conditions of transactions with related parties

The sales to and purchases from related parties are made on terms equivalent to those that prevail in an arm's length transaction. Outstanding balances at the period / year-end are unsecured and interest free.

34 Operating segments, as restated

A. Description of segments and principal activities

The business activities of the Group from which it earns revenues and incurs expenses; whose operating results are regularly reviewed by the chief operating decision maker to make decisions about resources to be allocated to the segment and assess its performance, and for which discrete financial information is available involve predominantly four segments.

The following summary describes the operations in each of the Group's reportable segments:

Reportable segments	Operations
1. Facility services:	The division is engaged in the business of mechanized housekeeping, transportation, labour supply, facility management, maintaining ambulances and providing support services in operating such ambulances, running vehicles on hire etc.
2. Facility projects:	The division is engaged in the business of horticultural & landscaping contracts, LED street lights installation and maintenance, etc.
3. Engineering projects:	The division is engaged in the business of electrical erection and commissioning contracts.
4. Others	Results from trading activities not directly related to the above segments are included in the "Others" column

B. Basis of identifying operating segments, reportable segments and segment profit

(i) Basis of identifying operating segments:

Operating segments are identified as those components of the Group (a) that engage in business activities to earn revenues and incur expenses (including transactions with any of the Group's other components; (b) whose operating results are regularly reviewed by the Group's Chief Operating Decision Maker (CODM) to make decisions about resource allocation and performance assessment and (c) for
The Group has four reportable segments as described under 'Description of segments and principal activities' above. The nature of products and services offered by these businesses are different and are

(ii) Reportable segments:

An operating segment is classified as reportable segment if reported revenue (including inter-segment revenue) or absolute amount of result or assets exceed 10% or more of the combined total of all the operating segments.

(iii) Segment profit:

Performance of a segment is measured based on segment profit (before interest and tax), as included in the internal management reports that are reviewed by the Group's CODM.

BVG India Limited

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(All amounts are in Indian rupees million)

C. Information about reportable segments

	Facility services			Facility projects			Engineering projects			Total		
	March 31, 2021	**March 31, 2020**	**March 31, 2019**	**March 31, 2021**	**March 31, 2020**	**March 31, 2019**	**March 31, 2021**	**March 31, 2020**	**March 31, 2019**	**March 31, 2021**	**March 31, 2020**	**March 31, 2019**
External revenue recognised:												
Over time	16,284.86	19,235.08	18,159.96	392.36	66.09	22.18	-	-	-	16,677.22	19,301.17	18,182.14
At a point in time	-	-	-	-	-	-	-	390.69	5,799.90	-	390.69	5,799.90
Segment revenues	**16,284.86**	**19,235.08**	**18,159.96**	**392.36**	**66.09**	**22.18**	**-**	**390.69**	**5,799.90**	**16,677.22**	**19,691.86**	**23,982.04**
Segment results	1,892.82	2,463.78	1,967.60	110.16	(38.19)	(465.35)	(306.42)	(124.30)	(154.80)	1,696.56	2,301.29	1,347.45
Other unallocable income										-	-	9.03
Operating profit										**1,696.56**	**2,301.29**	**1,356.48**
Interest income										68.88	122.46	107.28
Finance Cost										(864.52)	(910.59)	(812.15)
Unallocated corporate expenses										(0.84)	(222.23)	(38.14)
Profit before tax										**900.08**	**1,290.93**	**613.47**
Current tax										(409.02)	(393.68)	(354.84)
Deferred tax charge										369.96	327.80	586.54
Short / (excess) provision of tax with respect to earlier years										-	-	-
Profit after tax										**861.02**	**1,225.05**	**845.17**
Segment assets	15,345.07	14,355.77	12,744.16	1,303.63	1,012.84	1,366.29	1,219.02	2,356.30	2,664.64	17,867.71	17,724.91	16,775.09
Unallocated Corporate assets										619.62	870.04	595.40
Total assets										**18,487.33**	**18,594.95**	**17,370.49**
						-			-			
Segment liabilities	10,457.90	10,943.54	9,501.77	510.09	772.12	299.79	137.76	129.73	1,739.32	11,105.74	11,845.39	11,540.88
Unallocated corporate liabilities										210.44	147.26	72.49
Total liabilities										**11,316.18**	**11,992.65**	**11,613.37**
Segment capital expenditure	79.84	390.32	285.93	-	-	-	-	-	-	79.84	390.32	285.93
Unallocated capital expenditure										2.30	38.15	58.96
Total capital expenditure										**82.14**	**428.47**	**344.89**
Segment depreciation and	246.24	219.85	150.75	-	5.27	-	0.36	2.00	-	246.60	227.12	150.75
Unallocated depreciation and										0.42	0.40	36.81
Total depreciation and amortisation										**247.02**	**227.52**	**187.56**

35 Leases, as restated

Changes in accounting policies

The Group applied Ind AS 116 with a date of initial application of 1 April 2018. The Group applied Ind AS 116 using the full retrospective approach, under which the effect of initial application is recognised in the relevant year i.e. from 1 April 2018 onwards.

Definition of lease

Previously, the Group determined at contract inception whether an arrangement is or contains a lease under Appendix C of Ind AS 17. Under Ind AS 116, the Group assesses whether a contract is or contains a lease based on the definition of a lease, as explained in accounting policies.

On transition to Ind AS 116, the Group elected to apply the practical expedient to grandfather the assessment of which transactions are leases. It applied Ind AS 116 only to contracts that were previously identified as leases. Contracts that were not identified as leases under Ind AS 17 and Appendix C of Ind AS 17 were not reassessed for whether there is a lease. Therefore, the definition of a lease under Ind AS 116 was applied only to contracts live as at or modified after 1 April 2018.

A. As a lessee

As a lessee, the Group previously classified leases as operating or finance leases based on its assessment of whether the lease transferred significantly all of the risks and rewards incidental to ownership of the underlying asset to the Group. Under Ind AS 116, the Group recognises right-of-use assets and lease liabilities for most leases – i.e. these leases are on-balance sheet.

The Group decided to apply recognition exemptions to short-term leases . For leases of other assets, which were classified as operating under Ind AS 16, the Group recognised right-of-use assets and lease liabilities.

Leases classified as operating leases under Ind AS 17
At transition, lease liabilities were measured at the present value of the remaining lease payments, discounted at the Group's incremental borrowing rate. Right-of-use assets are measured at either:

- their carrying amount as if Ind AS 116 had been applied since the commencement date, discounted using the lessee's incremental borrowing rate; or
- an amount equal to the lease liability, adjusted by the amount of any prepaid or accrued lease payments.

The Group used the following practical expedients when applying Ind AS 116 to leases previously classified as operating leases under Ind AS 17.

- Applied a single discount rate to a portfolio of leases with similar characteristics.
- Adjusted the right-of-use assets by the amount of Ind AS 37 onerous contract provision immediately before the date of initial application, as an alternative to an impairment review.
- Applied the exemption not to recognise right-of-use assets and liabilities for leases with less than 12 months of period.
- Excluded initial direct costs from measuring the right-of-use asset at the date of initial application.
- Used hindsight when determining the lease term if the contract contains options to extend or terminate the lease.

Leases previously classified as finance leases

For leases that were classified as finance leases under Ind AS 17, the carrying amount of the right-of-use asset and the lease liability at 1 April 2018 are determined at the carrying amount of the lease asset and lease liability under Ind AS 17 immediately before that date.

B. As a lessor

The Group is not required to make any adjustments on transition to Ind AS 116 for leases in which it acts as a lessor, except for a sub lease. The Group accounted for its leases in accordance with Ind AS 116 from the date of initial application.

(All amounts are in Indian rupees million)

35 Leases, as restated (continued)

C. Impacts on financial statements

On transition to Ind AS 116, the Group recognised an additional amount of INR 22.87 million as right-of-use assets (net) as at 1 April 2018. The closing balances (net) as at 31 March 2021 were INR 88.62 million (2020: 105.98 million; 2019: INR 63.10 million) and amount of INR 102.90 million (2020: 116.12 million; 2019: INR 65.26 million) as lease liabilities. Detailed bifurcation of lease liability & right-of-use assets is given below:

When measuring lease liabilities, the Group discounted lease payments using its incremental borrowing rate of 11.1%.

The maturity analysis of lease liabilities is disclosed under Note 41 B

Right-of-Use recognised in the balance sheet	**As at 31 March 2021**	**As at 31 March 2020**	**As at 31 March 2019**
Building	88.62	105.98	63.10

Lease liabilities included in the balance sheet	**As at 31 March 2021**	**As at 31 March 2020**	**As at 31 March 2019**
Non-current	86.29	99.79	52.96
Current	16.61	16.33	12.30
Total	**102.90**	**116.12**	**65.26**

Amounts recognised in the Statement of Profit and Loss	**For the year ended March 31, 2021**	**For the year ended March 31, 2020**	**For the year ended March 31, 2019**
Interest on lease liabilities	10.74	11.40	3.13
Total	**10.74**	**11.40**	**3.13**

Amounts recognised in the Statement of Cash Flows	**For the year ended March 31, 2021**	**For the year ended March 31, 2020**	**For the year ended March 31, 2019**
Total cash flow for leases	(26.26)	(21.23)	(7.91)
Total	**(26.26)**	**(21.23)**	**(7.91)**

(All amounts are in Indian rupees million)

35 Leases, as restated (continued)

C. Impacts on financial statements (continued)

B. Leases as lessor

The Group has leased its vehicles on finance lease basis.

	Lease receivable
Amount as at 1 April 2018	**699.77**
Add: Finance income recognised during the period	66.10
Less: Minimum lease payments received during the period	(223.52)
Amount as at 31 March 2019	**542.35**
Add: Finance income recognised during the period	48.56
Less: Minimum lease payments received during the period	(223.52)
Amount as at 31 March 2020	**367.39**
Add: Finance income recognised during the period	20.26
Less: Minimum lease payments received during the period	(150.18)
Amount as at 31 March 2021	**237.47**

	As at 31 March 2021	As at 31 March 2020	As at 31 March 2019
Gross investment in the lease			
- receivable in less than one year	268.24	385.51	223.52
- receivable between one and five years	-	-	385.51
- receivable after more than five years	-	-	-
	268.24	**385.51**	**609.03**
Present value of minimum lease payments			
- receivable in less than one year	241.59	227.63	174.96
- receivable between one and five years	-	-	361.43
- receivable after more than five years	-	-	-
	241.59	**227.63**	**536.39**
Unearned finance income	**30.77**	**18.12**	**66.68**
Net investment in lease	**237.47**	**367.39**	**542.35**
Unguaranteed residual value	**13.86**	**13.86**	**13.86**

During the year, there is no revenue against the investment property held by the Group for the purpose of leasing out to third parties.

(All amounts are in Indian rupees million)

36 Employee benefits, as restated

A. Defined contribution plans

The Group makes contributions, determined as a specified percentage of employee salaries, in respect of qualifying employees towards provident fund, employees state insurance corporation and labour welfare fund, which are defined contribution plans. The Group has no obligations other than to make the specified contributions. The contributions are charged to the Statement of Profit and Loss as they accrue. The amount recognised as an expense towards contribution to provident fund, employee state insurance and labour welfare fund for the period / year amounted to INR 380.15 million, INR 105.51 million and INR 1.23 million (31 March 2020: INR 799.92 million, INR 251.04 million and INR 1.88 million); (31 March 2019: INR 742.51 million, INR 335.78 million, INR 2.37 million) respectively.

B. Defined benefit plan

I. For staff:
The Group has a defined benefit gratuity plan governed by the Payment of Gratuity Act, 1972. The scheme is a non-contributory defined benefit arrangement providing gratuity benefits expressed in terms of final monthly salary and service. The scheme is funded with the Life Insurance Corporation of India. In accordance with the standard, the disclosures relating to the Group's gratuity plan are provided below:

	As at 31 March 2021	As at 31 March 2020	As at 31 March 2019
a) Statement showing changes in present value of obligation			
Present value of obligations at the beginning of the period / year	71.32	50.94	48.54
Interest cost	4.80	3.82	3.58
Current service cost	11.67	9.02	9.69
Benefits paid	(6.49)	(4.26)	(0.94)
Actuarial loss / (gain) on obligations	(8.78)	11.80	(9.94)
Present value of obligations as at the end of the period / year	**72.52**	**71.32**	**50.93**
b) Table showing changes in the fair value of plan assets			
Fair value of plan assets at the beginning of period / year	0.11	0.22	0.19
Expenses deducted from the fund	-	-	-
Interest income	0.29	0.23	0.28
Return on plan assets excluding amounts included in interest income	(0.29)	(0.34)	(0.90)
Contributions	-	-	0.65
Benefits paid	-	-	-
Fair value of plan assets at the end of the period / year	**0.11**	**0.11**	**0.22**
c) Amounts recognised in the Balance Sheet are as follows:			
Present value of obligation as at the end of the period / year	72.52	71.32	50.93
Fair value of plan assets as at the end of the period / year	(0.11)	(0.11)	(0.22)
(Surplus) / deficit	**72.41**	**71.21**	**50.71**
d) Amounts recognised in the Statement of Profit and Loss are as follows:			
Current service cost	11.67	9.02	9.70
Net interest (income) / expense	4.51	3.59	3.31
Expenses deducted from the fund	-	-	-
Net periodic benefit cost recognised in the Statement of Profit and Loss at the end of the period	**16.18**	**12.61**	**13.01**
e) Amounts recognised in Other Comprehensive Income (OCI) are as follows:			
Remeasurement for the year - obligation gain / (loss)			
(Gain) / loss from change in demographic assumptions	-	(0.61)	-
(Gain) / loss from change in financial assumptions	0.44	7.20	(0.90)
Experience (gains) / losses	(9.22)	5.21	(9.04)
Remeasurement for the year - plan assets (gain) / loss	0.29	0.34	0.90
Total remeasurements cost / (credit) for the year	**(8.49)**	**12.14**	**(9.04)**
f) Net interest (income) / expense recognised in the Statement of Profit and Loss are as follows:			
Interest (income) / expense - obligation	4.80	3.82	3.58
Interest (income) / expense - plan assets	(0.29)	(0.23)	(0.28)
Net interest (income) / expense for the year	**4.51**	**3.59**	**3.30**

(All amounts are in Indian rupees million)

36 Employee benefits, as restated *(continued)*

	As at 31 March 2021	As at 31 March 2020	As at 31 March 2019
g) The broad categories of plan assets as a percentage of total plan assets are as follows:			
	%	**%**	**%**
Funds managed by insurer	100	100	100
Total	**100**	**100**	**100**

h) Principal actuarial assumptions used in determining gratuity benefit obligations for the Group's plans are as follows:

	%	**%**	**%**
Discount rate	6.85	6.90	7.75
Rate of increase in compensation levels	5.00	5.00	5.00
Expected rate of return on plan assets	6.85	6.90	7.75
Withdrawal rate	8.00% p.a at younger ages reducing to 1.00% p.a% at older ages	8.00 % p.a. for younger ages reducing upto 1.00 % p.a. for older ages	3.00
Mortality rate	Indian Assured Lives Mortality (2012-14) table		

i) A quantitative sensitivity analysis for significant assumptions is shown as follows:

Sensitivity analysis indicates the influence of a reasonable change in certain significant assumptions on the outcome of the present value of obligation. Sensitivity analysis is done by varying (increasing/ decreasing) one parameter by 50 basis points (0.5%).

(a) Impact of change in discount rate when base assumption is decreased / increased by 50 basis points

Discount rate	**Present value of obligation**		
	As at 31 March 2021	**As at 31 March 2020**	**As at 31 March 2019**
Increase by 0.5%	68.29	66.95	48.10
Decrease by 0.5%	77.18	76.10	54.05

(b) Impact of change in compensation levels when base assumption is decreased / increased by 50 basis points

Salary increment rate	**Present value of obligation**		
	As at 31 March 2021	**As at 31 March 2020**	**As at 31 March 2019**
Increase by 0.5%	76.75	75.60	53.87
Decrease by 0.5%	68.50	67.33	48.24

(c) Impact of change in withdrawal rate when base assumption is decreased / increased by 1000 basis points

Withdrawal rate	**Present value of obligation**		
	As at 31 March 2021	**As at 31 March 2020**	**As at 31 March 2019**
Increase by 10%	73.02	71.84	51.48
Decrease by 10%	72.03	70.78	50.38

The above sensitivity analyses have been calculated to show the movement in defined benefit obligation in isolation and assuming there are no other changes in market conditions at the reporting date. In practice, generally it does not occur. When we change one variable, it affects to others. In calculating the sensitivity, project unit credit method at the end of the reporting period has been applied.

The method and types of assumptions used in preparing the sensitivity analysis did not change compared to the previous year.

The average duration of the defined benefit obligation is 13.93 years (March 31, 2020 - 14.58 years, March 31, 2019 - 14.16 years years).
The Group makes payment of liabilities from it cash and cash equivalents balances whenever liability arises.

Risk exposure
These defined benefit plans expose the Group to actuarial risks such as longevity risk, currency risk, interest rate risk and market risk.

(All amounts are in Indian rupees million)

36 Employee benefits, as restated *(continued)*

II. For workers:

The scheme is a non-contributory defined benefit arrangement providing gratuity benefits expressed in terms of final monthly salary and service. The Group's gratuity plan is unfunded. In accordance with the Standard, the disclosures relating to the Group's gratuity plan are provided below:

	As at 31 March 2021	As at 31 March 2020	As at 31 March 2019
a) Statement showing changes in present value of obligation			
Present value of obligations at the beginning of the period / year	312.70	225.12	142.75
Interest cost	20.90	16.68	10.49
Current service cost	49.65	38.88	24.97
Benefits paid	(8.70)	(7.63)	(3.54)
Actuarial loss / (gain) on obligations	76.24	39.65	50.45
Present value of obligations as at the end of the period / year	**450.79**	**312.70**	**225.12**
b) Table showing changes in fair value of plan assets			
Fair value of plan assets at the beginning of the period / year	-	2.08	-
Interest income	-	0.68	0.38
Return on plan assets excluding amounts included in interest income	-	0.80	(0.30)
Contributions	-	-	2.00
Benefits paid / transfer out	-	(3.56)	-
Fair value of plan assets at the end of the period / year	**-**	**-**	**2.08**
c) Amounts recognised in the Balance Sheet are as follows:			
Present value of unfunded obligation as at the end of the period / year	450.79	312.70	225.12
Fair value of plan assets as at the end of the period / year	-	-	(2.08)
(Surplus) / deficit	**450.79**	**312.70**	**223.04**
d) Amounts recognised in the Statement of Profit and Loss are as follows:			
Current service cost	49.65	38.88	24.98
Net interest (income) / expense	20.90	16.00	10.11
Net periodic benefit cost recognised in the statement of profit and loss at the end of the period / year	**70.55**	**54.88**	**35.09**
e) Amounts recognised in Other Comprehensive Income (OCI) are as follows:			
Remeasurement for the year - obligation gain / (loss)			
(Gain) / loss from change in demographic assumptions	2.99	31.53	(1.19)
(Gain) / loss from change in financial assumptions	-	(0.40)	-
Experience (gains) / losses	73.25	8.52	51.64
Remeasurement for the year - plan assets (gain) / loss	-	(0.80)	0.30
Total remeasurements cost / (credit) for the year	**76.24**	**38.85**	**50.75**
f) Net interest (income) / expense recognised in Statement of Profit and Loss are as follows:			
Interest (income) / expense - obligation	20.90	16.68	10.49
Interest (income) / expense - plan assets	-	(0.68)	(0.38)
Net interest (income) / expense for the year	**20.90**	**16.00**	**10.11**
g) Principal actuarial assumptions used in determining gratuity benefit obligations for the Group's plans are			
	%	**%**	**%**
Discount rate	6.85	6.90	7.75
Rate of increase in compensation levels	5.00	5.00	5.00
Withdrawal rate			
Age upto 25 years	8.00	8.00	8.00
Age 26 - 35 years	6.00	6.00	6.00
Age 36 - 45 years	4.00	4.00	4.00
Age 46 - 55 years	2.00	2.00	2.00
Age above 56 years	1.00	1.00	1.00
In addition to above, 80% withdrawal rate was			
Mortality rates	Indian Assured Lives Mortality (2012-14) table		

(All amounts are in Indian rupees million)

36 Employee benefits, as restated *(continued)*

h) A quantitative sensitivity analysis for significant assumptions is shown as follows:

Sensitivity analysis indicates the influence of a reasonable change in certain significant assumptions on the outcome of the present value of obligation. Sensitivity analysis is done by varying (increasing/ decreasing) one parameter by 50 basis points (0.5%).

(a) Impact of change in discount rate when base assumption is decreased / increased by 50 basis points

Discount rate	Present value of obligation		
	As at 31 March 2021	As at 31 March 2020	As at 31 March 2019
Increase by 0.5%	422.11	293.54	213.80
Decrease by 0.5%	482.37	333.80	237.50

(b) Impact of change in salary increase rate when base assumption is decreased / increased by 50 basis point

Salary increment rate	Present value of obligation		
	As at 31 March 2021	As at 31 March 2020	As at 31 March 2019
Increase by 0.5%	482.77	334.08	237.78
Decrease by 0.5%	421.51	293.12	213.47

(c) Impact of change in withdrawal rate when base assumption is decreased / increased by 1000 basis point

Withdrawal rate	Present value of obligation		
	As at 31 March 2021	As at 31 March 2020	As at 31 March 2019
Increase by 10%	454.76	316.43	228.67
Decrease by 10%	446.66	308.84	221.39

The above sensitivity analyses have been calculated to show the movement in defined benefit obligation in isolation and assuming there are no other changes in market conditions at the reporting date. In practice, generally it does not occur. When we change one variable, it affects to others. In calculating the sensitivity, project unit credit method at the end of the reporting period has been applied.

The method and types of assumptions used in preparing the sensitivity analysis did not change compared to the previous year. The weighted average duration of the defined benefit obligation is 15.46 years (March 31, 2020 - 15.51 years); (March 31, 2019 - 13.97 years). The Group makes payment of liabilities from it cash and cash equivalents balances whenever liability arises.

Risk exposure

These defined benefit plans expose the Group to actuarial risks such as longevity risk, currency risk, interest rate risk and market risk.

(All amounts are in Indian rupees million)

37 Corporate Social Responsibility (CSR) expenditure, as restated

As per provisions of section 135 of Companies Act 2013, the Holding Company was required to spend INR 26.32 million (2020: 30.97 million; 2019: 38.96 million) being 2% of average net profits made during the three immediately preceding financial years, in pursuance of its Corporate Social Responsibility Policy on the activities specified in Schedule VII of the Act. The Holding Company has spent NIL (2020: 22.63 million; 2019: 30 million) in line with its CSR policy.

38 Details of dues to Micro, Small and Medium Enterprises Development Act, 2006, as restated

	As at 31 March 2021	As at 31 March 2020	As at 31 March 2019
The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of period / year			
Principal amount due to micro and small enterprises	0.54	0.81	0.66
Interest due on above	0.15	0.17	0.11
The amount of interest paid by the buyer in terms of section 16 of the MSMED Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting period / year	-	-	-
Payment to supplier beyond the appointed date	-	-	-
Interest paid on above	-	-	-
The amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act, 2006	-	-	-
The amount of interest accrued and remaining unpaid at the end of each accounting period / year	-	-	-
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act, 2006	0.51	0.36	0.18

The Group has compiled this information based on intimation received from the suppliers of their status as Micro or Small Enterprises and/ or its registration with the appropriate authority under the Micro, Small and Medium Enterprises Development Act,

(All amounts are in Indian Rupees million)

39 Discontinued operations

(a) Description

On 11 February 2019, the Board of Directors decided to discontinue the Rural Electrification (RE) projects business. While the Group shall not be taking up new RE projects, the ongoing projects shall be completed and the Group will continue to fulfil its obligations towards closed and ongoing projects.

The Group has disclosed a single amount in the statement of profit and loss comprising the total of the post-tax profit or loss of discontinued operations separately from the results from Continuing operations as per the requirements of Ind AS 105 - Non-current Assets Held for Sale and Discontinued Operations. Moreover, the Group has also re-presented the above disclosures for prior periods presented in the financial statements so that the disclosures relate to all operations that have been discontinued by the end of the reporting period for the latest period presented.

(b) Financial performance

Financial information relating to the discontinued operation is set out below:

	As at 31 March 2021	As at 31 March 2020	As at 31 March 2019
Income			
Revenue from operations	-	390.69	5,799.90
Other income	0.28	19.31	-
Total income	**0.28**	**410.00**	**5,799.90**
Expenses			
Cost of materials consumed	7.95	322.31	4,939.36
Operating and other expenses	292.81	190.68	975.78
Employee benefits expense	5.30	-	-
Finance costs	2.64	0.02	39.56
Depreciation and amortisation expense	0.36	2.00	-
Total expenses	**309.06**	**515.01**	**5,954.70**
Profit before tax from discontinued operations	**(308.78)**	**(105.01)**	**(154.80)**
Tax expenses			
Current tax	-	58.37	138.00
Deferred tax	(96.10)	(170.09)	(445.76)
Profit from discontinued operations	**(212.68)**	**6.70**	**152.96**
Total comprehensive income from discontinued operations	**(212.68)**	**6.70**	**152.96**
(c) Net cash flow from discontinued operations			
- Net cash flow from operating activities	380.32	413.64	752.17

40 Assets classified as held for sale and liabilities directly associated with assets classified as held for sale

	As at 31 March 2021	As at 31 March 2020	As at 31 March 2019
Assets classified as held for sale			
Freehold land held for sale	149.94	137.40	122.20
Liabilities directly associated with assets classified as held for sale			
Advances received	87.49	43.00	40.00

In November 2013, the Group had entered into a memorandum of understanding with a third party to acquire certain parcels of land in Bengaluru, with the intention of building residential colony for its employees. Payments made were disclosed as capital advances in the financial statements of earlier years.

During the financial year ended 31 March 2019, the Group decided not to proceed with construction of the colony and to sell the said parcels of land. Consequently, in September 2018, the Group entered into a memorandum of understanding to sell the same.

The land has been disclosed as assets classified as held for sale and the advances received by the Group towards sale of land has been disclosed as liabilities directly associated with assets classified as held for sale.

(All amounts are in Indian rupees million)

41 Financial instruments: Fair values and risk management, as restated

A Accounting classifications and fair value measurements

As per assessments made by the management, fair values of financial instruments carried at amortised cost are not materially different from their carrying amounts since they are either short term nature or the interest rates applicable are equal to the current market rate of interest.
The Group has elected to measure certain equity instruments at 'Fair value through other comprehensive income (FVTOCI)'.

Refer note 2.26 '*Fair value measurement*' of significant accounting policies for fair value hierarchy.

Sr. No.	Particulars	Carrying value		
		As at 31 March 2021	As at 31 March 2020	As at 31 March 2019
	Level 2 financial instruments			
I	**Financial asset**			
a)	**Carried at amortised cost**			
	Investments	0.00*	0.00*	0.00*
	Loans	187.86	237.64	317.97
	Other financial assets	3,391.76	3,343.78	3,970.60
	Trade receivables	8,878.70	8,740.87	7,355.77
	Cash and cash equivalents	596.48	788.77	630.29
	Other bank balances	582.23	527.62	371.13
b)	**Carried at fair value through other comprehensive income (FVTOCI)**			
	Unquoted non-trade equity investments	1.06	1.06	1.06
II	**Financial liabilities**			
a)	**Carried at amortised cost**			
	Borrowings	5,344.31	6,092.95	5,765.82
	Trade payables	1,214.61	1,304.40	1,643.65
	Lease liability	102.90	116.12	65.26
	Other financial liabilities	1,577.51	1,497.63	1,290.12

B Valuation techniques for level 2 instruments

The following table shows the valuation techniques used in measuring Level 2 fair values for financial instruments measured at fair value and through Other Comprehensive Income in the Balance Sheet. Related valuation processes are described in Note 2.20.

Sr. No.	Type	Valuation technique
1	Financial assets and liabilities	Discounted cash flows: The valuation model considers the present value of expected payment, discounted using risk-

b Financial risk management policy and objectives

The Group’s principal financial liabilities comprise of borrowings, trade payables and other financial liabilities. The main purpose of these financial liabilities is to finance the Group's operations and to provide guarantees to support its operations. The Group’s principal financial assets include investments, loans, trade receivables, cash and cash equivalents, other bank balances and other financial assets that is derived directly from its operations.
The Group's risk management is carried out by the management under policies approved by the board of directors. The Group's treasury identifies, evaluates and hedges financial risks in close co-operation with the Group's operating units. The board provides written principles for overall risk management, as well as policies covering specific areas such as foreign exchange risk, credit risk, and liquidity risk. The Group, through its training and management standards and procedures, aims to maintain a discipline and constructive control environment in which all employees understand their roles and obligations. The Group is not exposed to interest rate risk since the Group has fixed interest rate borrowings.
In order to minimise any adverse effects on the financial performance of the Group, it has taken various measures. This note explains the source of risk which the entity is exposed to and how the entity manages the risk and impact of the same in the financial statements.

41 Financial instruments: Fair values and risk management *(continued)*

Risk	Exposure arising from	Measurement
Credit risk	Cash and cash equivalents, other bank balances, trade receivables, loans, other financial assets measured at amortised cost.	Ageing analysis, external credit rating (wherever available)
Liquidity risk	Borrowings, trade payables and other financial liabilities	Rolling cash flow forecasts
Market risk	Recognised financial assets and liabilities not denominated in Indian rupee (INR)	Sensitivity analysis

(A) Credit risk

Credit risk in case of the Group arises from cash and cash equivalents, deposits with banks, loans, other financial assets and credit exposures to customers including outstanding trade receivables.

Credit risk management

Credit risk arises from the possibility that counter party may not be able to settle their obligations as agreed. To manage this, the Group periodically assesses the reliability of customers, taking into account the financial condition, current economic trends, and analysis of historical bad debts and ageing of accounts receivable. Individual risk limits are set accordingly.

The Group considers the probability of default upon intial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis throughout each reporting period. To assess whether there is a significant increase in credit risk the Group compares the risk of a default occurring on the asset as at the reporting date with the risk of default as at the date of initial recognition. It considers reasonable and supportive forward looking information such as:

(i) Actual or expected significant adverse changes in business,
(ii) Actual or expected significant changes in the operating results of the counterparty,
(iii) Financial or economic conditions that are expected to cause a significant change to counterparty's ability to meet its
(iv) Significant increases in credit risk on other financial instruments of the same counterparty,
(v) Significant changes in the value of collateral supporting the obligation or in the quality of third-party guarantees or credit enhanc

The Group provides for lifetime Expected Credit Loss (ECL) in case of trade receivables. In case of all other financials assets, the Group applies 12-month expected credit loss model. The Group uses an allowance matrix to measure the expected credit loss of trade receivables.

Expected credit loss for receivables

Under Indian GAAP, provision for doubtful debts is recognised on an incurred credit loss model. Under Ind AS, such provision is recognised on an expected credit loss model.

The Group uses a provision matrix to determine impairment loss of its receivables. The provision matrix is based on its historically observed default rates over the expected life of the receivables. At every reporting date, the historically observed default rates are updated, and changes in estimates are analysed.

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Group's receivables from customers and loans and advances. The Group's customer profile include state and central government bodies, public sector enterprises, state owned companies and private customers. General payment terms entail monthly progress payments with a credit period ranging from 30 to 180 days and certain retention money to be released at the end of the project. In some cases retentions are substituted with bank/ corporate guarantees. The Group has a detailed review mechanism of overdue customer receivables at various levels within organisation to ensure proper attention and focus for realisation. Credit risk on trade receivables and unbilled work-in-progress is limited as the customers of the Group mainly consist of the government promoted entities having a strong credit worthiness. The credit period considered in the expected credit loss model for such entities is based on the past trend of receipts. The provision matrix takes into account available external and internal credit risk factors such as Group's historical experience for customers.

BVG India Limited
Annexure V
(All amounts are in Indian rupees million)

41 Financial instruments: Fair values and risk management *(continued)*

Financial assets for which loss allowance is measured using expected credit loss model:

Exposure to risk	**As at 31 March 2021**	**As at 31 March 2020**	**As at 31 March 2019**
Trade receivables	10,843.28	10,287.21	8,710.56
Less: Expected credit loss	(1,964.58)	(1,546.34)	(1,354.79)
	8,878.70	**8,740.87**	**7,355.77**
Retention money	1,032.73	1,023.39	1,269.95
Less: Expected credit loss	-	-	(16.05)
	1,032.73	**1,023.39**	**1,253.90**
Other loans and advances	72.86	76.50	62.51
Less: Expected credit loss	-	-	-
	72.86	**76.50**	**62.51**

Reconciliation of loss allowance

	Amount
Loss allowance as at 1 April 2018	**(482.09)**
Amounts written off	-
Allowance / (Reversal) during the year	(888.75)
Loss allowance as at 31 March 2019	**(1,370.84)**
Amounts written off	-
Allowance / (Reversal) during the year	(175.50)
Loss allowance as at 31 March 2020	**(1,546.34)**
Amounts written off	-
Allowance / (Reversal) during the period	(418.24)
Loss allowance as at 31 March 2021	**(1,964.58)**

(B) Liquidity risk

Liquidity risk is the risk that the Group will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Group's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation.

The Group aims to maintain the level of its cash and cash equivalents at an amount in excess of expected cash outflows on financial liabilities (other than trade payables) over the next six months. The Group also monitors the level of expected cash inflows on trade receivables and loans together with expected cash outflows on trade payables
and other financial liabilities. In addition, the Group's liquidity management policy involves considering the level of liquid assets necessary to meet the expected cash flows, monitoring balance sheet liquidity ratios against internal and external regulatory requirements and maintaining debt financing plans.

Exposure to risk	**As at 31 March 2021**	**As at 31 March 2020**	**As at 31 March 2019**
Borrowings			
Less than 1 year	4,833.86	5,393.69	5,038.44
More than 1 year	510.45	699.26	727.38
Total	**5,344.31**	**6,092.95**	**5,765.82**
Trade payables			
Less than 1 year	1,214.61	1,304.40	1,643.65
More than 1 year	-	-	-
Total	**1,214.61**	**1,304.40**	**1,643.65**
Other financial liabilities			
Less than 1 year	1,577.51	1,497.63	1,290.12
More than 1 year	-	-	-
Total	**1,577.51**	**1,497.63**	**1,290.12**
Lease liabilities			
Less than 1 year	16.61	16.33	12.30
More than 1 year	86.29	99.79	52.96
Total	**102.90**	**116.12**	**65.26**

BVG India Limited

Annexure V

(All amounts are in Indian rupees million)

41 Financial instruments: Fair values and risk management, as restated ***(continued)***

b Financial risk management policy and objectives ***(continued)***

(C) Market risk

Market risk is the risk that changes in market prices – such as foreign exchange rates and interest rates – will affect the Group's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

The Group is exposed to currency risk to the extent that there is a mismatch between the currencies in which sales and purchases are denominated. The Group evaluates exchange rate exposure arising from foreign currency transactions and the Group follows established risk management policies to mitigate the risk.

Foreign currency exposure:

Financial assets	Currency	Amount in foreign currency (absolute amounts)			Amount in INR (million)		
		As at 31 March 2021	As at 31 March 2020	As at 31 March 2019	As at 31 March 2021	As at 31 March 2020	As at 31 March 2019
Trade receivables	USD	-	-	-		-	-
Cash balance	USD	643	643	93	0.05	0.05	0.01
	RMB	3,007	3,007	3,007	0.03	0.03	0.03
	HKD	1,102	1,102	1,102	0.01	0.01	0.01
	AED	1,800	2,300	-	0.04	0.05	-
	EUR	320	320	320	0.03	0.03	0.02

Financial liabilities	Currency	Amount in foreign currency (absolute amounts)			Amount in INR (million)		
		As at 31 March 2021	As at 31 March 2020	As at 31 March 2019	As at 31 March 2021	As at 31 March 2020	As at 31 March 2019
Trade payables	USD	-	-	83,839	-	-	5.82
	EUR	-	-	5,606	-	-	0.44
	GBP	-	57,337	-	-	4.10	-

Currency wise net exposure (assets -liabilities)

	Amount in foreign currency (absolute amounts)			Amount in INR (million)		
	As at 31 March 2021	As at 31 March 2020	As at 31 March 2019	As at 31 March 2021	As at 31 March 2020	As at 31 March 2019
USD	643	643	(83,746)	0.05	0.05	(5.81)
RMB	3,007	3,007	3,007	0.03	0.03	0.03
HKD	1,102	1,102	1,102	0.01	0.01	0.01
AED	1,800	2,300	-	0.04	0.05	-
EUR	320	320	320	0.03	0.03	(0.42)
GBP	-	(57,337)	-	-	(4.10)	-

Sensitivity analysis

Currency	Amount in INR			Sensitivity - 5%					
				Impact on profit (strengthen)			Impact on profit (weakening)		
	March 31, 2021	March 31, 2020	March 31, 2019	March 31, 2021	March 31, 2020	March 31, 2019	March 31, 2021	March 31, 2020	March 31, 2019
USD	0.05	0.05	(5.81)	0.00*	0.00*	(0.29)	(0.00)*	(0.00)*	0.29
RMB	0.03	0.03	0.03	0.00*	0.00*	0.00*	(0.00)*	(0.00)*	0.00*
HKD	0.01	0.01	0.01	0.00*	0.00*	0.00*	(0.00)*	(0.00)*	0.00*
AED	0.04	0.05	-	0.00*	0.00*	-	(0.00)*	(0.00)*	0.00*
EUR	0.03	0.03	(0.42)	0.00*	0.00*	(0.02)	(0.00)*	(0.00)*	0.02
GBP	-	(4.10)	-	-	(0.21)	-	-	0.21	-
Total	**0.16**	**(3.93)**	**(6.19)**	**0.01**	**(0.20)**	**(0.31)**	**(0.01)**	**0.20**	**0.31**

(USD - US Dollar, RMB - Yuan, HKD - Hong Kong Dollar, AED - Arab Emirates Dirham, EUR - Euro, GBP - British Pounds)

* Since denominated in INR million

42 Capital management, as restated

Risk management

The Group's objectives when managing capital are to
- safeguard it's ability to continue as a going concern, so that it can continue to provide returns for shareholders and benefits for other
- maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt. Consistent with others in the industry, the Group monitors capital on the basis of the following ratio: Net debt (total borrowings net of cash and cash equivalents) divided by total 'equity' (as shown in the balance sheet).

	As at 31 March 2021	**As at 31 March 2020**	**As at 31 March 2019**
Borrowings	5,094.87	5,797.72	5,488.80
Less: Cash and cash equivalents and other bank balances	1,178.71	1,316.39	1,001.42
Net debt	3,916.16	4,481.33	4,858.51
Equity	7,811.32	6,994.92	5,804.86
Debt to equity ratio	**50%**	**64%**	**84%**

(All amounts are in Indian rupees million)

43. Disclosure on COVID - 19 Pandemic

The World Health Organisation announced a global health emergency because of a new strain of coronavirus ("COVID-19) and classified its outbreak as a pandemic on March 11, 2020. On March 24, 2020, the Indian government announced a strict 21-day lockdown across the country ton contain the spread of the virus, which has been further extended multiple times and the same is continuing till the date of approval of these financial statements. This pandemic and government response are creating disruption in global supply chain and adversely impacting most of the industries which has resulted in global slowdown.
The management has made an assessment of the impact of COVID -19 on the Group's operations, financial performance and position as at and for the year ended March 31, 2020 and has concluded that there is no impact which is required to be recognised in the financial statements. Accordingly, no adjustments have been made to the financial statements.

44. Additional information as required under Schedule III to the Companies Act, 2013, of enterprises consolidated as subsidiary

Net Assets (total assets minus liabilities)			Share in profit or (loss)		Share in other comprehensive income		Share in total comprehensive income	
Particulars	**As % of consolidated net assets**	**Amount**	**As % of consolidated Profit or (loss)**	**Amount**	**As % of consolidated other comprehensive income**	**Amount**	**As % of consolidated total comprehensive income**	**Amount**
Parent								
BVG India Limited								
31 March 2021	99.9%	7,805.25	104.7%	903.56	100.0%	(44.08)	105.0%	859.48
31 March 2020	99.2%	6,937.77	96.8%	1,184.05	100.0%	(33.16)	96.7%	1,150.89
31 March 2019	99.7%	5,788.70	96.5%	815.23	100.0%	(27.28)	96.4%	787.95
Subsidiaries (Group's Share)								
Indian								
BVG Skill Academy								
31 March 2021	0.0%	(0.67)	-0.4%	(3.42)	0.0%	-	-0.4%	(3.42)
31 March 2020	0.0%	0.85	0.1%	1.43	0.0%	-	0.1%	1.43
31 March 2019	0.0%	0.13	0.0%	0.14	0.0%	-	0.0%	0.14
Out-Of-Home Media (India) Private Limited (including its subsidiary AdImpact Media Private Limited)								
31 March 2021	0.0%	(0.33)	0.0%	(0.03)	0.0%	-	0.0%	(0.03)
31 March 2020	0.0%	(0.30)	0.0%	(0.01)	0.0%	-	0.0%	(0.01)
31 March 2019	0.0%	(0.29)	0.0%	(0.01)	0.0%	-	0.0%	(0.01)
BVG Kshitij Waste Management Services Private Limited								
31 March 2021	0.0%	2.24	0.0%	0.10	0.0%	-	0.0%	0.10
31 March 2020	0.1%	9.91	0.0%	0.37	0.0%	-	0.0%	0.37
31 March 2019	0.2%	9.43	0.1%	0.69	0.0%	-	0.1%	0.69
Joint Venture								
(Investment as per equity method)								
BVG-UKSAS EMS Private Limited								
31 March 2021	0.0%	2.66	-0.1%	(0.53)	0.0%	-	-0.1%	(0.53)
31 March 2020	0.0%	3.19	-0.1%	(1.07)	0.0%	-	-0.1%	(1.07)
31 March 2019	0.1%	4.26	0.0%	(0.08)	0.0%	-	0.0%	(0.08)
Restatement adjustments								
31 March 2021	0.0%	-	-4.5%	(39.20)	0.0%	-	-4.8%	(39.20)
31 March 2020	0.6%	39.20	3.2%	39.21	0.0%	-	3.3%	39.21
31 March 2019	0.0%	(0.88)	3.4%	29.12	0.0%	-	3.6%	29.12
Non-controlling interest								
31 March 2021	0.0%	2.16	0.2%	2.14	0.0%	-	0.3%	2.14
31 March 2020	0.1%	4.30	-0.1%	(0.80)	0.0%	-	-0.1%	(0.80)
31 March 2019	0.1%	3.51	0.0%	(0.38)	0.0%	-	0.0%	(0.38)
Total								
31 March 2021	100.0%	7,811.32	100.0%	862.62	100.0%	(44.08)	100.0%	818.54
31 March 2020	100.0%	6,994.92	100.0%	1,223.18	100.0%	(33.16)	100.0%	1,190.02
31 March 2019	100.0%	5,804.86	100.0%	844.71	100.0%	(27.28)	100.0%	817.43

45. Subsequent events

Subsequent to the year ended 31 March 2021, the Holding Company has acquired 5,100 equity shares (face value INR 10 per share) of BVG Security Services Private Limited through share transfer.

46. Social Security Code

The Code on Social Security 2020 ('the Code') relating to employee benefits, during employment and post-employment, has received Presidential assent on 28 September 2020. The Code has been published in the Gazette of India. Further, the Ministry of Labour and Employment has released draft rules for the Code on 13 November 2020. However, the effective date from which the changes are applicable is yet to be notified and rules for quantifying the financial impact are also not yet issued.

47. Standards notified but not yet effective

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards. There is no such notification which would have been applicable from 1 April 2021.

BVG India Limited

Annexure VI

(All amounts are in Indian Rupees million)

A) Statement of adjustments to Audited Standalone Ind AS Financial Statements

(I) Summarized below are the restatement adjustments made to the Ind AS financial statements for the years ended 31 March 2021, 31 March 2020 and 31 March 2019 and their impact on the Restated Statement of Profit and Loss:

Sr. No.	Particulars	Note	For the year ended March 31, 2021	For the year ended March 31, 2020	For the year ended March 31, 2019
	Net profit after tax as per Ind AS		**900.21**	**1,185.84**	**816.05**
A	**Adjustments:**				
	Material Restatement Adjustments				
	(Excluding those on account of changes in accounting policies)				
	(i) Audit Qualifications : None		-	-	-
	(ii) Other material adjustments				
	Tax pertaining to earlier years		(39.20)	2.71	29.99
		I	**(39.20)**	**2.71**	**29.99**
	(iii) Deferred tax adjustments on the above	II	**-**	**-**	**-**
	Total (A)		**(39.20)**	**2.71**	**29.99**
B	**Adjustments on account of changes in accounting policies:**				
	(ii) Other material adjustments				
	Impact of Ind AS 115 - Revenue		-	-	-
	Impact of Ind AS 116 - Leases (depreciation reversal)	I	-	-	(1.33)
			-	**-**	**(1.33)**
	(iii) Deferred tax adjustments on the above	II	**-**	**36.49**	**0.46**
	Total (B)		**-**	**36.49**	**(0.87)**
C	**Total impact of adjustments (A+B)**		**(39.20)**	**39.20**	**29.12**
3	**Net profit after tax as per Restated Standalone Statement of Profit and Loss (Refer Annexure II)**		**861.01**	**1,225.04**	**845.17**

(II) Summarized below are the restatement adjustments made to the Ind AS financial statements for the year ended 31 March, 2021, 31 March 2020 and 31 March 2019 and their impact on the Restated Other Equity:

Sr. No.	Particulars	Note	As at March 31, 2021	As at March 31, 2020	As at March 31, 2019
	Other Equity as per Ind AS		**7,403.71**	**6,545.97**	**5,397.32**
A	**Adjustments:**				
	Material Restatement Adjustments				
	(Excluding those on account of changes in accounting policies)				
	(i) Audit Qualifications : None		-	-	-
	(ii) Other material adjustments				
	Tax pertaining to earlier years	I	-	39.20	(0.01)
			-	**39.20**	**(0.01)**
	(iii) Deferred tax adjustments on the above	II		**-**	**-**
	Total (A)		**-**	**39.20**	**(0.01)**
B	**Adjustments on account of changes in accounting policies:**				
	(ii) Other material adjustments				
	Impact of Ind AS 115 - Revenue		-	-	-
	Impact of Ind AS 116 - Leases (net) *(Refer Statement of Changes in Equity)*		-	-	(2.16)
		I	**-**	**-**	**(2.16)**
	(iii) Deferred tax adjustments on the above	II	**-**	**-**	**0.75**
	Total (B)		**-**	**-**	**(1.41)**
C	**Total impact of adjustments (A+B)**		**-**	**39.20**	**(1.42)**
	Other Equity as per statement of Restated Consolidated Statement of Assets and Liabilities		**7,403.71**	**6,585.17**	**5,395.90**

BVG India Limited
Annexure VI
(All amounts are in Indian Rupees million)

A) Statement of adjustments to Audited Standalone Ind AS Financial Statements

A) Statement of adjustments to Audited Standalone Ind AS Financial Statements (continued)

Notes to Adjustments:

I In the audited financial statements of the Group for the years ended 31 March 2021, 31 March 2020 and 31 March 2019, taxes have been accounted for pertaining to earlier years based on return of income and / or intimations / or orders received from Income tax authorities. For the purpose of these statements, such items have been appropriately adjusted to the respective years to which they relate.

II a For impact of Ind AS 115 - Revenue, refer Annexure V, note 43

II b For impact of Ind AS 116 - Leases, refer Annexure V, note 35

III The tax rate applicable for the respective years has been used to calculate the deferred tax impact on other material adjustments.

B) Other matters: Figures for 31 March 2020 and 31 March 2019 have been regrouped/reclassified wherever necessary to conform to the current year classification

C) Auditor's Comment in the Company Auditor's Report Order - Non-adjusting items : Not applicable

(All amounts are in Indian Rupees million)

Restated Consolidated Statement of Borrowings

	Non-current portion			Current portion		
	As at 31 March 2021	As at 31 March 2020	As at 31 March 2019	As at 31 March 2021	As at 31 March 2020	As at 31 March 2019
Non-current borrowings						
Secured:						
Term loans:						
From banks						
in Indian Rupees *(also refer note 'a', 'f' and 'g' below)*	184.98	311.97	303.45	130.14	150.89	116.67
From other parties						
in Indian Rupees *(also refer note 'b', 'f' and 'g' below)*	283.01	371.60	360.57	88.83	85.30	78.02
	467.99	**683.57**	**664.02**	**218.97**	**236.19**	**194.69**
Finance lease obligation *(also refer note 'c')*	-	8.40	30.36	8.58	20.75	27.90
	-	**8.40**	**30.36**	**8.58**	**20.75**	**27.90**
Unsecured:						
Optionally convertible interest free debentures of Rs. 10 each	1.84	1.57	1.34	-	-	-
From other parties *(also refer note 'e')*	40.62	5.72	31.66	**21.89**	38.29	54.43
	42.46	**7.29**	**33.00**	**21.89**	**38.29**	**54.43**
	510.45	**699.26**	**727.38**	**249.44**	**295.23**	**277.02**
Reclassified to current financial liabilities (refer Annexure V note 19)	-	-	-	(249.44)	(295.23)	(277.02)
	510.45	**699.26**	**727.38**	**-**	**-**	**-**
Current borrowings						
From banks (Secured) :						
Cash credit facilities *(also refer note 'f' below)*				1,449.15	3,122.38	4,620.18
Loan repayable on demand *(also refer note 'g' below)*				3,135.27	1,976.08	140.00
From others (Unsecured) :						
Loan repayable on demand *(also refer note 'i' below)*				-	-	1.24
				4,584.42	**5,098.46**	**4,761.42**

Information about the Group's exposure to Interest rate risk, foreign currency risk and liquidity risk is disclosed in Annexure V Note 41.

Securities

a) For term loans and current borrowings from consortium banks in Indian Rupees

1) The loans are from multiple banks under a consortium banking arrangement with the securities being under the charge of a security trustee Group (SBICAP Trustee Group Limited). Total outstanding balance of such loans as on 31 March 2021 is INR 156.32 million (2020: INR 248.89 million; 2019: INR 332.14 million). The securities offered under the said arrangement are as under:

i) Unconditional and irrevocable personal guarantees of Hanmantrao Ramdas Gaikwad and Umesh Gautam Mane.

ii) Corporate guarantee of Aarya Agro-Bio and Herbals Private Limited.

iii) First charge ranking pari passu on land situated at Village Bibi, Taluka Phaltan owned by the Group together with all buildings and structures which are standing, erected and permanently attached or shall at any time constituted be erected, standing and permanently attached thereto.

iv) First charge ranking pari passu on all that pieces and parcels of land situated at Pandharpur owned by the Group, together with all buildings and structures which are standing, erected and permanently attached or shall at any time constituted be erected, standing and permanently attached thereto.

v) First charge ranking pari passu on all pieces and parcels of immovable property consisting of first, second and third floor situated at Premier Plaza, Chinchwad owned by the Aarya Agro-Bio and Herbals Private Limited.

vi) First charge ranking pari passu on all that pieces and parcels of garage & shed areas situated at Bhosari owned by Aarya Agro-Bio and Herbals Private Limited.

vii) First charge ranking pari passu on all pieces and parcels of immovable property in Chinchwad and Shivajinagar, Pune, owned by Mr. Hanmantrao Gaikwad.

viii) First charge ranking pari passu on agriculture land situated at Koregaon, District Satara owned by Mr. Hanmantrao Gaikwad.

ix) Second charge on ranking pari passu on the immovable property situated at Sagar complex , Kasarwadi.

x) Second charge on ranking pari passu on the Group's movable fixed assets.

(All amounts are in Indian Rupees million)

Restated Consolidated Statement of Borrowings

2) Long term loan from bank includes vehicle loan is secured by way of hypothecation of vehicles. Total outstanding balance of such loans as on 31 March 2021: INR 150.70 million (2020: INR 205.34 million; 2019: INR 78.86 million).

3) Long term loan from bank includes property loan, which is secured by way of mortgage of property at Balewadi, Pune. Total outstanding balance of such loans as on 31 March 2021 is INR 8.10 million (2020: 8.63 million; 2019: INR 9.12 million).

The term loans from banks carry interest rate ranging from 8.25 % to 12.50 % p.a. The number of monthly installment payables for these are ranging from 3 to 170.

b) For term loans from others in Indian Rupees

1) The term loan from others include loans taken from Capital First Limited which are secured by way of first charge on ranking pari passu on the immovable property situated at Sagar complex, Kasarwadi. Total outstanding balance of such loan as on 31 March 2021 is INR 213.64 million (2020: 226.68 million; 2019: INR 238.65 million). The loans were sanctioned in the years 2014 and 2018 and carry interest rate of 9.50% to 12.5% p.a. The monthly installments payable for these loans end in December 2029.

2) The term loan from others include vehicle loans taken from Tata Motors Finance Limited & Tata Motors Finance Solutions Limited which is secured by of hypothecation of vehicles. The total outstanding balance of such loans as on 31 March 2021 is INR 158.20 million (2020: 230.02 million; 2019: INR 194.65 million). The interest rate for these loans are ranging from 8.75% to 11% p.a. The number of monthly installments payable for these are ranging from 2 to 60.

3) The term loan from others includes loans taken from SREI which is secured by hypothecation of plant and machinery. Total outstanding balance of such loan as on 31 March 2021 is Nil (2020: Nil; 2019: Nil). The interest rate for this loan is 10.25% p.a.

4) The term loan from others include working capital term loan taken from Tata Capital Financial Services Limited. Total outstanding balance of such loan as on 31 March 2021 is Nil (2020: Nil; 2019: INR 5.56 million). The interest rate for this loan is 11% p.a. This loan has been repaid in April 2019.

c) Certain assets have been obtained on finance lease basis. The legal title of those assets vests with the lessor. The lease term for such assets is 36 to 48 months, with equated monthly payments beginning from the month subsequent to the commencement of the lease. The total minimum future lease payments at the Balance Sheet date, element of interest included in such payments, and present value of these minimum lease payments are as follows:

Particulars	As at 31 March 2021	As at 31 March 2020	As at 31 March 2019
Total future minimum lease payments (MLP)	8.93	31.68	65.74
Future interest included in above MLP	0.35	2.53	7.48
Present value of future MLP	8.58	29.15	58.26

The rate of interest implicit above is 11.15% p.a.

The maturity profile of finance lease

Period	As at 31 March 2021		As at 31 March 2020		As at 31 March 2019	
	Minimum lease payments	Present value	Minimum lease payments	Present value	Minimum lease payments	Present value
Payable within one year	8.93	8.58	22.13	19.99	32.86	27.90
Payable between 1-5 years	-	-	9.55	9.16	32.88	30.36

Finance lease obligations are secured against the respective assets taken on lease.

d) The Group had issued 682,977 unsecured, non-interest bearing optionally convertible debentures (OCD) of INR 10 each. The OCDs can be converted to 682,977 equity shares of the Group.

	As at 31 March 2021	As at 31 March 2020	As at 31 March 2019
Opening balance	1.57	1.34	1.15
Add: Accrued interest	0.27	0.23	0.19
Carrying amount of liability as at the Balance Sheet date	**1.84**	**1.57**	**1.34**

e) The unsecured loan from others include term loans from Tata Motors Finance Solution Limited and IBM India Private Limited. Total outstanding balance of such loans as on 31 March 2021 is INR 56.79 million (2020: Nil; 2019: Nil) and Nil (2020: 38.29 million; 2019: INR 86.09 million) respectively. The loans carry interest rate ranging from 11.50% to 12% p.a. The number of monthly instalment payable for these are ranging from 8 to 32.

f) Maturity profile of loans other than finance lease obligation and debentures -

	Maturity profile					
	Upto 1 year*	1-2 Years	2-3 Years	3-4 Years	Beyond 4 years	Total
Term loans						
as on 31 March 2021	240.86	211.02	109.64	32.79	155.16	749.47
as on 31 March 2020	274.48	218.50	191.88	103.07	175.84	963.77
as on 31 March 2019	249.12	209.85	151.10	113.52	221.21	944.80

* disclosed under other current liabilities *(also refer Annexure V note 19)*

g) The cash credit facilities carry interest ranging between 7.80% to 12.20% p.a. Refer note (a) for security provided.

h) The working capital demand loans are repayable on demand at interest rate ranging between 7.10 to 11.40%. Refer note (a) for security provided.

BVG India Limited
Annexure VII
(All amounts are in Indian Rupees million)

Restated Consolidated Statement of Borrowings

Restated Consolidated Statement of Borrowings (continued)

i) Net debt reconciliation

	As at 31 March 2021	As at 31 March 2020	As at 31 March 2019
Cash and cash equivalents	596.48	788.77	630.29
Other bank balances	582.23	527.62	371.13
Book overdraft	-	-	(26.23)
Non-current borrowings	(510.45)	(699.26)	(727.38)
Current maturities of long term debt	(249.44)	(295.23)	(277.02)
Current borrowings	(4,584.42)	(5,098.46)	(4,761.42)
Accrued interest (Classified in current liabilities)	(25.62)	(6.05)	(5.21)
	(4,191.22)	**(4,782.61)**	**(4,795.84)**

	Current assets		Liabilities from financing activities				
	Cash and cash equivalents	Other bank balances	Term loans	Finance lease obligations	Unsecured loans	Other current borrowings	Total
Net debt as at 1 April 2018	810.81	520.87	(890.56)	(35.63)	(1.15)	(4,463.54)	**(4,059.20)**
Cash flows	(180.52)	(149.74)	31.85	(22.63)	(86.28)	(297.88)	**(705.20)**
Net debt as at 31 March 2019	**630.29**	**371.13**	**(858.71)**	**(58.26)**	**(87.43)**	**(4,761.42)**	**(4,764.40)**
Cash flows	158.48	156.49	(61.05)	29.11	41.85	(337.04)	**(12.16)**
Net debt as at 31 March 2020	**788.77**	**527.62**	**(919.76)**	**(29.15)**	**(45.58)**	**(5,098.46)**	**(4,776.56)**
Cash flows	(192.29)	54.61	232.80	20.57	(18.77)	514.04	**610.96**
Net debt as at 31 March 2021	**596.48**	**582.23**	**(686.96)**	**(8.58)**	**(64.35)**	**(4,584.42)**	**(4,165.60)**

BVG India Limited
Annexure VIII
(All amounts are in Indian Rupees million)

Restated Consolidated Statement of Investments

	As at 31 March 2021	As at 31 March 2020	As at 31 March 2019
Non-current			
Investments measured at fair value through other comprehensive income			
Non-trade investments in equity instruments (unquoted)			
- Rupee Co-operative Bank Limited 1,000 (2020: 1,000; 2019: 1,000 ; 2018: 1,000) equity shares of Rs. 25 each fully paid	0.03	0.03	0.03
- Saraswat Co-operative Bank Limited 1,000 (2020: 1,000; 2019: 1,000 ; 2018: 1,000) equity shares of Rs. 25 each fully paid	0.03	0.03	0.03
- Thane Janta Sahakari Bank Limited 10 (2020: 10; 2019: 10 ; 2018: 10) equity shares of Rs. 50 each fully paid	0.00*	0.00*	0.00*
- The Cosmos Co-Operative Bank Limited 10,000 (2020: 10,000; 2019: 10,000 ; 2018: 1,000) equity shares of Rs. 25 each fully paid	1.00	1.00	1.00
Investments measured at amortised cost			
Investments in Government or trust securities			
- National Saving Certificates	0.00*	0.00*	0.00*
Investments in mutual fund at fair value through profit and loss (Quoted)			
Investments in Mutual Funds			
- Union Corporate Bond Fund Regular Plan - Growth 2,523,151 (2020: Nil; 2019: Nil) units with Net Asset Value of Rs. 12.0032 each (2020: Nil; 2019: Nil)	30.29	-	-
Investments measured at cost (Unquoted)			
Investments in equity instruments of joint venture			
- BVG-UKSAS EMS Private Limited 4,900 (2020: 4,900; 2019: 4,900 ; 2018: 4,900) equity shares of Rs. 10 each fully paid	2.66	3.19	4.26
	34.01	**4.25**	**5.32**
Aggregate value of unquoted investments	34.01	4.25	5.32
Investments measured at cost	2.66	3.19	4.26
Investments measured at amortised cost	0.00*	0.00*	0.00*
Investments measured at fair value through other comprehensive income	1.06	1.06	1.06
Investments measured at fair value through other comprehensive income	30.29	-	-

* Since denominated in INR million

a) Equity shares designated as at fair value through other comprehensive income

The above amounts represent the fair values of the designated investments as at the respective reporting dates.

b) Investment in BVG Krystal Joint Venture

BVG Krystal Joint Venture (BVG Krystal) is a joint arrangement in which the Group has a right of 51% share in profits. BVG Krystal is a partnership firm registered on 2 June 2009, having its principal place of business at Mumbai. The firm was set up for providing all types of security solutions, including supply of security personnel, protection of property, house-keeping and all other relevant and incidental work.
Based on the nature of arrangement, it has been treated as a jointly controlled operation in these Consolidated financial statements. The following table summarises the financial information of BVG Krystal.

Share in profits (%)	51%	51%	51%
Non current assets	28.89	28.89	28.89
Current Assets			
Trade receivables	79.51	79.51	79.51
Cash and cash equivalents	0.01	0.01	0.01
Current Liabilities			
Trade payables	(108.55)	(108.55)	(108.55)
Net Assets	(0.14)	(0.14)	(0.14)
Group's share of net assets of joint operation	(0.07)	(0.07)	(0.07)

BVG India Limited
Annexure IX
(All amounts are in Indian Rupees million)

Restated Consolidated Statement of Loans

	As at 31 March 2021	As at 31 March 2020	As at 31 March 2019
7. Loans			
(Unsecured, considered good unless otherwise stated)			
Non-current			
Security deposits	61.36	45.60	89.82
	61.36	**45.60**	**89.82**
Current			
Loans and advances to employees	2.03	1.11	3.43
Security deposits	124.47	190.93	224.72
	126.50	**192.04**	**228.15**

Note : Information about the Group's exposure to interest rate risk, foreign currency risk and liquidity risk is disclosed in Annexure V Note 41.

BVG India Limited

Annexure X

(All amounts are in Indian Rupees million)

Restated Consolidated Statement of Trade Receivables

	As at 31 March 2021	As at 31 March 2020	As at 31 March 2019
Trade receivables			
Unsecured, considered good	8,878.70	8,740.87	7,355.77
Doubtful	1,964.58	1,546.34	1,354.79
	10,843.28	**10,287.21**	**8,710.56**
Loss allowance			
Doubtful	(1,964.58)	(1,546.34)	(1,354.79)
	(1,964.58)	**(1,546.34)**	**(1,354.79)**
Net trade receivables	**8,878.70**	**8,740.87**	**7,355.77**

Note:

(i) Refer Annexure V, note 33 for amounts due from related parties.

(ii) Information about the Group's exposure to interest rate risk, foreign currency risk and liquidity risk is disclosed in Annexure V Note 41.

BVG India Limited
Annexure XI
(All amounts are in Indian Rupees million)

Restated Consolidated Statement of Other Income

	Nature (Recurring / Non-recurring)	For the year ended March 31, 2021	For the year ended March 31, 2020	For the year ended March 31, 2019
Interest income under effective interest method on deposits with banks and others	Recurring	37.27	39.86	41.18
Foreign exchange fluctuation gain (net)	Recurring	1.73	0.03	7.17
Finance income on lease receivables	Recurring	20.26	48.56	66.10
Interest income on financial assets at amortised cost	Recurring	-	8.71	-
Change in fair value of financial liability	Non-recurring	-	-	-
Miscellaneous income	Recurring	9.34	5.98	1.86
		68.60	**103.14**	**116.31**

BVG India Limited
Annexure XII
(All amounts are in Indian Rupees million)

Restated Consolidated Statement of Accounting Ratios

Sr. No.	Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020	For the year ended March 31, 2019
1	Restated profit attributable to equity shareholders after tax for basic and diluted EPS [A]	861.01	1,225.04	845.17
2	Weighted average number of shares outstanding during the period / *(in absolute numbers)*	25,961,831	25,961,831	25,961,831
3	Weighted average number of shares outstanding during the period / *(refer note 1)*	26,644,808	26,644,808	26,644,808
4	Net worth for equity shareholders [D] [Refer note 3 below]	7,811.32	6,994.92	5,804.86
5	Restated net profit before tax [E]	900.07	1,290.92	613.47
6	Depreciation and amortisation expense [F]	246.66	222.25	187.56
7	Finance cost [G]	864.52	910.59	894.40
8	Accounting ratios			
	Basic EPS = [A] / [B]	33.16	47.19	32.55
	Diluted EPS = [A] / [C]	32.31	45.98	31.72
	Return on net worth for equity shareholders = [A] / [D]	11.02%	17.51%	14.56%
	Net asset value per equity share = [D] / [B]	300.88	269.43	223.59
	Earnings before Interest, Depreciation and Tax (EBITDA)	2,011.25	2,423.76	1,695.43

Notes

1 The weighted average number of shares outstanding during the period / year for the calculation of diluted EPS are in absolute numbers and are de

Particulars	As at March 31, 2021	As at March 31, 2020	As at March 31, 2019
Number of shares outstanding as at year end (refer note 35)	25,961,831	25,961,831	25,961,831
Add: effect of dilutive stock options	682,977	682,977	682,977
Number of shares considered as weighted average shares and potential shares outstanding	**26,644,808**	**26,644,808**	**26,644,808**

Weighted average number of equity shares in the number of equity shares outstanding at the beginning of the year adjusted by the number of equity shares issued during the year multiplied by the time weighting factor. The time weighting factor is the number of days for which the specific shares are outstanding as a proportion of total number of days during the year.

2 The ratios on the basis of Restated Consolidated financial information have been computed as below:

Basic Earning per Share (Rs.) = $\frac{\text{Net profit as restated, attributable to equity shareholders}}{\text{Weighted average number of equity shares outstanding during the}}$

Diluted Earning per Share (Rs.) = $\frac{\text{Net profit as restated, attributable to equity shareholders}}{\text{Weighted average number of diluted equity shares outstanding}}$

Return on net worth (%) = $\frac{\text{Net profit after tax as restated}}{\text{Net worth as restated at the end of the period / year}}$

Net asset value per equity share (Rs.) = $\frac{\text{Net worth as restated at the end of the period / year}}{\text{Number of equity shares outstanding at the end of the period / year}}$

3 Net worth for ratios mentioned in Sr. No. 4 = Equity Share Capital + Reserves and Surplus (including Retained earnings, General Reserves) + Other Reserves (including Equity component of compound financial instrument and Remeasurement of defined benefit plan).

4 The above ratios have been computed on the basis of Restated Consolidated Financial Information - Annexure I & Annexure II.

BVG India Limited
Annexure XIII
(All amounts are in Indian Rupees million)

Restated Consolidated Statement of Capitalisation

Particulars	Pre issue as at 31 March 2021
Shareholder's fund	
Share Capital	257.10
Other equity	
Instruments entirely equity in nature	148.35
Other equity	7,403.71
Non-controlling interests	2.16
Total Shareholder's Funds (Net worth) (A)	**7,811.32**
Debt	
Long term borrowings (including current maturities)	759.89
Short term borrowings	4,584.42
Total Debt (B)	**5,344.31**
Total (A + B)	**13,155.63**
Long Term Borrowings / Equity Ratio	9.73%
Total Debt / Equity Ratio	68.42%

Notes :

1) The above has been computed on the basis of the restated Consolidated financial statement of assets and liabilities (Refer Annexure I) of the Group as on March 31, 2021.
2) The corresponding post IPO capitalization data for each of the amounts given in the above table is not determinable at this stage pending the completion of the Book Building process and hence the same have not been provided in the above statement.

OTHER FINANCIAL INFORMATION

The standalone financial statements of our Company as at and for the years ended March 31, 2021, March 31, 2020, and March 31, 2019 and the reports thereon dated June 18, 2021, July 27, 2020 and November 22, 2019 respectively ("**Standalone Financial Statements**") are available at http://bvgindia.com/financial-statements/. Our Company is providing a link to this website solely to comply with the requirements specified in the SEBI ICDR Regulations. The Standalone Financial Statements do not constitute, (i) a part of this Draft Red Herring Prospectus; or (ii) a prospectus, a statement in lieu of a prospectus, an offering circular, an offering memorandum, an advertisement, an offer or a solicitation of any offer or an offer document to purchase or sell any securities under the Companies Act, the SEBI ICDR Regulations, or any other applicable law in India or elsewhere in the world. The Standalone Financial Statements should not be considered as part of information that any investor should consider to subscribe for or purchase any securities of our Company, or any of its Subsidiaries or any entity in which it or its Shareholders have significant influence (collectively, the "**Group**") and should not be relied upon or used as a basis for any investment decision. None of the Group or any of its advisors, nor any Lead Managers or the Selling Shareholders, nor any of their respective employees, directors, affiliates, agents or representatives accept any liability whatsoever for any loss, direct or indirect, arising from any information presented or contained in the Standalone Financial Statements, or the opinions expressed therein.

For details of accounting ratios, see "*Restated Financial Statements – Annexure XII: Restated Consolidated Statement of Accounting Ratios*" on page 271.

CAPITALISATION STATEMENT

The following table sets forth our Company's capitalization as at March 31, 2021, on the basis of our Restated Financial Statements, and as adjusted for the Offer. This table should be read in conjunction with the sections "*Management's Discussion and Analysis of Financial Condition and Results of Operations*", "*Restated Financial Statements*" and "*Risk Factors*" beginning on pages 275, 192 and 21, respectively.

(in ₹ millions)

Particulars	Pre-Offer at March 31, 2021	As adjusted for the proposed Offer
A. Total borrowings (a+b)	**5,344.31**	[●]
a. Current borrowings	4,584.42	[●]
b. Non-current borrowings (including current maturity)	759.89	[●]
B. Total equity (c+d+e)	**7,811.32**	[●]
c. Share capital (equity shares)	257.10	[●]
d. Instruments entirely equity in nature	148.35	[●]
d. Other equity	7,403.71	[●]
e. Non-controlling interest	2.16	[●]
C. Total capital (A+B)	**13,155.63**	[●]
Ratio: Non-current borrowings (A) / Total equity (B)	9.73%	[●]

Notes:

1. *The above statement has been prepared for the purpose of disclosing in the prospectus to be filed in connection with the proposed Offer, in accordance with the requirements prescribed under Schedule VI of the SEBI ICDR Regulations.*
2. *The above information has been extracted from the Restated Financial Statements of the Company for financial year ended March 31, 2021 prepared in connection with the Offer. These Restated Financial Statements were approved by the Board of Directors on September 24, 2021.*
3. *The terms in the statement above carry the same meaning as per Schedule III of the Companies Act.*
4. *Instruments entirely equity in nature represents compulsorily convertible cumulative preference shares.*
5. *The corresponding capitalisation data post the Offer for each of the amounts given in the above table is not determinable at this stage pending the completion of the Book Building process and hence the same have not been provided in the above statement.*

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion of our financial condition and results of operations should be read in conjunction with our Restated Financial Information, which have been prepared in accordance with the Companies Act, Ind AS and the SEBI ICDR Regulations, including the schedules, annexures and notes thereto, and the respective auditors reports thereon, included in "Restated Financial Statements" on page 192. Unless otherwise stated, the financial information used in this section is derived from our Restated Financial Statements.

Some of the information contained in the following discussion, including information with respect to our plans and strategies, contain forward-looking statements that involve risks and uncertainties. You should read "Forward-Looking Statements" on page 13 for a discussion of the risks and uncertainties related to such statements and also "Risk Factors" on page 21 for a discussion of certain factors that may affect our business, financial condition and results of operations. Our actual results may differ materially from those expressed in or implied by these forward-looking statements. Given these uncertainties, prospective investors are cautioned not to place undue reliance on such forward-looking statements.

Our fiscal year ends on March 31 of each year, and references to a particular fiscal are to the twelve months ended March 31 of that year. Unless otherwise indicated, the financial information included herein is based on our Restated Financial Statements included in this Draft Red Herring Prospectus. For further information, see "Restated Financial Statements" on page 192. Unless otherwise indicated or the context otherwise requires, financial information disclosed in this section that is based on or derived from the restated statement of profit and loss for the years ended March 31, 2019, 2020 and 2021 is with respect to our continuing operations, and financial information based on or derived from the restated statement of assets and liabilities as of the years ended March 31, 2019, 2020 and 2021, is with respect to our continuing and discontinued operations. For further information, see "Restated Financial Statements" on page 192.

In this section, unless the context otherwise requires, a reference to the "Company" is a reference to BVG India Limited on a standalone basis, while any reference to "we", "us" or "our" refers to BVG India Limited on a consolidated basis.

Unless otherwise indicated, industry and market data used in this section has been derived from industry publications, in particular, the report titled "Assessment of Facility Management Services Market in India" dated September 2021 (the "F&S Report"), prepared and issued by Frost & Sullivan India appointed by us on April 8, 2021 and exclusively commissioned by and paid for by us. For further information on risks relating to the commissioned report, see "Risk Factors – 59. Industry information included in this Draft Red Herring Prospectus has been derived from an industry report exclusively commissioned and paid for by our Company for such purpose. There can be no assurance that such third-party statistical, financial and other industry information is either complete or accurate" on page 46. Unless otherwise indicated, all industry and other related information derived from the F&S Report and included herein with respect to any particular year refers to such information for the relevant calendar year.

OVERVIEW

We are one of India's largest integrated services companies (*Source: F&S Report*) with more than 54,000 employees as of June 30, 2021. In Fiscal 2019, 2020 and 2021, we served over 624, 590 and 582 clients, respectively, while in the three months ended June 30, 2021, we served over 490 clients in more than 100 cities across 20 States and five Union Territories in India. We had a leading market share of 6.4% in the integrated facilities management services ("**FMS**") market in India in Fiscal 2021 (*Source: F&S Report*) and our revenue from operations was ₹ 18,182.14 million, ₹ 19,301.17 million and ₹ 16,677.22 million in Fiscal 2019, 2020 and 2021, respectively. We offer a wide range of integrated services including soft services such as mechanized housekeeping, industrial housekeeping, manpower supply, security services and janitorial services, hard services such as electro-mechanical works and highway maintenance, and specialized services such as paint-shop cleaning and logistics management. We also provide beach development and cleaning services and also undertake the operation and maintenance of buses including electric buses. We offer these services to a diverse base of clients operating across sectors including industrial and consumer sector, transport and transit infrastructure sector, hospitals and healthcare sector, and to government establishments. We are among the few companies to also service religious institutions in India (*Source: F&S Report*). As part of our integrated services business, we provided railway station management services in 2019 and also provided accommodation and catering services for a major sporting event held in Pune in 2019 and Guwahati in 2020, a government-led sports initiative. In addition to integrated services and facility management services, we provide emergency response services for medical emergencies and police emergencies, and waste management services. We are the first company in India to be awarded contracts for providing emergency police response services (*Source: F&S Report*). In addition to these services, we execute facility management projects, mainly comprising gardening and landscaping services. By offering a wide range of services, we are able to cater to multiple service requirements, which has resulted in an extensive client base comprising established enterprises present across sectors. In Fiscal 2019, 2020 and 2021 and the three months ended June 30, 2021, we performed services for clients across over 35 sectors.

As of June 30, 2021, we serviced seven of our top 10 clients (by revenue in Fiscal 2021) for over five years. In Fiscal 2021, we serviced over 565 clients through our integrated services business, eight clients through emergency response services and 11 clients through waste management services. In Fiscal 2021, out of over 565 clients we provided integrated services to, 219 entities were engaged in the industrial and consumer sector, 32 in transport and transit infrastructure sector, over 70 in hospitals and healthcare sector, over 185 in other sectors, such as BFSI, education, residential and commercial retail and IT/ ITES, and 64 were government establishments (excluding those serviced under the other specified sectors). Further, in the three months ended June 30, 2021, we serviced over 475 clients through our integrated services business, six clients through emergency response services and 13 clients through waste management services. In the three months ended June 30, 2021, out of over 475 clients we provided integrated services to, 192 entities were engaged in the industrial and consumer sector, 31 in transport and transit infrastructure sector, over 50 in hospitals and healthcare sector, over 155 in other sectors, and 51 were government establishments (excluding those serviced under the other specified sectors). We provided more than 20 types of services under our integrated services business to these clients in Fiscal 2021 and the three months ended June 30, 2021. Under our integrated services business, key clients we have serviced in the industrial and consumer sector include Bajaj Auto Limited, Bosch Limited, Fiat India Automobiles Private Limited, Hi-Can Industries Private Limited, Patanjali Yogpeeth, UPL Limited, Hindustan Aeronautics Limited and a leading Indian automobile manufacturer. In the transport and transit infrastructure sector our clients include Chennai Metro Rail Limited, highway and transport authorities and have serviced various airports in different metro cities while in the hospitals and healthcare sector our clients include government hospitals across various cities. The government establishments we have serviced include the various judicial authorities, high courts, tax authorities, public works departments and residences of certain key constitutional functionaries in New Delhi. Key clients that we have serviced in other sectors include educational institutions such as Indian Institute of Technology – Patna, DY Patil University School of Pharmacy (Nerul, Navi Mumbai). We also serve various residential societies such as Aparna Sarovar Owners Welfare Society. Our client include major public sector undertakings in the oil, gas and power sectors. We also provide our emergency response services to the Police Telecommunication of Madhya Pradesh Police ("**PTMPP**"). Our ability to maintain quality standards while consistently expanding our service offerings to meet evolving industry requirements has resulted in longstanding relationships with our key clients.

Further, in the three months ended June 30, 2021, we operated in 20 States and five Union Territories in India, and as of June 30, 2021, operated 21 offices (including our Registered Office and Corporate Office). We are also in the process of identifying suitable opportunities for our business outside India. We have implemented the 'People Works – Human Capital Management' software, which handles our entire recruitment process for personnel designated supervisor and above, and also have processes to monitor employee performance, deployment and management of personnel, across all our offices and service locations. In addition, we focus on mechanizing delivery of our services, including by way of investing in technology and training our manpower to gainfully apply these developments to improve operational efficiency. We have extensive geographical reach for manpower sourcing and training and have three training centers across India as of June 30, 2021. We follow stringent quality standards and as of June 30, 2021, we have received several quality certifications for our management systems including ISO 9001:2015, ISO 14001:2015, ISO 45001:2018, SA 8000:2014 and OHSAS 18001:2007. We believe that our ability to deliver quality services to the satisfaction of our clients, has helped increase the scope of services we offer in terms of the geographies in which we operate and the type of services we provide.

Our Promoters, Hanmantrao Ramdas Gaikwad and Umesh Mane, have nearly two decades of experience in operating our business. They are supported by a qualified and experienced senior management team, which we believe has demonstrated its ability to manage and grow our operations organically. In addition, some of our key managerial personnel and senior managerial personnel have been with us for more than 10 years. We have also been supported by private equity investors such as 3i Group Plc.

Our business is based on a 'solution pricing' model and we seek to largely operate through output-based and/ or fixed billing contracts instead of on a cost-plus basis, which enables us to optimize resource allocation. Our profit from continuing operations was ₹ 692.21 million, ₹ 1,218.34 million and ₹ 1,073.69 million in Fiscal 2019, 2020 and 2021, respectively. Our total income was ₹ 18,298.45 million, ₹ 19,404.31 million and ₹ 16,745.82 million in Fiscal 2019, 2020 and 2021, respectively. Our EBITDA from continuing operations was ₹ 1,810.67 million, ₹ 2,526.76 million and ₹ 2,317.39 million in Fiscal 2019, 2020 and 2021, respectively, and EBITDA Margins (as a percentage of total income) were 9.90%, 13.02% and 13.84%%, respectively. Our ROE in Fiscal 2019, 2020 and 2021 was 11.92%, 17.42% and 13.75%, respectively, and ROCE in the same periods was 13.95%, 17.47% and 15.62%, respectively. In Fiscal 2019, 2020 and 2021, our Net Worth was ₹ 5,804.86 million, ₹ 6,994.92 million and ₹ 7,811.32 million, respectively.

PRESENTATION OF FINANCIAL INFORMATION

Our restated consolidated statement of assets and liabilities as of March 31, 2019, March 31, 2020 and March 31, 2021 and the restated consolidated statement of profit and loss, cash flow and changes in equity for the years ended March 31, 2019, March 31, 2020 and March 31, 2021 together with the statement of significant accounting policies, and other explanatory information thereon (collectively, the "**Restated Financial Statements**"), have been derived from our audited consolidated financial statements as at and for the years ended March 31, 2019, March 31, 2020 and March 31, 2021 prepared in accordance with the Ind AS, prescribed under Section 133 of the Companies Act, 2013, and restated in accordance with the SEBI ICDR Regulations and the Guidance Note on "*Reports in Company Prospectuses (Revised 2019)*" issued by ICAI.

New and Amended Standards adopted by our Company

Our Company has applied following standards and its amendments requires changes in the Restated Financials Statement:

IND AS 116 - Leases

Ind AS 116 "Leases", notified by the Ministry of Corporate Affairs ("MCA") on March 30, 2019 supersedes Ind AS 17 Leases, including Appendix A of Ind AS 17 Operating Leases-Incentives, Appendix B of Ind AS 17 Evaluating the Substance of Transactions Involving the Legal Form of a Lease and Appendix C of Ind AS 17, Determining whether an Arrangement contains a Lease. The standard sets out the principles for the recognition, measurement, presentation and disclosure of leases and requires lessees to recognise most leases on the balance sheet.

Lessor accounting under Ind AS 116 is substantially unchanged from Ind AS 17. Lessors will continue to classify leases as either operating or finance leases using similar principles as in Ind AS 17. Therefore, Ind AS 116 did not have an impact for leases where our Company is the lessor.

Our Company adopted Ind AS 116 using the full retrospective method application from 1 April 2018.

We also elected to use the recognition exemptions for lease contracts that, at the commencement date, have a lease term of 12 months or less and do not contain a purchase option (short-term leases), and lease contracts for which the underlying asset is of low value (low-value assets).

Discontinued Operations

On February 11, 2019, the Board of Directors decided to discontinue the Rural Electrification (RE) projects business. While we shall not be taking up new RE projects, the ongoing projects shall be completed and we will continue to fulfil our obligations towards closed and ongoing projects.

We have disclosed a single amount in the statement of profit and loss comprising the total of the post-tax profit or loss of discontinued operations separately from the results from continuing operations as per the requirements of Ind-AS 105, 'Non-current Assets Held for Sale and Discontinued Operations'. We have also represented the above disclosures for prior periods presented in the financial statements so that the impact of the discontinued business is presented for Fiscal 2019, 2020 and 2021. Accordingly, unless otherwise indicated or the context otherwise requires, financial information disclosed in this section that is based on or derived from the restated statement of profit and loss for the years ended March 31, 2019, 2020 and 2021 is with respect to our continuing operations, and financial information based on or derived from the restated statement of assets and liabilities as of the years ended March 31, 2019, 2020 and 2021, is with respect to our continuing and discontinued operations.

As of March 31, 2021, our continuing operations entirely comprised of provision of integrated services, emergency response services, waste management services and facility management projects. In Fiscal 2019 and 2020, profit from discontinued operations were ₹ 152.96 million and ₹ 6.70 million, respectively, while in Fiscal 2021 there was a loss for the year from discontinued operations ₹ 212.68 million, respectively, while profit from continuing operations were ₹ 692.21 million, ₹ 1,218.34 million and ₹ 1,073.69 million respectively. For disclosures as per Ind-AS 105, 'Non-current Assets Held for Sale and Discontinued Operations' for Fiscals 2019, 2020 and 2021, see "*Restated Financial Statements – Annexure V – Note 39 – Discontinued Operations*" on page 255. Accordingly, total revenue in future periods may not be comparable to prior periods, unless we are able to augment the revenues from the continuing operations.

Functional and presentation currency

The Restated Financial Statements are presented in Indian Rupees (₹), which is our Company's functional currency. All amounts have been rounded-off to the nearest million, unless otherwise stated.

FACTORS AFFECTING RESULTS OF OPERATIONS AND FINANCIAL CONDITION

The continuing impact of the COVID-19 pandemic on our business and operations

Governments around the world have instituted measures in an effort to control the spread of COVID-19. In India, the Government of India initially announced a country-wide lockdown starting on March 24, 2020, which has been subject to successive extensions since then, particularly in Maharashtra, where we are headquartered. Further, various states in India where we operate have also subsequently imposed state-specific restrictions from time to time. While certain states, including state of Maharashtra, where our Registered Office is located, have gradually lifted such restrictions, there can be no assurance that fresh lockdowns will be imposed in future. These measures have led to a significant decline in economic activities.

The full extent and duration of the impact of the COVID-19 pandemic on our business and operations is currently unknown, and depends on future developments that are uncertain. Any negative outcome may have a significant and adverse effect on our business, operations and our future financial performance. As a result of the scale of the pandemic and the speed at which the local and global community has been impacted, our quarterly and annual revenue growth rates and expenses as a percentage of our revenues may differ significantly from our historical rates, and our future operating results may fall below expectations. The impact of the pandemic on our business, operations and future financial performance include, but are not limited to the following:

- The closure of non-essential services, universities, schools, stores, restaurants and other key service providers has created inherent challenges in our business, particularly for our integrated services business. Government lockdowns and restrictions temporarily caused our clients to cease carrying out their business activities, which in turn has compelled us to cease providing our regular services to them. In particular, the government restrictions significantly affected the industrial and consumer sector, and the transport and transit infrastructure sector, the sectors in which we primarily operate. As a result, a number of our client work sites were not operational during the lockdown leading to a decline in the volume of our integrated services business and delayed collections from clients. While we have experienced increased volume of integrated services business from existing clients and new clients since the restrictions and lockdowns have been gradually lifted and our emergency response and waste management services have remained largely unaffected, there can be no assurance that this will entirely offset the impact of the lockdown on our results of operations. We may therefore record a decrease in our revenue from operations in our quarterly results as compared to the corresponding period before COVID-19. In addition, long-term closure of our clients' businesses may compel them to delay payments due to us for services provided, or terminate their arrangements with us altogether by enforcing force majeure clauses or exercising their right to terminate contracts without stating cause, resulting in early termination of our arrangements.

- Due to the reduced economic activity and closure of non-essential services, a number of our client work sites were not operational during the lockdowns enforced by the government. As a result a number of our workforce that were deployed at those client work sites had returned to their cities/ towns/ villages. We therefore did not process salaries for this portion of our workforce and also recorded reduced material costs and employee benefit expenses in values for this period. While the central government mandated lockdowns and restrictions are gradually being lifted, a portion of our workforce has been returning to client work sites and we have been processing salaries for such workforce and incurring material costs towards these services. However, state governmental restrictions have been inconsistent and it is not clear when a complete return to all worksite locations or travel will be permitted or what restrictions will be in place in those environments. The extent and/ or duration of ongoing workforce restrictions and limitations could impose constraints on our ability to continue to provide our services in the same scale as we did previously.

- Adverse impact to our total income, EPS and growth rates, particularly if operating expenses do not decrease at the same pace as revenue declines. Some of our expenses are less variable in nature and may not correlate to changes in revenues, such as rental expenses incurred towards our offices, depreciation and fixed employee benefit expenses.

- Additionally, as most of our employees are deployed at client worksites, they are exposed to other individuals as part of their daily activities. If any of our employees are identified as a possible source of spreading COVID-19 or any other similar infectious disease, pandemic/ epidemic, or are exposed to such source during the course of their employment with us, we may be responsible for their treatment and recovery expenses, and may also be required to quarantine employees that are suspected of being infected, as well as others that have come into contact with those employees. For instance, under the terms of agreements with certain clients, we are liable to indemnify the client for losses arising out of infectious diseases that are traced to a source within our employees. Occurrence of such events may cause disruptions in our operations and affect our ability to continue to provide timely services to our clients, and compel us to reimburse and indemnify our clients, which may adversely affect our financial condition and results of operations.

- Further, the Ministry of Home Affairs and Ministry of Labour and Employment, Government of India, issued orders requiring all employers to continue paying wages of employees, and prohibiting termination or retrenchment of employees, as a result of the pandemic. Although, some of these orders were subsequently withdrawn, these and any other measures taken by authorities that regulate our operations may impact our operations. Any unexpected or onerous requirements or regulations resulting from the pandemic or any changes in laws, or the promulgation of new laws, rules and regulations relating to our operations as a response to the pandemic may have a material adverse effect on our business, financial condition and results of operations.

The extent to which the COVID-19 impacts our business and results will depend on future developments, which are highly uncertain and cannot be predicted, such as new information which may emerge concerning the severity of the coronavirus, future waves and variants, and the actions taken globally to contain the coronavirus, including efficacy of the vaccines to treat its impact, among others.. As a result of these uncertainties, the impact may vary significantly from that estimated by our management from time to time, and any action to contain or mitigate such impact, whether government-mandated or opted by us, may not have the anticipated effect or may fail to achieve its intended purpose altogether. Existing insurance coverage may not provide protection for all costs that may arise from all such possible events.

Employee benefits expenses and employee relations

Our business is labour intensive and employee benefit expenses constitute the largest component of our total expenses, i.e. ₹ 11,031.36 million, ₹ 11,579.69 million and ₹ 10,621.15 million or 62.93%, 64.30% and 68.36% of our total expenses for Fiscal 2019, 2020 and 2021, respectively. As of March 31, 2021, we employed over 57,000 personnel as part of our operations. Increases in our employee benefits payment obligations, whether as a result of a negotiated increase by our employees or due to changes in applicable laws, including minimum wage laws, which we are unable to pass on to our clients, in a timely manner, or at all, could have a significant impact on our total expenses and consequently our financial condition. In addition, we rely on our employees to render services at our clients' premises and in the event our employee relationships deteriorate or if we experience labour unrest, strikes and other labour action, there could be an adverse impact on our delivery of services to customers.

Our ability to scale up our business, including entering into high margin verticals

Changes in the revenue mix from our business segments are likely to continue to have an impact on our financial condition and results of operations, as each business segment has varying operating margins. Our integrated services business is a low margin business that relies on scale and volumes for overall profitability. Any increase in profitability levels in the integrated services business will be driven by our ability to extract scale-related efficiencies through continued investments in operational and technological infrastructure. We intend to enhance and expand our presence in both existing and new target industries, as well as expand our technology platform. A failure to enter high margin sectors will adversely affect our business strategy and our future results of operations. We also continue to explore ways to improve our processes and systems and strengthen our operational infrastructure, enabling us to achieve operation excellence, particularly in our ability to identify the right human resources and to provide our clients consistently high levels of quality and reliability.

We intend to continue to invest in businesses, industries and geographies that we believe present scope for margin accretive growth. With a comprehensive range of service offerings, we are well positioned to focus on cross selling opportunities across the various business verticals to improve operating margins. As a result, our ability to enter and grow our high margin businesses is expected to have a significant effect on our results of operations.

Competition

As an integrated services company providing a range of business services, we compete with a range of organized and unorganized competitors depending on the nature and location of services provided. Many of the industries that we operate in have low entry barriers. As a result, we face competition from both the unorganized segment and from established players with substantial marketing and financial resources at their disposal. We expect competition levels to remain high, which could constrain our ability to maintain or increase our market share or profitability. We believe that we stand differentiated vis-à-vis our competitors due to our recruitment abilities across business segments and due to our positioning as an integrated services provider across a range of industries. Our continued success depends on our ability to compete effectively by providing high-quality service levels, developing strong relationships with, and delivering value-added services to, our existing and future clients.

Government policies and general economic factors

Revenue generated from service contracts with government institutions and public sector undertakings (including for integrated services provided, emergency response services and waste management services) represented 75.08%, 70.28% and 72.48% of our total income in Fiscal 2019, 2020 and 2021, respectively. Our business and revenues are therefore substantially dependent on projects awarded by government establishments, including central, state and local authorities and agencies and public sector undertakings. Any adverse changes in government policies and budgetary allocation resulting from a change in government policies or priorities, could materially and adversely affect our financing, capital expenditure, revenues, development or operations relating to our existing and proposed projects as well as our ability to participate in competitive bidding or negotiations for our future projects. Further, policies not limited to our services rendered but largely affecting India could also affect the manner in which we carry out and intend to carry out our operations.

Demand for our services is also significantly affected by the general level of economic activity and economic conditions in the various geographies and sectors in which we operate. Deterioration in economic conditions in any of the key sectors that we operate in may lead to lower demand for our services as the use of temporary employees may decrease. Any deterioration in global markets may also have a corresponding effect on our operations as some of our top clients are multinational corporations with operations in India. Any decision by our multinational clients to reduce or exit their emerging markets operations may have a significant adverse impact on our business and financial performance.

The regulatory environment for the labor market in India

The integrated services sector is subject to complex laws and regulations, which vary from state to state in India and are subject to change. We are subject to laws and regulations relating to employee welfare and benefits such as minimum wage and maximum working hours, overtime, working conditions, non-discrimination, hiring and termination of employees, employee compensation, employee insurance, bonus, gratuity, provident fund, pension, superannuation, leave benefits and other such employee benefits. Employee benefit expenses constituted the largest component of our total expenses, i.e., ₹ 11,031.36 million, ₹ 11,579.69 million and ₹ 10,621.15 million, and represented 60.29%, 59.68% and 63.43% of our total income in Fiscal 2019, 2020 and 2021, respectively. Changes in laws or government regulations may result in prohibition or restriction of certain types of employment services we are permitted to offer.

In the event of any changes in the welfare requirements under labour legislations applicable to us such as the CLRA Act, state specific shops and establishments laws, Employees Provident Funds Act and Employee State Insurance Act, employee benefits payable by us may increase, and there can be no assurance that we will be able to recover such increased amounts from our clients in a timely manner, or at all. For instance, as a result of the wage revision in the National Capital Territory of Delhi in February 2018, we recorded reduced margins in some of our ongoing fixed-fee contracts, as the nature of these contracts did not allow us the flexibility to pass on such increase costs to our clients. Further, various amendments have been made to the Payment of Bonus Act, 1965, with respect to the definition of an employee under the act, and which are proposed to be applied retrospectively with effect from April 1, 2014. As the decision for such retrospective application is pending with the courts, we have considered the application of the amendment prospectively from Fiscal 2016, and have accordingly disclosed contingent liabilities for such employee dues amounting to ₹ 57.52 million for each of the years ended March 31, 2019, 2020 and 2021. In addition, the Supreme Court of India has, in its judgment dated February 28, 2019, clarified the components of basic wages that need to be considered by companies while determining the amount of provident fund contributions to be made by the employer.

Similar such changes in or interpretations of existing laws and judicial decisions, or promulgation of new laws, rules and regulations, including the Code on Wages, 2019 which is proposed to replace several labour legislations such as the Minimum Wages Act, the Payment of Wages Act, the Equal Remuneration Act, 1976 and the Payment of Bonus Act, 1965, could result in us incurring increased costs relating to compliance with such new requirements. Wage revisions in particular may adversely impact our costs, specifically in circumstances where we have entered into fixed-fee contracts, with limited ability to pass on increased wage costs to our clients, or renegotiate these arrangements to account for such wage increases.

Variations on assumptions underlying our fixed-fee contracts

We negotiate pricing terms for a particular contract utilizing a range of pricing structures and conditions, including personnel and materials contracts, fixed-fee contracts/ output based contracts, and contracts with features of a mix of such pricing models. Our pricing is dependent on our internal forecasts, which may be based on limited data and could prove to be inaccurate. The profitability of our contracts will generally depend on our ability to successfully calculate prices by taking into consideration all economic factors, and to manage day-to-day operations under these contracts. Generally, integrated services are more challenging to price due to their scope and complexity as compared to single service contracts, and the complexities may increase to the extent that the contract relates to the performance of newly outsourced services in multiple geographies. In addition, our contracts generally include performance related measures for our services, and may limit our ability to adjust fully or on a timely basis our prices as our costs increase or according to an inflation index or other appropriate indices and, in the case of replacing in-house services or existing service providers, may involve the transfer of existing employees to us and the integration of such employees into our workforce, all of which increases the risk associated with our contracts and could impact profitability. The nature of the fixed-fee contracts might create a financial burden due to the inability of the Company to pass on the increased expenditure to the client in the event of changes in the legal framework, which might result in cost fluctuations incurred towards the manpower engaged.

We may not be able to accurately predict costs and identify risks associated with these contracts or the complexity of the services, which may result in lower than expected margins, losses under these contracts or even the loss of clients, all of which may have a material adverse effect on our business, results of operations or financial condition. In addition, we are also exposed to unforeseen changes in the scope of existing contracts, either in terms of pricing or volume and quality of services that may occur as a result of any changes in the general business or internal management and industry-practice of our clients. For instance, due to the COVID-19 pandemic, closure of non-essential services and premises may lead to reduced demand for manpower supply and integrated services in the short-term. As a result, we have had to restructure few of our contracts with clients that requested for reduced margins/ extended payment schedules. The COVID-19 crisis has had a strong negative impact on the FM market in India (*Source: F&S Report*). Additional requirements for new services such as deep cleaning, contactless services, soft-hygiene services, have been created due to the pandemic (*Source: F&S Report*). There are new revenue streams emerging and contracts are likely to get restructured in favour of FM companies to accommodate additional services. (*Source: F&S Report*). We may therefore be compelled to renegotiate our short-term arrangements with clients to remain competitive, and evaluate our longer-term assignments to maintain our profitability and margins. In the event we fail to accurately assess our pricing terms, or are unable to efficiently factor in the dynamic situation flowing from the COVID-19 pandemic, our results of operations and business prospects may be adversely affected. The potential effects of these risks may also increase as we enter into larger contracts. The potential effects of these risks may also increase as we enter into larger contracts.

PRINCIPAL COMPONENTS OF INCOME AND EXPENDITURE

Total Income

Revenue from Operations

Revenue from operations comprises revenue from rendering of services, sale of goods, and display of advertisements.

For the purposes of this Draft Red Herring Prospectus, we have presented revenue from operations by segment in our Restated Financial Statements:

- Revenue from operations generated under our facility services business comprises revenue generated for providing (i) integrated services, (ii) emergency response services, and (iii) waste management services.

- Revenue on service/ maintenance contracts is recognized on straight-line basis over the period of the contract on performance of the services.

- Revenue from operations generated under our facility projects business comprises revenue generated from horticultural and landscaping contracts, lake development/ rejuvenation contracts, and projects such as installation of LED street lights.

Other Income

Other income comprises (i) interest income under effective interest method on deposits with banks and others, (ii) foreign exchange fluctuation gain (net), (iii) finance income on lease receivables; (iv) interest income on financial assets at amortized cost; (v) change in fair value of financial liability; and (vi) miscellaneous income.

Interest income is recognised using effective interest rate method (EIR). Transactions in foreign currency are recorded at exchange rates prevailing at the date of transactions. Exchange differences arising on foreign exchange transactions settled during the year are recognised in the statement of profit and loss of the year.

Expenditure

Total expenditure includes (i) cost of material consumed; (ii) purchases of stock-in-trade; (iii) employee benefits expense, (iv) finance costs, (v) depreciation and amortization expense; and (vi) other expenses.

Employee Benefits Expense

Employee benefits expense includes (i) salaries, wages and allowances, (ii) contribution to provident fund and other funds, and (iii) staff welfare expenses.

Employee benefits including salaries and wages, bonus and compensated absences, payable wholly within 12 months of rendering the service are classified as short-term employee benefits and are recognised in the period in which the employee renders the related service.

Finance Costs

Finance costs include (i) interest expense on borrowings from banks, on borrowings from others and on optionally convertible debentures; and (ii) other borrowing costs, which includes charges on account of guarantee commission, LC and renewal of credit facilities.

Other Expenses

Other expenses include (i) subcontracting charges; (ii) freight, octroi and transportation; (iii) equipment hiring charges; (iv) retainership fees; (v) power and fuel; (vi) rent; (vii) rates and taxes; (viii) repairs and maintenance on machinery and others; (ix) insurance; (x) travelling and conveyance; (xi) communication; (xii) advertisement and sales promotions; (xiii) printing and stationery; (xiv) legal and professional charges; (xv) auditors' remuneration; (xvi) impairment loss; (xvii) corporate social responsibility expenses; (xviii) provision for expected credit loss; (xix) bad debts and deposits written off; and (xx) miscellaneous expenses.

Key components of other expenses are explained below:

- Subcontracting expenses relate to costs incurred for sub-contracting certain labour and material works. We typically sub-contract certain functions depending on the region, specialization required and risks involved. For instance, we sub-contract specialized and high-risk works such as elevator maintenance services that may be part of a bundled integrated services contract.

- Repair and maintenance expenses mainly relate to cost incurred on the fleet of vehicles deployed in Emergency Response services and Waste management services. This also includes expenditure on upkeep of machinery and equipment utilized for providing integrated services.

- Retainership fees are paid primarily to medical professionals engaged by us for providing emergency medical response services. These professionals include doctors and paramedics.

- Provision for expected credit loss are made towards expected impairment loss on financial assets, including with respect to dues pending from clients, based on ageing of the particular profile and movement of such profile.

- Bad debts and deposits written-off are incurred as a result of advances/ deposits that are considered not recoverable based on management estimates on a case to case basis. These include debts due from clients as well as write-offs of advances made to vendors/ debts due from vendors.

Depreciation and Amortization Expense

Depreciation represents depreciation on our fixed assets including furniture and fixtures, vehicles, computers and peripherals, plant and equipment, office equipment, buildings and leasehold improvements, and investment property. Amortization represents amortization of intellectual property on proprietary technology- software, right of use of certain assets (office premises) and goodwill.

NON-GAAP MEASURES

Earnings before Interest, Taxes, Depreciation and Amortization Expenses ("EBITDA") from continuing operations / EBITDA Margin

EBITDA from continuing operations/ EBITDA presented in this Draft Red Herring Prospectus is a supplemental measure of our performance and liquidity that is not required by, or presented in accordance with, Ind AS, Indian GAAP, IFRS or US GAAP. Further, EBITDA from continuing operations/ EBITDA is not a measurement of our financial performance or liquidity under Ind AS, Indian GAAP, IFRS or US GAAP and should not be considered in isolation or construed as an alternative to cash flows, profit/ (loss) for the years/ period or any other measure of financial performance or as an indicator of our operating performance, liquidity, profitability or cash flows generated by operating, investing or financing activities derived in accordance with Ind AS, Indian GAAP, IFRS or US GAAP. In addition, EBITDA from continuing operations/ EBITDA is not a standardised term, hence a direct comparison of EBITDA between companies may not be possible. Other companies may calculate EBITDA differently from us, limiting its usefulness as a comparative measure. Although EBITDA from continuing operations/ EBITDA is not a measure of performance calculated in accordance with applicable accounting standards, our Company's management believes that it is useful to an investor in evaluating us because it is a widely used measure to evaluate a company's operating performance.

Reconciliation of EBITDA from continuing operations and EBITDA Margin to profit from continuing operations

The table below reconciles profit from continuing operations to EBITDA from continuing operations. EBITDA from continuing operations is calculated as profit from continuing operations plus total tax expenses, depreciation and amortization expenses, and finance costs while EBITDA Margin from continuing operations is the percentage of EBITDA from continuing operations divided by total income.

Particulars	Fiscal		
	2019	2020	2021
	(₹ million)		
Profit from continuing operations	**692.21**	**1,218.34**	**1,073.69**
Adjustments:			
Add: Tax Expenses	76.06	177.60	135.16
Add: Finance Costs	854.84	910.57	861.88
Add: Depreciation and Amortization	187.56	220.25	246.66
Earnings before interest, taxes, depreciation and amortization expenses (EBITDA) from continuing operations (A)	1,810.67	2,526.75	2,317.39
Total Income (B)	**18,298.45**	**19,404.31**	**16,745.82**
EBITDA Margin (EBITDA from continuing operations as a percentage of total income) from continuing operations (A/B)	**9.90%**	**13.02%**	**13.84%**

The increase in EBITDA Margin from 9.90% in Fiscal 2019 to 13.02% in Fiscal 2020 is mainly attributable to reduction in other expenses by 17.48% from ₹ 4,172.99 million in Fiscal 2019 to ₹ 3,443.62 million in Fiscal 2020. The EBITDA Margins increased from 13.02% in Fiscal 2020 to 13.84% in Fiscal 2021 primarily on account of reduction in other expenses by 23.35% from ₹ 3,443.62 million in Fiscal 2020 to ₹ 2,639.68 million in Fiscal 2021, reduction in employee benefit expense by 8.28% from ₹11,579.69 million in fiscal 2020 to ₹ 10,621.15 million and reduction in cost of material consumed by 37.03% from ₹1,854.24 million in fiscal 2020 to ₹ 1,167.60 million.

RESULTS OF OPERATIONS

The following table sets forth certain information with respect to our results of operations for the periods indicated:

	Fiscal 2019		Fiscal 2020		Fiscal 2021	
	Amount	Percentage of Total Income	Amount	Percentage of Total Income	Amount	Percentage of Total Income
	(₹ million)	(%)	(₹ million)	(%)	(₹ million)	(%)
Income						
Revenue from operations	18,182.14	99.36%	19,301.17	99.47%	16,677.22	99.59%
Other income	116.31	0.64%	103.14	0.53%	68.60	0.41%
Total Income	**18,298.45**	**100.00%**	**19,404.31**	**100.00%**	**16,745.82**	**100.00%**
Expenses						
Cost of material consumed	1,283.43	7.01%	1,854.24	9.56%	1,167.60	6.97%

	Fiscal 2019		Fiscal 2020		Fiscal 2021	
	Amount	Percentage of Total Income	Amount	Percentage of Total Income	Amount	Percentage of Total Income
	(₹ million)	(%)	(₹ million)	(%)	(₹ million)	(%)
Employee benefits expense	11,031.36	60.29%	11,579.69	59.68%	10,621.15	63.43%
Finance costs	854.84	4.67%	910.57	4.69%	861.88	5.15%
Depreciation and amortization expense	187.56	1.03%	220.25	1.14%	246.66	1.47%
Other expenses	4,172.99	22.81%	3,443.62	17.75%	2,639.68	15.76%
Total Expenses	**17,530.18**	**95.80%**	**18,008.36**	**92.81%**	**15,536.97**	**92.78%**
Profit before tax from continuing Operations	**768.27**	**4.20%**	**1,395.99**	**7.19%**	**1,208.85**	**7.22%**
Tax expenses						
- Current tax	(216.84)	(1.19)%	(335.31)	(1.73)%	(409.02)	(2.44)%
- Deferred tax (including MAT credit utilization)	140.78	0.77%	157.71	0.81%	273.86	1.64%
Profit from continuing Operations	**692.21**	**3.78%**	**1,218.34**	**6.28%**	**1,073.69**	**6.41%**
Discontinued Operation						
(Loss)/ profit from discontinued operation before tax	(154.80)	(0.85)%	(105.02)	(0.54)%	(308.78)	(1.84)%
Tax expense of discontinued operation	307.76	1.68%	111.72	0.58%	96.10	0.57%
(Loss)/ profit from discontinued operation (net of tax)	**152.96**	**0.84%**	**6.70**	**0.03%**	**(212.68)**	**(1.27)%**
Profit for the year	**845.17**	**4.62%**	**1,225.04**	**6.31%**	**861.01**	**5.14%**
Profit attributable to non-controlling interest	(0.38)	0.00%	(0.80)	0.00%	2.14	0.01%
Share of Profit / (loss) of joint venture	(0.08)	0.00%	(1.07)	(0.01)%	(0.53)	0.00%
	844.71	**4.62%**	**1,223.17**	**6.30%**	**862.62**	**5.15%**
Other Comprehensive Income						
Items that will not be reclassified to Statement of Profit and Loss						
Re-measurement of defined benefit plan	(41.71)	(0.23)%	(50.99)	(0.26)%	(67.75)	(0.40)%
Income tax effect relating to above item	14.43	0.08%	17.83	0.09%	23.67	0.14%
Other comprehensive income for the year (net of tax)	**(27.28)**	**(0.15)%**	**(33.16)**	**(0.17)%**	**(44.08)**	**(0.26)%**
Total Comprehensive Income attributable to						
Owners of the Group	817.81	4.47%	1,190.81	6.14%	816.40	4.88%
Non-controlling interest	(0.38)	0.00%	(0.80)	0.00%	2.14	0.01%
Total comprehensive income for the year	**817.43**	**4.47%**	**1,190.01**	**6.13%**	**818.54**	**4.89%**

FISCAL 2021 COMPARED TO FISCAL 2020

Total Income

Total income reduced by 13.70% from ₹ 19,404.31 million in Fiscal 2020 to ₹ 16,745.82 million in Fiscal 2021, mainly attributable to impact of COVID-19 pandemic. For further information, see " – *Factors Affecting Results of Operations and Financial Condition – The continuing impact of the COVID-19 pandemic on our business and operations*".

Revenue from Operations

Revenue from operations decreased by 13.59% from ₹ 19,301.17 million in Fiscal 2020 to ₹ 16,677.22 million in Fiscal 2021, primarily as a result of the impact of COVID-19 and due to lockdowns and closure of business offices of our customers of facility services.

The following table sets forth certain information relating to our revenue from operations presented in accordance with our business segments in the periods indicated:

Particulars	Fiscal 2020		Fiscal 2021	
	Amount	Percentage of Revenue from Operations	Amount	Percentage of Revenue from Operations
	(₹ million)	(%)	(₹ million)	(%)
Facility Services Revenue				
• Integrated Services	12,881.74	66.74%	10,467.23	62.76%
• Emergency Services	4,688.14	24.29%	4,045.08	24.26%
• Waste Management Services	1,665.20	8.63%	1,772.55	10.63%
Total Facility Services Revenue	**19,235.08**	**99.66%**	**16,284.88**	**97.65%**
Facility Projects Revenue	66.09	0.34%	392.36	2.35%
Total Revenue from Operations	**19,301.17**	**100.00%**	**16,677.22**	**100.00%**

Facility Services Revenue

Revenue from our facility services business reduced by 15.34% from ₹ 19,235.08 million in Fiscal 2020 to ₹ 16,284.86 million in Fiscal 2021, primarily due to a decrease in revenue from integrated services that reduced by 18.74% from ₹ 12,881.74 million in Fiscal 2020 to ₹ 10,467.23 million in Fiscal 2021. The reduction in revenue from integrated services was attributable to the impact of COVID-19 on our operations. The reduction increase in revenue from Emergency services reduced is mainly attributable to completion of a contract during first Quarter of Fiscal 2021. Revenue from waste management services increased by 6.45% from ₹ 1,665.21 million in Fiscal 2020 to ₹ 1,772.55 million in Fiscal 2021, primarily as a result of new contracts.

Facility Projects Revenue

Revenue from facility projects increased from ₹ 66.09 million in Fiscal 2020 to ₹ 392.36 million in Fiscal 2021, primarily due to new projects completed in Fiscal 2021.

Other Income

Other income decreased by 33.49% from ₹ 103.14 million in Fiscal 2020 to ₹ 68.60 million in Fiscal 2021. Other income represented 0.53% and 0.41% of our revenue from operations in Fiscal 2020 and Fiscal 2021, respectively. The decrease in other income was primarily attributable to a decrease in finance income on lease receivables, which decreased by 58.28% from ₹ 48.56 million in Fiscal 2020 to ₹ 20.26 million in Fiscal 2021, due to the contracts being in the last year of completion.

Expenditure

Total expenses decreased by 13.72% from ₹ 18,008.37 million in Fiscal 2020 to ₹ 15,536.97 million in Fiscal 2021, primarily as a result of reduction in overall operations due to COVID-19.

The following table sets forth certain information relating to our expenditure items expressed as a percentage of revenue from operations in the periods indicated:

	Fiscal 2020		Fiscal 2021	
	Amount	Percentage of Revenue from Operations	Amount	Percentage of Revenue from Operations
	(₹ million)	(%)	(₹ million)	(%)
Cost of material consumed	1,854.24	9.61%	1,167.60	7.00%
Employee benefits expense	11,579.69	59.99%	10,621.15	63.69%
Finance costs	910.57	4.72%	861.88	5.17%
Depreciation and amortization expense	220.25	1.14%	246.66	1.48%
Other expenses	3,443.62	17.84%	2,639.68	15.83%
Total Expenses	**18,008.36**	**93.30%**	**15,536.97**	**93.16%**

Cost of Materials Consumed

Cost of materials consumed reduced by 37.03% from ₹ 1,854.24 million in Fiscal 2020 to ₹ 1,167.60 million in Fiscal 2021, as a result of reduction in overall operations due to COVID-19, and change in revenue mix within the Integrated Services segment.

Employee Benefit Expense

Employee benefits expense decreased by 8.28% from ₹ 11,579.69 million in Fiscal 2020 to ₹ 10,621.15 million in Fiscal 2021, primarily as a result of a reduction in salaries, wages and allowances which reduced by 8.15% from ₹ 10,493.25 million in Fiscal 2020 to ₹ 9,638.07 million in Fiscal 2021. The reduction in salaries, wages and allowances was primarily driven by reduction in headcount and our level of operations due to COVID-19.

The decrease in contribution to provident and other funds, which decreased by 9.81% from ₹ 1,001.45 million in Fiscal 2020 to ₹ 903.25 million in Fiscal 2021, was driven by reduction on salaries, wages and allowances. Staff welfare expenses also decreased by 6.07% from ₹ 84.99 million in Fiscal 2020 to ₹ 79.83 million in Fiscal 2021, as a result of reduction in average head count during the Fiscal 2021 on account of COVID-19 lockdowns.

Finance Costs

Finance costs decreased by 5.35% from ₹ 910.57 million in Fiscal 2020 to ₹ 861.88 million in Fiscal 2021, driven by a reduction in interest expense on borrowings from banks, from ₹ 797.36 million in Fiscal 2020 to ₹ 740.08 million in Fiscal 2021, due to reduction in average utilisation of short-term borrowings.

Depreciation and Amortization Expenses

Depreciation and amortization expenses increased by 11.99% from ₹ 220.25 million in Fiscal 2020 to ₹ 246.66 million in Fiscal 2021, relating primarily to the full year impact of depreciation on assets capitalized towards the end of Fiscal 2020.

Other Expenses

Other expenses decreased by 23.35% from ₹ 3,443.62 million in Fiscal 2020 to ₹ 2,639.68 million in Fiscal 2021, primarily driven by a decrease in:

- Subcontracting charges by 46.80% from ₹ 704.82 million in Fiscal 2020 to ₹ 374.98 million in Fiscal 2021, primarily as a result of change in revenue mix within the integrated services segment;

- Equipment hiring charges by 25.67% from ₹ 129.20 million in Fiscal 2020 to ₹ 96.03 million in Fiscal 2021, as a result of reduction in operations level due to COVID-19;

- Power and fuel charges by 21.14% from ₹ 871.56 million in Fiscal 2020 to ₹ 687.33 million in Fiscal 2021;

- Rent by 65.58% from ₹ 159.90 million in Fiscal 2020 to ₹ 55.03 million in Fiscal 2021, due to offices being non-operative due to nation-wide lockdowns imposed in Fiscal 2021;

- Travelling and conveyance by 39.64% from ₹ 78.70 million in Fiscal 2020 to ₹ 47.50 million in Fiscal 2021;

- Bad debts and deposits written off from ₹ 106.62 million in Fiscal 2020 to nil in Fiscal 2021, due to non-recoverable amounts being written off in Fiscal 2020; and

- Miscellaneous expenses by 79.85% from ₹ 84.61 million in Fiscal 2020 to ₹ 17.05 million in Fiscal 2021.

The decreases were partially offset by an increase in expected credit loss that increased from ₹ 28.32 million in Fiscal 2020 to ₹ 143.22 million in Fiscal 2021, primarily as a result of change in mix of trade receivables, rates and taxes that increased from ₹ 28.08 million in Fiscal 2020 to ₹ 58.09 million in Fiscal 2021, due to payment of tax balances for earlier years.

Profit Before Tax from Continuing Operations

Profit from continuing operations before tax for the period decreased by 13.40% from ₹ 1,395.94 million in Fiscal 2020 to ₹ 1,208.85 million in Fiscal 2021.

For information on segment results, see "*Restated Financial Statements – Annexure V – Note 34 – Operating Segments*" on page 245.

Tax Expense

Tax expenses decreased from ₹ 177.60 million in Fiscal 2020 to ₹ 135.16 million in Fiscal 2021, as a result of a decrease in current tax by 21.98% from ₹ 335.31 million in Fiscal 2020 to ₹ 409.02 million in Fiscal 2021. This decrease was in line with the decreased profit before tax in Fiscal 2021 as compared to Fiscal 2020.

Profit from Continuing Operations

For the reasons discussed above, profit from continuing operations decreased by 11.87% from ₹ 1,218.34 million in Fiscal 2020 to ₹ 1,073.69 million in Fiscal 2021.

Profit from Discontinued Operations

Profit from discontinued operations decreased significantly from profit of ₹ 6.70 million in Fiscal 2020 to loss of ₹ 212.68 million in Fiscal 2021, primarily due to the increase in operating and other expenses, driven by increased provision of expected credit loss in Fiscal 2021 on account of change in mix of trade receivables.

Profit for the Year

For the reasons discussed above, profit for the year decreased by 29.48% from ₹ 1,223.17 million in Fiscal 2020 to ₹ 862.62 million in Fiscal 2021.

Total Comprehensive Income for the Year

Our total comprehensive income decreased by 31.22% from ₹ 1,190.01 million in Fiscal 2020 to ₹ 818.54 million in Fiscal 2021.

FISCAL 2020 COMPARED TO FISCAL 2019

Total Income

Total income increased by 6.04% from ₹ 18,298.45 million in Fiscal 2019 to ₹ 19,404.31 million in Fiscal 2020, attributable to an increase in revenue from operations.

Revenue from Operations

Revenue from operations increased by 6.15% from ₹ 18,182.14 million in Fiscal 2019 to ₹ 19,301.17 million in Fiscal 2020, primarily as a result of increase in facility services revenue and facility projects revenue.

The following table sets forth certain information relating to our revenue from operations presented in accordance with our business segments in the periods indicated:

Particulars	**Fiscal 2019**		**Fiscal 2020**	
	Amount	**Percentage of Revenue from Operations**	**Amount**	**Percentage of Revenue from Operations**
	(₹ million)	**(%)**	**(₹ million)**	**(%)**
Facility Services Revenue				
• Integrated Services	11,691.38	64.31%	12,881.74	66.74%
• Emergency Services	4,882.33	26.85%	4,688.14	24.29%
• Waste Management Services	1,586.25	8.72%	1,665.20	8.63%
Total Facility Services Revenue	**18,159.96**	**99.88%**	**19,235.08**	**99.66%**
Facility Projects Revenue	22.18	0.12%	66.09	0.34%
Total Revenue from Operations	**18,182.14**	**100.00%**	**19,301.17**	**100.00%**

Facility Services Revenue

Revenue from our facility services business increased by 5.92% from ₹ 18,159.96 million in Fiscal 2019 to ₹ 19,235.08 million in Fiscal 2020, primarily due to an increase in revenue from integrated services that increased by 10.18% from ₹ 11,691.38 million in Fiscal 2019 to ₹ 12,881.74 million in Fiscal 2020. The increase in revenue from integrated services was attributable to an increase in the volume of services provided in Fiscal 2020 as compared to Fiscal 2019 under certain mandates. While some of these mandates were received in Fiscal 2019, they were largely performed in Fiscal 2020. The increase in revenue from integrated services was also due to annual market driven contractual escalations in the price for services performed, influenced by factors such as increases in minimum wages payable as stipulated by the regulator. Revenue from waste management services also increased by 4.98% from ₹ 1,586.25 million in Fiscal 2019 to ₹ 1,665.20 million in Fiscal 2020, primarily as a result of new contracts awarded during the year in large cities including Jaipur and Nagpur.

The increase in revenue from facility services business was marginally offset by a decrease in revenue from emergency services, that decreased by 3.98% from ₹ 4,882.33 million in Fiscal 2019 to ₹ 4,688.14 million in Fiscal 2020, due to completion of a particular contract for emergency medical response services, i.e. the CATS contract. As the contract was concluded in June 2019, a larger portion of the services under the contract was performed in Fiscal 2019, as compared to Fiscal 2020.

Facility Projects Revenue

Revenue from facility projects increased from ₹ 22.18 million in Fiscal 2019 to ₹ 66.09 million in Fiscal 2020, primarily due to greater number of short-term contracts entered into in Fiscal 2020, the revenue for which was wholly recorded in Fiscal 2020.

Other Income

Other income decreased by 11.32% from ₹ 116.31 million in Fiscal 2019 to ₹ 103.14 million in Fiscal 2020. Other income represented 0.64% and 0.53% of our revenue from operations in Fiscal 2019 and Fiscal 2020, respectively. The decrease in other income was primarily attributable to a decrease in finance income on lease receivables, which decreased by 26.54% from ₹ 66.10 million in Fiscal 2019 to ₹ 48.56 million in Fiscal 2020, which was due to contracts nearing completion. As a result of contracts nearing completion, the net investment outstanding in respect of the lease declined in Fiscal 2020 as compared to Fiscal 2019, resulting in lower gross lease receivable. These leases primarily relate to bundled contracts entered into as part of our emergency response services and integrated services. For instance, under our emergency response services, we lease vehicles as part of the contract and also provide maintenance services under the same contract. Similarly for certain integrated services, we have leased out buses and provide maintenance services under the same bundled contract. The portion of income arising out of the leases under such contracts is recorded as finance income on lease receivables. This was partially offset by an increase in interest income on financial assets at amortized cost from no such income in Fiscal 2019 to an income of ₹ 8.71 million in Fiscal 2020.

Expenditure

Total expenses increased by 2.73% from ₹ 17,530.18 million in Fiscal 2019 to ₹ 18,008.37 million in Fiscal 2020, primarily as a result of an increase in cost of material consumed, employee benefits expense and finance costs.

The following table sets forth certain information relating to our expenditure items expressed as a percentage of revenue from operations in the periods indicated:

	Fiscal 2019		**Fiscal 2020**	
	Amount	**Percentage of Revenue from Operations**	**Amount**	**Percentage of Revenue from Operations**
	(₹ million)	**(%)**	**(₹ million)**	**(%)**
Cost of material consumed	1,283.43	7.06%	1,854.24	9.61%
Employee benefits expense	11,031.36	60.67%	11,579.69	59.99%
Finance costs	854.84	4.70%	910.57	4.72%
Depreciation and amortization expense	187.56	1.03%	220.25	1.14%
Other expenses	4,172.99	22.95%	3,443.62	17.84%
Total Expenses	**17,530.18**	**96.41%**	**18,008.37**	**93.30%**

Cost of Materials Consumed

Cost of materials consumed increased significantly by 44.48% from ₹ 1,283.43 million in Fiscal 2019 to ₹ 1,854.24 million in Fiscal 2020, as a result of consumption of materials in a particular contract for a solar project which had a higher material component than employee component. Material consumed primarily comprised other material of ₹ 1,805.10 million used in integrated services in Fiscal 2020, as compared to other material of ₹ 1,235.33 million used in Fiscal 2019.

Employee Benefit Expense

Employee benefits expense increased by 4.97% from ₹ 11,031.36 million in Fiscal 2019 to ₹ 11,579.69 million in Fiscal 2020, primarily as a result of an increase in salaries, wages and allowances which increased by 6.98% from ₹ 9,808.93 million in Fiscal 2019 to ₹ 10,493.25 million in Fiscal 2020. The increase in salaries, wages and allowances was primarily driven by increase in minimum wages payable and increments given to employees.

The increase in employee benefits expenses was partially offset by a decrease in contribution to provident and other funds, which decreased by 7.33% from ₹ 1,080.66 million in Fiscal 2019 to ₹ 1,001.45 million in Fiscal 2020, as a result of a reduction in rates for contributions payable by employers by the employee state insurance corporation during Fiscal 2020. Staff welfare expenses also decreased by 40.05% from ₹ 141.77 million in Fiscal 2019 to ₹ 84.99 million in Fiscal 2020, as a result of cost control measures carried out by the Company in the period.

Finance Costs

Finance costs increased by 6.52% from ₹ 854.84 million in Fiscal 2019 to ₹ 910.57 million in Fiscal 2020, driven by an increase in interest expense on borrowings from banks, from ₹ 685.08 million in Fiscal 2019 to ₹ 797.36 million in Fiscal 2020, due to higher average utilisation of cash credit and other short-term facilities. This was marginally offset by a decrease in interest expense on borrowings from others, from ₹ 66.19 million in Fiscal 2019 to ₹ 11.40 million in Fiscal 2020, due to reclassification of certain interest expenses.

Depreciation and Amortization Expenses

Depreciation and amortization expenses increased by 17.43% from ₹ 187.56 million in Fiscal 2019 to ₹ 220.25 million in Fiscal 2020, relating primarily to, additions made to fixed assets during the year and full year impact of depreciation on assets capitalized towards the end of Fiscal 2019.

Other Expenses

Other expenses decreased by 17.48% from ₹ 4,172.99 million in Fiscal 2019 to ₹ 3,443.62 million in Fiscal 2020, primarily driven by a decrease in:

- Subcontracting charges that decreased by 5.53% from ₹ 746.09 million in Fiscal 2019 to ₹ 704.82 million in Fiscal 2020, primarily as a result of cost optimization mechanisms carried out by the Company, including optimization of resources engaged in solid waste management services;

- Retainership fees that decreased by 6.06% from ₹ 612.14 million in Fiscal 2019 to ₹ 575.07 million in Fiscal 2020, as a result of change in retainer cost structure due to cost optimization measures undertaken by the Company;

- Repairs and maintenance cost (others) that decreased by 18.13% from ₹ 384.67 million in Fiscal 2019 to ₹ 314.93 million in Fiscal 2020, primarily as a result of completion of an emergency medical response contract in the state of New Delhi during the year;

- Impairment loss that decreased from ₹ 98.57 million in Fiscal 2019 to no such expense in Fiscal 2020, primarily as a result of a one off impairment loss on intangible assets recognized in Fiscal 2019;

- Provision for expected credit loss that decreased by 87.53% from ₹ 227.05 million in Fiscal 2019 to ₹ 28.32 million in Fiscal 2020, primarily as a result of a shift in receivables ageing profile on account of provisions in in Fiscal 2019 and Fiscal 2018; and

- Bad debts and deposits written off that decreased by 74.16% from ₹ 412.57 million in Fiscal 2019 to ₹ 106.62 million in Fiscal 2020, primarily as a result of one-off write-offs in Fiscal 2019.

The decreases were partially offset by an increase in equipment hiring charges that increased by 26.15% from ₹102.42 million in Fiscal 2019 to ₹ 129.20 million in Fiscal 2020, due to an increased requirement for equipment under a new contract entered into in Fiscal 2020; increase in power and fuel expenses by 3.65% from ₹ 840.88 million in Fiscal 2019 to ₹ 871.56 million in Fiscal 2020, as a result of increase in level of operations; and an increase in rent by 28.18% from ₹ 124.75 million in Fiscal 2019 to ₹ 159.90 million in Fiscal 2020 on account of expenses incurred in connection with a specific contract under a major sporting event held in 2020.

Profit Before Tax from Continuing Operations

Profit from continuing operations before tax for the period increased by 81.70% from ₹ 768.27 million in Fiscal 2019 to ₹ 1,395.94 million in Fiscal 2020.

For information on segment results, see "*Restated Financial Statements – Annexure V – Note 34 – Operating Segments*" on page 245.

Tax Expense

Tax expenses increased from ₹ 76.06 million in Fiscal 2019 to ₹ 177.60 million in Fiscal 2020, as a result of an increase in current tax by 54.63% from ₹ 216.84 million in Fiscal 2019 to ₹ 335.31 million in Fiscal 2020.This increase was in line with the increased profit before tax in Fiscal 2020 as compared to Fiscal 2019.

Profit from Continuing Operations

For the reasons discussed above, profit from continuing operations increased by 76.01% from ₹ 692.21 million in Fiscal 2019 to ₹ 1,218.34 million in Fiscal 2020.

Profit from Discontinued Operations

Profit from discontinued operations decreased significantly by 95.62% from ₹ 152.96 million in Fiscal 2019 to ₹ 6.70 million in Fiscal 2020, primarily due to the decrease in tax expense of discontinued operations from ₹ 307.76 million in Fiscal 2019 to ₹ 111.72 million in Fiscal 2020, as a result of higher deferred tax credit in Fiscal 2019.

Profit for the Year

For the reasons discussed above, profit for the year increased by 44.95% from ₹ 845.17 million in Fiscal 2019 to ₹ 1,225.04 million in Fiscal 2020.

Total Comprehensive Income for the Year

Our total comprehensive income increased by 45.58% from ₹ 817.43 million in Fiscal 2019 to ₹ 1,190.01 million in Fiscal 2020.

LIQUIDITY AND CAPITAL COMMITMENTS

We actively manage our liquidity through our business operations. Liquidity is provided principally by collections received from rendering of services and credit facilities availed from banking and other institutions.

Cash Flows

The following table sets forth certain information relating to our cash flows in the periods indicated:

	Fiscal 2019	Fiscal 2020	Fiscal 2021
	(₹ million)		
Net cash flow from/(used in) operating activities	700.05	1,187.02	1,407.00
Net cash flow from/(used in) investing activities	(387.58)	(436.11)	7.17
Net cash flow from/ (used in) financing activities	(492.99)	(592.43)	(1,606.47)
Net increase/(decrease) in cash and cash equivalents	(180.52)	158.48	(192.29)

Operating Activities

Fiscal 2021

Net cash generated from operating activities was ₹ 1,407.00 million in Fiscal 2021. Profit before tax including discontinued operations was ₹ 900.07 million, while operating profit before working capital changes was ₹ 2,373.48 million. The main working capital adjustments were increase in trade receivables of ₹ 556.07 million due to lower collection during the year on account of COVID-19, and increase in other financial assets of ₹ 160.27 million. Cash generated from operations was ₹ 1,746.89 million. Direct taxes paid (net) amounted to ₹ 339.89 million.

Fiscal 2020

Net cash generated from operating activities was ₹ 1,187.02 million in Fiscal 2020. Profit before tax including discontinued operations was ₹ 1,290.92 million, while operating profit before working capital changes was ₹ 2,589.39 million. The main working capital adjustments were increase in trade receivables of ₹ 1,576.66 million due to reduced collections in the month of March 2020, primarily on account of logistical challenges and decline in economic activities arising out of lockdowns further to the COVID-19 pandemic, and decrease in trade payables of ₹ 339.25 million due to payments made to vendors during the year. Cash generated from operations was ₹ 1,528.45 million. Direct taxes paid (net) amounted to ₹ 341.43 million.

Fiscal 2019

Net cash generated from operating activities was ₹ 700.05 million in Fiscal 2019. Profit before tax including discontinued operations was ₹ 613.47 million, while operating profit before working capital changes was ₹ 3,357.12 million. The main working capital adjustments were decrease in contract liabilities of ₹ 5,414.04 million as a result of completion of a large number of rural electrification projects in Fiscal 2019, and increase in other financial assets of ₹ 399.60 million. This was partially offset by a decrease in inventories of ₹ 3,998.20 million due to decrease in work-in-progress for discontinued operations on account of completion of a large number of rural electrification projects during Fiscal 2019. Cash generated from operations was ₹ 1,365.02 million. Direct taxes paid (net) amounted to ₹ 664.97 million.

Investing Activities

Fiscal 2021

Net cash used in investing activities was ₹ 7.17 million in Fiscal 2021, primarily on account of investments in bank deposits (having original maturity of more than three months) (net) of ₹ 66.31 million. This was partially offset by interest received of ₹ 38.51 million, including interest of deposits with banks and finance income on lease receivables.

Fiscal 2020

Net cash used in investing activities was ₹ 436.11 million in Fiscal 2020, primarily on account of purchase of fixed assets (tangible and intangible fixed assets, capital work-in-progress, intangible assets under development) of ₹ 554.42 million, which comprised primarily of addition to vehicles aggregating ₹ 222.07 million and plant and equipment aggregating ₹ 108.58 million. This was partially offset by interest received of ₹ 110.18 million, including interest of deposits with banks and finance income on lease receivables.

Fiscal 2019

Net cash used in investing activities was ₹ 387.58 million in Fiscal 2019, primarily on account of purchase of fixed assets (tangible and intangible fixed assets, capital work-in-progress, intangible assets under development) of ₹ 486.49 million. This was partially offset by interest received of ₹ 41.85 million and net proceeds for asset held for sale of ₹ 40.00 million.

Financing Activities

Fiscal 2021

Net cash used in financing activities in Fiscal 2021 was ₹ 1,606.47 million, primarily on account of interest paid of ₹ 831.57 million, repayment of long-term borrowings of ₹ 249.44 million, and repayment of short term borrowing (net) of ₹ 514.04 million.

Fiscal 2020

Net cash used in financing activities in Fiscal 2020 was ₹ 592.43 million, primarily on account of interest paid of ₹ 898.33 million and repayment of long-term borrowings of ₹ 277.02 million. This was partially offset by proceeds from short-term borrowings of ₹ 337.04 million.

Fiscal 2019

Net cash used in financing activities in Fiscal 2019 was ₹ 492.99 million, primarily on account of interest paid of ₹ 934.00 million and repayment of long-term borrowings of ₹ 493.70 million. This was partially offset by proceeds from long-term borrowings of ₹ 570.92 million.

Cash and Cash Equivalents

Cash and cash equivalents at the end of the period was ₹ 630.29 million, ₹ 788.77 million and ₹ 596.48 million in Fiscal 2019, 2020 and 2021, respectively. Components of cash and cash equivalents primarily comprise cheques in hand and balances with banks on current accounts.

INDEBTEDNESS

As of June 30, 2021, we had long-term borrowings of ₹ 696.36 million and short-term borrowings of ₹ 5,938.40 million. As of March 31, 2021 we had long-term borrowings of ₹ 759.89 million and short-term borrowings of ₹ 4,584.42 million. Our long-term borrowings as of March 31, 2021 included term loans from banks and other financial institutions aggregating ₹ 686.96 million, finance lease obligations and unsecured loans aggregating ₹ 71.09 million and optionally convertible interest free debentures aggregating ₹ 1.84 million. For further information of indebtedness, see "*Financial Indebtedness*" on page 308. Our short-term borrowings as of March 31, 2021 included cash credit and working capital demand loan facilities availed from banks. Our short-term borrowings are repayable on demand and the repayment obligations of long-term borrowings (excluding finance lease obligations, interest accrued on long term borrowings and debentures) outstanding as of March 31, 2021 is set forth in the table below:

	As of March 31, 2021					
	Payment due by period					
	Total	**<1 year**	**1-2 years**	**2-3 years**	**3 -4 years**	**More than 4 years**
	(₹ million)					
Long term borrowings						
• Term loans	749.47	240.86	211.02	109.64	32.79	155.16

For further information in relation to our financing agreements, see "*Financial Indebtedness*" on page 308.

CREDIT RATINGS

The following table sets forth our credit ratings as of June 30, 2021:

Particulars	**Amount (₹ million)**	**Rating**	**Rating Agency**
Long-term facilities	42	IVR A+ Stable Outlook (Revised from IVR A stable outlook)	Infomerics Valuation And Rating Private Limited
Long Term Bank Facilities (Fund based)	6,670	IVR A+ Stable Outlook (Revised from IVR A stable outlook)	Infomerics Valuation And Rating Private Limited
Long Term /Short Term Bank Facilities (Non-Fund based)	4,615	IIVR A1+ Stable Outlook (Revised from IVR A1)	
TOTAL	**11,327**		

CONTINGENT LIABILITIES AND COMMITMENTS

The following table sets forth certain information relating to future payments and contingent liabilities not provided for:

	As of March 31, 2019	**As of March 31, 2020**	**As of March 31, 2021**
	(₹ million)		
Capital Commitments			
Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances)	66.98	132.07	155.46
	66.98	**132.07**	**155.46**
Contingent Liabilities			

	As of March 31, 2019	As of March 31, 2020	As of March 31, 2021
	(₹ million)		
Guarantees extended by the Group[1]	85.50	35.50	35.50
Value added tax claims[2]	-	-	34.26
Employee dues on account of amendment to Payment of Bonus Act, 1965[3]	57.52	57.52	57.52
Service tax claims (excluding interest and penalty)[4]	597.36	1,087.54	796.51
Total	**740.38**	**1,180.56**	**923.79**

Notes:

1. *Guarantees disclosed above excludes performance guarantee amounting to ₹ 2,805.92 million (2020: ₹ 3,159.00 million); (2019: ₹ 3,092.53 million); towards bid security, earnest money deposit and security deposit.*
2. *The Value added tax claim pertains to disallowance of input tax credit of various assessment years. The Group had filed an appeal with Deputy Commissioner of Sales Tax, Appeals. During Fiscal 2019, the Group withdrew the appeal and settled the matter under Maharashtra Settlement of Arrears in Dispute Act 2016.*
3. *Since the decision for retrospective application of the amendment in Payment of Bonus Act, 1965 is pending with Honourable Bombay High Court, the Group has considered the amendment prospectively from Fiscal 2016.*
4. *The service tax claim (excluding interest and penalty) is on account of disallowance of exemptions on certain services by the Service tax department for the period of Fiscals 2012 to 2017. The Holding Company has filed an appeal with Central Excise and Service Tax Appellate Tribunal against the order for the period of Fiscals 2012 to 2016, and is in the process of filing an appeal for Fiscals 2016 to 2017. The quantum of interest and penalty on above cannot be ascertained at the litigation stage and shall be finalised upon conclusion of the litigation.*

For further information, see our "*Restated Financial Statements*" on page 192. Except as disclosed in our Restated Financial Statements or elsewhere in this Draft Red Herring Prospectus, there are no off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that we believe are material to investors.

Contractual Obligations and Capital Commitments

The future payments due under known contractual commitments as of March 31, 2021, primarily comprise contracts remaining to be executed on capital account and not provided for (net of advances). These amounts aggregate ₹ 155.46 million as at March 31, 2021.

CAPITAL EXPENDITURES

As of March 31, 2021, our capital expenditure (balance of fixed assets) was ₹ 1,766.11 million. As of March 31, 2019 and 2020, our capital expenditure was ₹ 1,669.57 million and ₹ 1,932.60 million, respectively. The following table sets forth our capital expenditures as of March 31, 2019, 2020 and 2021:

	As of March 31, 2019	As of March 31, 2020	As of March 31, 2021
	(₹ million)		
Tangible Assets (including investment property)	1,555.05	1,780.55	1,651.99
Intangible Assets	51.42	46.06	23.30
ROU Assets	63.10	105.99	88.62
Capital Work in Progress	-	-	2.20
Closing Balance	**1,669.57**	**1,932.60**	**1,766.11**

RELATED PARTY TRANSACTIONS

We enter into various transactions with related parties in the ordinary course of business. These transactions principally include remuneration to executive Directors and Key Managerial Personnel, providing emergency and facility management services to and availing services from certain related entities including BVG-UKSAS EMS Private Limited and Bharat Vikas Pratishthan. For further information relating to our related party transactions, see "*Restated Financial Statements – Annexure V – Note 33 – Related Party Transactions*" on page 243.

AUDITOR's OBSERVATIONS

Other than as disclosed below, there have been no reservations/ qualifications/ adverse remarks/ matters of emphasis highlighted by our statutory auditors in their auditor's reports on the audited consolidated financial statements as of and for the years ended March 31, 2019, 2020 and 2021.

The auditor's report on the audited consolidated financial statements as of and for the year ended March 31, 2021 included a matter of emphasis on the management's assessment of the impact of COVID-19 on our operations, financial performance and position as at and for the year ended March 31, 2021. Based on such assessment, the management has concluded that there is no impact which is required to be recognised in the financial statements. Accordingly, no adjustments have been made to the financial statements.

In addition, the auditors have made certain observations in the annexure to the auditor's report on the audited standalone financial statements of the Company as of and for the years ended March 31, 2019, 2020 and 2021, on certain matters specified in the Companies (Auditors Report) Order 2016, as amended ("CARO"), including:

As of and for the year ended March 31, 2021

According to the information and explanations given to the auditors:

- The title deeds of immovable properties are held in the name of the Company except in case of the following land which is not held in the name of the Company:

No. of Cases	Leasehold/ Freehold	Gross Block as at March 31, 2021	Net Block as at March 31, 2021	Remarks
1	Freehold Land	₹ 149.94 million	₹ 149.94 million	Currently, the same is classified under 'Assets classified as held for sale'

- The Company is generally regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees' state insurance, income-tax, goods and service tax, duty of customs, cess and any other statutory dues applicable to it except instances where there have been delays in remitting provident fund, employees' state insurance, goods and service tax, profession tax and withholding taxes are ranging from 1 to 347 days, 1 to 239 days, 1 to 177 days, 1 to 79 days and 12 to 61 days respectively.

  The delays in provident fund and employees' state insurance are primarily due to non-generation of Universal Account Number ('UAN') and delays in employee registration formalities through online portal..

- No undisputed amounts payable in respect of provident fund, employees' state insurance, income-tax, service tax, duty of custom, goods and service tax, cess and other statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable.

  However, there are various dues outstanding for a period of more than six months from the date they became payable as at March 31, 2021 in respect of provident fund and employees' state insurance. In the opinion of the management, in most cases, the same are outstanding on account of payment of arrears or on account of non-generation of UAN. In view of the voluminous data, the same was not disclosed separately.

- The outstanding dues of income-tax, goods and service tax, customs duty, cess and any other statutory dues on account of any dispute, are as follows:

Name of the statute	Nature of the dues	Amount (₹ million)	Period to which the amount relates	Forum where the dispute is pending	Amount Paid under Protest (₹ million)
Finance Act, 1994	Service Tax	1,557.46	April 2011 to March 2016	Customs Excise Service Tax Appellate Tribunal	The Company has paid ₹ 17.78 million under protest.[(1)]
Finance Act, 1994	Service Tax	484.47	April 2015 to June 2017	Commissioner of Central Excise and GST	The amount excludes interest and penalty.[(2)]
Income Tax Act, 1972	Income Tax	31.12	2013-2014	Commissioner of Income Tax (Appeals)	The Company has paid ₹ 6.23 million as deposit against the said demand
Maharashtra VAT Act, 2012	Value-added Tax	67.20	2015-16	Joint Commissioner of Sales Tax	The Company has paid ₹ 4.42 million as deposit against the said demand.

Notes

1. *Subsequent to the year end, the Company has received a favourable order from the Principal Commissioner setting aside demand amounting to ₹ 81.04 million. However, the order giving effect is awaited.*
2. *Subsequent to the year end, the Company has received a favourable order from the Principal Commissioner setting aside demand amounting to ₹ 209.67 million. However, the order giving effect is awaited.*

As of and for the year ended March 31, 2020

According to the information and explanations given to the auditors:

- The title deeds of immovable properties are held in the name of the Company except in case of the following land which is not held in the name of the Company:

No. of Cases	Leasehold/ Freehold	Gross Block as at March 31, 202	Net Block as at March 31, 2020	Remarks
1	Freehold Land	₹ 137.40 million	₹ 137.40 million	Currently, the same is classified under 'Assets classified as held for sale'

- The Company is generally regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees' state insurance, income-tax, goods and service tax, duty of customs, cess and any other statutory dues applicable to it except instances where there have been delays in remitting provident fund, employees' state insurance, goods and service tax, profession tax and withholding taxes are ranging from 1 to 338 days, 2 to 169 days, 4 to 103 days, 1 to 161 days and 1 to 71 days respectively.

The delays in provident fund and employees' state insurance are primarily due to non-generation of UAN through online PF portal.

- No undisputed amounts payable in respect of provident fund, employees' state insurance, income-tax, service tax, duty of custom, goods and service tax, cess and other statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable.

  However, there are various dues outstanding for a period of more than six months from the date they became payable as at March 31, 2020 in respect of provident fund and employees' state insurance. In the opinion of the management, in most cases, the same are outstanding on account of payment of arrears or on account of non-generation of UAN. In view of the voluminous data, the same was not disclosed separately.

- The outstanding dues of income-tax, goods and service tax, customs duty, cess and any other statutory dues on account of any dispute, are as follows:

Name of the statute	Nature of the dues	Amount (₹ million)	Period to which the amount relates	Forum where the dispute is pending	Amount Paid under Protest (₹ million)
Finance Act, 1994	Service Tax	1,557.46	April 2011 to March 2016	Customs Excise Service Tax Appellate Tribunal	The Company has paid ₹ 17.78 million under protest
Finance Act, 1994	Service Tax	484.47	April 2015 to June 2017	Commissioner of Central Excise and GST	The amount excludes interest and penalty
Income Tax Act, 1972	Income Tax	31.12	2013-2014	Commissioner of Income Tax (Appeals)	The Company has paid ₹ 6.23 million as deposit against the said demand

As of and for the year ended March 31, 2019

According to the information and explanations given to the auditors:

- The title deeds of immovable properties are held in the name of the Company except in case of the following land which is not held in the name of the Company:

No. of Cases	Leasehold/ Freehold	Gross Block as at March 31, 2019	Net Block as at March 31, 2019	Remarks
1	Freehold Land	₹ 122.20 million	₹ 122.20 million	Currently, the same is classified under Assets classified as held for sale

- The Company is generally regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees' state insurance, income-tax, goods and service tax, duty of customs, cess and any other statutory dues applicable to it except in few cases where there have been delays in payment of goods and services tax, income tax, provident fund, employees state insurance, labor welfare fund and profession tax where there have delays ranging from 2 to 204 days, 69 days, 1 to 799 days, 1 to 316 days, 3 to 61 days and 1 to 272 days respectively. The delays in provident fund and employees state insurance are primarily due to non-generation of UAN through online PF portal.

- No undisputed statutory dues including provident fund, employees' state insurance, income-tax, goods and service tax, duty of customs, cess and any other statutory dues were in arrears as at March 31, 2019 for a period of more than six months from the date they became payable except the following:

Name of the statute	Nature of the dues	Amount (₹ million)	Period to which the amount relates	Due Date	Date of Payment	Amount Paid under Protest (₹ million)
The Income Tax Act, 1961	Advance Tax	2.23	June, 2018	July 15, 2018	NA	Not yet paid
The Income Tax Act, 1961	Advance Tax	4.46	September, 2018	October 15, 2018	NA	Not yet paid

- In addition to the above, there are various dues outstanding for a period of more than six months from the date they became payable as at March 31, 2019 in respect of provident fund, employees state insurance, labor welfare fund and profession tax. In the opinion of the management, in most cases, the same are outstanding on account of payment of arrears or on account of non-generation of UAN. In view of the voluminous data, the same was not disclosed separately.

- The outstanding dues of income-tax, goods and service tax, customs duty, cess and any other statutory dues on account of any dispute, are as follows:

Name of the statute	Nature of the dues	Amount (₹ million)	Period to which the amount relates	Forum where the dispute is pending	Amount Paid under Protest (₹ million)
Finance Act, 1994	Service Tax	1,195.02	2011-2016	Customs Excise Service Tax Appellate Tribunal	-
Income Tax Act, 1972	Income Tax	31.12	Assessment Year 2014-2015	CIT (Appeals)	The Company has paid ₹ 6.23 million under protest against the said demand

QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Our principal financial liabilities comprise of borrowings, trade payables and other financial liabilities. The main purpose of these financial liabilities is to finance our operations and to provide guarantees to support our operations. Our principal financial assets include investments, loans, trade receivables, cash and cash equivalents, other bank balances and other financial assets that is derived directly from our operations.

Our risk management is carried out by the management under policies approved by the board of directors. Our treasury identifies, evaluates and hedges financial risks in close co-operation with our operating units. Our board provides written principles for overall risk management, as well as policies covering specific areas such as foreign exchange risk, credit risk, and liquidity risk. Through our training and management standards and procedures, we aim to maintain a discipline and constructive control environment in which all employees understand their roles and obligations. We is not exposed to interest rate risk since we have fixed interest rate borrowings.

In order to minimise any adverse effects on our financial performance, it has taken various measures. This following explains the source of risk which the entity is exposed to and how the entity manages the risk and impact of the same in the financial statements.

Credit risk

Credit risk arises from cash and cash equivalents, deposits with banks, loans, other financial assets and credit exposures to customers including outstanding trade receivables.

Credit Risk Management

Credit risk arises from the possibility that counter party may not be able to settle their obligations as agreed. To manage this, we periodically assesses the reliability of customers, taking into account the financial condition, current economic trends, and analysis of historical bad debts and ageing of accounts receivable. Individual risk limits are set accordingly.

We consider the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis throughout each reporting period. To assess whether there is a significant increase in credit risk, we compare the risk of a default occurring on the asset as at the reporting date with the risk of default as at the date of initial recognition. We consider reasonable and supportive forward looking information such as:

(i) Actual or expected significant adverse changes in business,

(ii) Actual or expected significant changes in the operating results of the counterparty,

(iii) Financial or economic conditions that are expected to cause a significant change to counterparty's ability,

(iv) Significant increases in credit risk on other financial instruments of the same counterparty,

(v) Significant changes in the value of collateral supporting the obligation or in the quality of third-party guarantees or credit enhancements.

We provide for lifetime Expected Credit Loss (ECL) in case of trade receivables. In case of all other financials assets, we apply 12-month expected credit loss model. We use an allowance matrix to measure the expected credit loss of trade receivables. For further information, see "*Restated Financial Statements – Annexure V – Note 41 – Financial Instruments: Fair Values and Risk Management*" on page 256.

Expected credit loss for receivables

Under Indian GAAP, provision for doubtful debts is recognised on an incurred credit loss model. Under Ind AS, such provision is recognised on an expected credit loss model.

We use a provision matrix to determine impairment loss of its receivables. The provision matrix is based on its historically observed default rates over the expected life of the receivables. At every reporting date, the historically observed default rates are updated, and changes in estimates are analysed.

Credit risk is the risk of financial loss to us if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from our receivables from customers and loans and advances. Our customer profile include state and central government bodies, public sector enterprises, state owned companies and private customers. General payment terms entail monthly progress payments with a credit period ranging from 30 to 180 days and certain retention money to be released at the end of the project. In some cases retentions are substituted with bank/ corporate guarantees. We have a detailed review mechanism of overdue customer receivables at various levels within organisation to ensure proper attention and focus for realisation. Credit risk on trade receivables and unbilled work-in-progress is limited as our customers mainly consist of the government promoted entities having a strong credit worthiness. The credit period considered in the expected credit loss model for such entities is based on the past trend of receipts. The provision matrix takes into account available external and internal credit risk factors such as our historical experience for customers.

Liquidity Risk

Liquidity risk is the risk that we will encounter difficulty 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, as far as 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 aim to maintain the level of our cash and cash equivalents at an amount in excess of expected cash outflows on financial liabilities (other than trade payables) over the next six months. We also monitor the level of expected cash inflows on trade receivables and loans together with expected cash outflows on trade payables and other financial liabilities. In addition, our liquidity management policy involves considering the level of liquid assets necessary to meet the expected cash flows, monitoring balance sheet liquidity ratios against internal and external regulatory requirements and maintaining debt financing plans. For further information, see "*Restated Financial Statements – Annexure V – Note 41 – Financial Instruments: Fair Values and Risk Management*" on page 256.

Market Risk

Market risk is the risk that changes in market prices – such as foreign exchange rates and interest rates – will affect our income or the value of our holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

We are exposed to currency risk to the extent that there is a mismatch between the currencies in which sales and purchases are denominated. We evaluate exchange rate exposure arising from foreign currency transactions and follow established risk management policies to mitigate the risk.

UNUSUAL OR INFREQUENT EVENTS OR TRANSACTIONS

Except as described in this Draft Red Herring Prospectus, to our knowledge, there have been no unusual or infrequent events or transactions that have in the past or may in the future affect our business operations or future financial performance.

SIGNIFICANT ECONOMIC CHANGES THAT MATERIALLY AFFECT OR ARE LIKELY TO AFFECT INCOME FROM CONTINUING OPERATIONS

Our business has been subject, and we expect it to continue to be subject, to significant economic changes that materially affect or are likely to affect income from continuing operations identified above in "*Management's Discussion and Analysis of Financial Condition and Results of Operations – Factors Affecting Results of Operations and Financial Condition*" and the uncertainties described in "*Risk Factors*" on pages 277 and 21, respectively.

KNOWN TRENDS OR UNCERTAINTIES

Our business has been subject, and we expect it to continue to be subject, to significant economic changes arising from the trends identified above in "*Management's Discussion and Analysis of Financial Condition and Results of Operations – Factors Affecting Results of Operations and Financial Condition*" and the uncertainties described in "*Risk Factors*" on pages 277 and 21, respectively. To our knowledge, except as discussed in this Draft Red Herring Prospectus, there are no known trends or uncertainties that have or had or are expected to have a material adverse impact on revenues or income of our Company from continuing operations.

FUTURE RELATIONSHIP BETWEEN COST AND INCOME

Other than as described in "*Risk Factors*", "*Our Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 21, 135 and 275 respectively, to our knowledge there are no known factors that may adversely affect our business prospects, results of operations and financial condition.

NEW PRODUCTS OR BUSINESS SEGMENTS

Except as set out in this Draft Red Herring Prospectus, we have not announced and do not expect to announce in the near future any new business segments.

COMPETITIVE CONDITIONS

We operate in a competitive environment. See "*Our Business*", "*Industry Overview*" and "*Risk Factors*" on pages 135, 92 and 21, respectively, for further details on competitive conditions that we face across our various business segments.

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 last three Fiscals are as described in "*Management's Discussion and Analysis of Financial Condition and Results of Operations – Fiscal 2021 compared to Fiscal 2020*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations – Fiscal 2020 compared to Fiscal 2019*" above on pages 283 and 286, respectively.

SEGMENT REPORTING

Other than as disclosed in "*Restated Financial Statements – Annexure V – Note 34 – Operating Segments*" on page 245, we do not follow any other segment reporting.

SIGNIFICANT DEPENDENCE ON SINGLE OR FEW CUSTOMERS

Given the nature of our business operations, we do not believe our business is dependent on any single or a few customers.

SEASONALITY/ CYCLICALITY OF BUSINESS

Our business operations are not seasonal in nature.

SIGNIFICANT DEVELOPMENTS AFTER MARCH 31, 2021 THAT MAY AFFECT OUR FUTURE RESULTS OF OPERATIONS

Other than as disclosed below and elsewhere in this Draft Red Herring Prospectus, there have been no significant developments after March 31, 2021 that may affect our future results of operations:

- Our Company has executed a Deed of Assignment with Aadiruchi Foods LLP to assign all worldwide rights, title, ownership and interest, and all moral rights associated with certain trademarks owned by our Company, including the logo of our Company and the associated copyrights and the goodwill of its business to Aadiruch Foods LLP, for a one time consideration of ₹ 11.54 million.

- Our Company has entered into a Trademark License Agreement with Aadiruchi Foods LLP for use of the "BVG" trademark and brand. Under the terms of the Trademark License Agreement, our Company is required to pay the licensor an annual license fee of ₹ 1.20 million, to be escalated by 15% every three years, for use of the trademark.

For further information, see "*History and Certain Corporate Matters – Summary of Key Agreements*", on page 159.

SIGNIFICANT ACCOUNTING POLICIES

Basis of Preparation

The Restated Consolidated Ind AS Summary Statement of Assets and Liabilities of our Company as at March 31, 2019, March 31, 2020; and March 31, 2021 and the related Restated Consolidated Ind AS Summary Statement of Profit and Loss, Restated Consolidated Ind AS Summary Statement of Changes in Equity and Restated Consolidated Ind AS Summary Statement of Cash Flows for the year ended March 31, 2019, March 31, 2020; and March 31, 2021 (hereinafter collectively referred to as "**Restated Financial Statements**") have been have been prepared specifically for inclusion in the Draft Red Herring Prospectus ("**DRHP**") to be filed by the Holding Company with the Securities and Exchange Board of India ("**SEBI**") in connection with the proposed initial public offer of equity shares of the Holding Company and offer for sale by the selling shareholders of the Holding Company (collectively, the "**Offer**"). The Restated Financial Statements, which have been approved by the Board of Directors of the Holding Company, have been prepared in accordance with the requirements of sub-section (1) of Section 26 of Chapter III of the Companies Act 2013 (the "Act"); relevant provisions of The SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("the SEBI ICDR Regulations") issued by the SEBI as amended from time to time in pursuance of the Securities and Exchange Board of India Act, 1992; and the Guidance Note on Report in company prospectus (Revised 2019) issued by the ICAI (referred to as the Guidance Note).

The Restated Financial Statements have been compiled from the audited annual consolidated financial statements as at and for the years ended March 31, 2019, March 31, 2020; and March 31, 2021 which were prepared by us in accordance with Indian Accounting Standards ("Ind AS") notified under Section 133 of the Companies Act 2013, read with Companies (Indian

Accounting Standards) Rules 2015, Companies (Indian Accounting Standards) Amendment Rules, 2016, as amended. The Restated Financial Statements have been prepared on a historical cost convention, except for certain financial assets, financial liabilities and share based payments which are measured at fair value.

Basis of Measurement

The Restated Consolidated Financial Information have been prepared on a historical cost convention on accrual basis, except in case of one of the subsidiary "BVG Kshitij Waste Management Services Private Limited" whose financial statements have been prepared on realisation basis and following material items that have been measured on an alternative basis on each reporting date.

Items	Measurement basis
Certain non-derivative financial instruments at fair value through profit or loss	Fair value
Assets held for sale	Lower of carrying value as per the respective Ind AS and Fair value less cost to sell
Defined benefit plan assets	Fair value

Significant Accounting Judgments, Estimates and Assumptions

The preparation of consolidated financial statements in conformity with Ind AS requires our Management to make estimate and assumptions that affect the reported amount of assets and liabilities as at the Balance Sheet date, reported amount of revenue and expenses for the year and disclosures of contingent liabilities as at the Balance Sheet date. The estimates and assumptions used in the accompanying financial statements are based upon our Management's evaluation of the relevant facts and circumstances as at the date of the financial statements. Actual results could differ from these estimates. Estimates and underlying assumptions are reviewed on a periodic basis. Revisions to accounting estimates, if any, are recognized in the year in which the estimates are revised and in any future years affected.

Detailed information about each of these estimates and judgements is included in relevant notes.

The areas involving critical estimates and judgements are estimation of current tax expense and payable, estimation of defined benefit obligation, arrangements containing a lease, recognition of deferred tax assets/ liabilities and MAT credit entitlement, impairment of financial assets, impairment of intangibles assets under development, valuation of financial liability, property, plant and equipment: useful lives and residual values, and assets held for sale

Current versus Non-current Classification

Our Company presents assets and liabilities in the balance sheet based on current / non-current classification.

An asset as current when it is (i) expected to be realised or intended to be sold or consumed in normal operating cycle; (ii) held primarily for the purpose of trading; (iii) expected to be realised within twelve months after the reporting period; or (iv) cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is current when (i) it is expected to be settled in normal operating cycle; (ii) it is held primarily for the purpose of trading; (iii) it is due to be settled within twelve months after the reporting period; or (iv) there is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

All other liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities, respectively.

Operating Cycle

Based on the nature of services and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, we have ascertained its operating cycle for its facility and project businesses to be less than 12 months for the purpose of current – non-current classification of assets and liabilities.

Property, Plant and Equipment

Recognition and Measurement – Items of property, plant and equipment are measured at cost of acquisition or construction less accumulated depreciation and/or accumulated impairment loss, if any. The cost of an item of property, plant and equipment comprises its purchase price, including import duties and other non-refundable taxes or levies and any directly attributable cost of bringing the asset to its working condition for its intended use; any trade discounts and rebates are deducted in arriving at the purchase price. Borrowing costs directly attributable to the construction of a qualifying asset are capitalised as part of the cost.

When parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment.

Property, plant and equipment under construction are disclosed as ‘Capital work-in-progress’.

Advances paid towards the acquisition of property, plant and equipment outstanding at each reporting date are disclosed under ‘Other non-current assets’.

Subsequent expenditure – The cost of replacing a part of an item of property, plant and equipment is recognised in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Group and its cost can be measured reliably. The carrying amount of the replaced part is derecognised. The costs of the day-to-day servicing of property, plant and equipment are recognised in the statement of profit and loss as incurred.

Disposal – An item of property, plant and equipment is derecognised upon disposal or when no future benefits are expected from its use or disposal. Gains and losses on disposal of an item of property, plant and equipment are determined by comparing the proceeds from disposal with the carrying amount of property, plant and equipment, and are recognised net within other income/ expenses in the statement of profit and loss.

Depreciation – Depreciation is calculated over the depreciable amount, which is the cost of an asset, or other amount substituted for cost, less its residual value. Depreciation is recognised in the statement of profit and loss on a straight-line basis over the estimated useful lives of each part of an item of property, plant and equipment as prescribed in Schedule II of the Companies Act, 2013.

Freehold land is not depreciated. Acquired assets consisting of leasehold improvements are recorded at acquisition cost and amortised on straight-line basis based over the leased term of 9 years.

The property, plant and equipment acquired under finance leases is depreciated over the shorter of the lease term and their useful lives unless it is reasonably certain that the Group will obtain ownership by the end of the lease term.

Depreciation on addition to property plant and equipment is provided on pro-rata basis from the date of acquisition. Depreciation on sale/deduction from property plant and equipment is provided up to the date preceding the date of sale, deduction as the case may be. Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in Statement of Profit and Loss under 'Other Income' / ‘Other Expenses’.

The useful lives are reviewed by the management at each financial year-end and revised, if appropriate. In case of a revision, the unamortised depreciable amount is charged over the revised remaining useful life.

Investment properties

Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at cost less accumulated depreciation and accumulated impairment loss, if any.

The cost includes the cost of replacing parts and borrowing costs for long-term construction projects if the recognition criteria are met. When significant parts of the investment property are required to be replaced at intervals, the Group depreciates them separately based on their specific useful lives. All other repair and maintenance costs are recognized as profit or loss as incurred. The Group depreciates investment property over 86 years from the date of original purchase

Though the Group measures investment property using cost-based measurement, the fair value of investment property is disclosed in the notes. Fair values are determined based on an annual evaluation performed by an accredited external independent valuer applying a valuation model.

Investment properties are derecognized either when they have been disposed of or when they are permanently withdrawn from use and no future economic benefit is expected from their disposal. The difference between the net disposal proceeds and the carrying amount of the asset is recognized in profit or loss in the period of derecognition.

Goodwill

Goodwill represents the future economic benefits arising from a business combination that are not individually identified and separately recognised. Goodwill is carried at cost less accumulated impairment losses.

Other Intangible assets

Recognition and Measurement – Intangible assets are recognised when the asset is identifiable, is within the control of the Group, it is probable that the future economic benefits that are attributable to the asset will flow to the Group and cost of the asset can be reliably measured.

Intangible assets acquired by the Group that have finite useful lives are measured at cost less accumulated amortisation and any accumulated impairment losses.

Intangible assets with finite lives are assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortization period and the amortization method for an intangible asset with a finite useful life are reviewed at least at each financial year end.

Subsequent Measurement – Subsequent expenditure is capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates.

Amortisation – Amortisation is calculated over the cost of the asset, or other amount substituted for cost, less its residual value. Amortisation is recognised in statement of profit and loss on a straight-line basis over the estimated useful lives of intangible assets from the date that they are available for use, since this most closely reflects the expected pattern of consumption of the future economic benefits embodied in the asset.

The estimated useful life for current and comparative periods is 3 years.

Impairment of non-financial assets

The Group assesses at each balance sheet date whether there is any indication that an asset or cash generating unit (CGU) may be impaired. If any such indication exists, the Group estimates the recoverable amount of the asset. The recoverable amount is the higher of an asset's or CGU's fair value less costs of disposal or its value in use. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are considered.

An impairment loss is recognised if the carrying amount of an asset or CGU exceeds its recoverable amount.

Impairment losses are recognised in the statement of profit and loss. They are allocated first to reduce the carrying amount of any goodwill allocated to the CGU, and then to reduce the carrying amounts of the other assets in the CGU on a pro rata basis.

An impairment loss in respect of goodwill is not reversed. For other assets, an impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

Assets classified as held for sale and discontinued operations

The Group classifies non-current assets (or disposal Group) as held for sale if their carrying amounts will be recovered principally through a sale rather than through continuing use. The criteria for held for sale classification is regarded met only when the assets (or disposal Group) are available for immediate sale in its present condition, subject only to terms that are usual and customary for sale of such assets (or disposal Group), the sale is highly probable; and it will genuinely be sold, not abandoned. The Group treats sale of the asset (or disposal Group) to be highly probable when the appropriate level of management is committed to a plan to sell the asset (or disposal Group), an active programmed to locate a buyer and complete the plan has been initiated (if applicable), the asset (or disposal Group) is being actively marketed for sale at a price that is reasonable in relation to its current fair value, the sale is expected to qualify for recognition as a completed sale within one year from the date of classification, and actions required to complete the plan indicate that it is unlikely that significant changes to the plan will be made or that the plan will be withdrawn.

Non-current assets (or disposal Group) held for sale are measured at the lower of their carrying amount and the fair value less costs to sell. Assets and liabilities (or disposal Group) classified as held for sale are presented separately in the Balance Sheet.

Property, plant and equipment and intangible assets once classified as held for sale are not depreciated or amortized.

Non-current assets classified as held for sale and the assets of a disposal Group classified as held for sale are presented separately from the other assets in the balance sheet. The liabilities of a disposal Group classified as held for sale are presented separately from the other liabilities in the balance sheet.

A discontinued operation is a component of an entity that either has been disposed of, or is classified as held for sale, and represents a separate major line of business or geographical area of operations, is part of a single co-ordinated plan to dispose of a separate major line of business or geographical area of operations or is a subsidiary acquired exclusively with a view to resale. The results of discontinued operations are presented separately in statement of profit or loss.

Joint Arrangements

Under Ind AS 111, Joint Arrangements, investments in joint arrangements are classified as either joint operations or joint ventures. The classification depends on the contractual rights and obligations of each investor rather than the legal structure of the joint arrangement. The Group has both joint operation and joint venture.

The Group recognises its direct right to the assets, liabilities, revenues and expenses of joint operations and its share of any jointly held or incurred assets, liabilities, revenues and expenses. These have been incorporated in the financial statements under the appropriate headings. Details of the joint operation are set out in Annexure- VIII – Investments.

Inventories

Inventories are measured at lower of cost and net realisable value. Cost is determined on the basis of weighted average method and includes expenditure in acquiring the inventories and bringing them to the present location and condition.

Cost comprises of purchase cost, duties and other direct expenses incurred in bringing the inventory to the present location and condition.

Provision of obsolescence on inventories is considered on the basis of management's estimate based on demand and market of the inventories.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

The comparison of cost and net realizable value is made on item by item basis.

Cash and cash equivalents

Cash and cash equivalents in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purposes of the cash flow statement, cash and cash equivalents include cash on hand, cash in banks and short-term deposits net of bank overdraft.

Revenue Recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured, regardless of when the payment is being made.

Revenue is measured at the fair value of the consideration received or receivable. Amounts included in revenue and net of returns, trade allowances, rebates, Goods and Service Tax and amounts collected on behalf of third parties.

Revenue from contract with customer is recognized, when control of the goods or services are transferred to the customer, at an amount that reflects the consideration to which the Group is expected to be entitled in exchange for those goods or services. The Group assesses its revenue arrangements against specific criteria in order to determine if it is acting as principal or agent. The Group concluded that it is acting as a principal in all of its revenue arrangements. The specific recognition criteria described below must also be met before revenue is recognized.

Revenue is recognised as follows:

Sale of goods – Revenue from sale of goods in the course of ordinary activities is recognized when control of the goods has been transferred, being when the goods are delivered to the customer and no significant uncertainty exists regarding the amount of the consideration that will be derived from the sale of the goods and regarding its collection.

Rendering of services – Revenue on service/maintenance contracts is recognized on straight-line basis over the period of the contract on performance of the services.

Revenue from Display of Advertisements – Display revenues from display equipment's are recognized in the period during which the advertisement is displayed. Display revenue from barter transactions is measured as per the contracts and at fair value of services rendered.

*Revenue from Rural Electrification ("**RE**") contracts* – The Group recognizes revenue at the transaction price which is determined on the basis of agreement entered into with or letter of intent issued by the customer. Revenue from RE contracts is recognized at the point in time, when the control of the asset is transferred to the customer, which generally coincides with the receipt of Certificate of work completion. Until the time the control of the asset is transferred to the customer, the cost incurred to date in respect of such contracts is accounted as 'Work in progress'.

A contract liability is the obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Group transfers goods or services to the customer, a contract liability is recognized when the payment is made, or the payment is due (whichever is earlier). Contract liabilities are recognized as revenue when the control of the asset is transferred to the customer. A receivable represents the Group's right to an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due).

Interest Income

Interest income is recognised using effective interest rate method (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortised cost of a financial liability.

Foreign Currency Transactions and Balances

Transactions in foreign currency are recorded at exchange rates prevailing at the date of transactions. Exchange differences arising on foreign exchange transactions settled during the year are recognised in the statement of profit and loss of the year.

Monetary assets and liabilities denominated in foreign currencies which are outstanding, as at the reporting period are translated at the closing exchange rates and the resultant exchange differences are recognised in the statement of profit and loss.

Non-monetary assets and liabilities denominated in foreign currencies that are measured in terms of historical cost are translated using the exchange rate at the date of the transaction.

Employee Benefits

Short-term employee benefits

Employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits and are recognised in the period in which the employee renders the related service. These benefits include salaries and wages, bonus and compensated absences. The undiscounted amount of short-term employee services is recognised as an expense as the related service is rendered by the employees.

Post-employment benefits

Defined contribution plans – A defined contribution plan is a post-employment benefit plan under which an entity pays specified contributions to a separate entity (regulatory authority) and will have no legal or constructive obligation to pay any further amounts. The Group makes specified monthly contribution towards employee provident fund scheme and employees' state insurance scheme the regulatory authorities. The Group's contribution is recognised as an employee benefit expense in the statement of profit and loss in the period in which the employee renders the related service.

Defined benefit plans – A defined benefit plan is a post-employment benefit plan other than a defined contribution plan, the present value of the obligation under which is determined based on actuarial valuation using the projected unit credit method, which recognises each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

The obligation is measured at the present value of the estimated future cash flows. The discount rates used for determining the present value of the obligation under defined benefit plans, is based on the market yields on government securities as at the reporting date, having maturity periods approximating to the terms of related obligations.

Re-measurement of the net defined benefit liability, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through other comprehensive income (OCI) in the period in which they occur. Remeasurements are not reclassified to the statement of profit and loss in subsequent periods.

In case of funded plans, the fair value of the plan's assets is reduced from the gross obligation under the defined benefit plans, to recognise the obligation on net basis.

The liability for gratuity with respect to certain staff and workers is funded annually through a gratuity fund maintained with the Life Insurance Corporation of India.

When the benefits of the plan are changed or when a plan is curtailed, the resulting change in benefits that relates to past service or the gain or loss on curtailment is recognised immediately in the statement of profit and loss. Net interest is calculated by applying the discount rate to the net defined benefit liability or asset. The Group recognises gains/ losses on settlement of a defined plan when the settlement occurs.

Compensated Absences – Accumulated compensated absences, which are expected to be availed or encashed within 12 months from the end of the year are treated as short term employee benefits. The obligation towards the same is measured at the expected cost of accumulating compensated absences as the additional amount expected to be paid as a result of the unused entitlement as at the year end.

The Group treats accumulated leave expected to be carried forward beyond 12 months, as long-term employee benefit for measurement purposes. Such long-term compensated absences are provided for based on the actuarial valuation using the projected unit credit method at the year end. The Group presents the leave as a current liability in the balance sheet as it does not have an unconditional right to defer its utilisation for 12 months after the reporting date.

The Group's liability is determined on actual basis at the end of each year.

Contributed Equity

Equity shares are classified as equity share capital. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

Leases

The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains, a lease if fulfilment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

As Lessee – A lease is classified at the inception date as a finance lease or an operating lease. A lease that transfers substantially all the risks and rewards incidental to ownership to the Group is classified as a finance lease.

Finance leases are capitalised at the commencement of the lease at the inception date at fair value of the leased asset or, if lower, at the present value of the minimum lease payments. Lease payments are apportioned between finance charges and reduction of the lease liability to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are recognised in finance costs in the statement of profit and loss.

A leased asset is depreciated over the useful life of the asset. However, if there is no reasonable certainty that the Group will obtain ownership by the end of the lease term, the asset is depreciated over the shorter of the estimated useful life of the asset and the lease term.

Operating lease payments are recognised as an expense in the statement of profit and loss on a straight-line basis over the lease term unless the payments to the lessor are structured to increase in line with expected general inflation to compensate for the lessor’s expected inflationary cost increases or another systematic basis is available.

As Lessor – Leases in which the Group does not transfer substantially all the risks and rewards of ownership of an asset are classified as operating leases. Rental income from operating lease is recognised on a straight-line basis over the term of the relevant lease unless the payments to the lessor are structured to increase in line with expected general inflation to compensate for the lessor’s expected inflationary cost increases or another systematic basis is available. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

Leases are classified as finance leases when substantially all of the risks and rewards of ownership transfer from the Group to the lessee. Amounts due from lessees under finance leases are recorded as receivables at the Group’s net investment in the leases. Finance lease income is allocated to accounting periods to reflect a constant periodic rate of return on the net investment outstanding in respect of the lease.

Borrowing Costs

Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing costs directly attributable to the acquisition, construction or production of a qualifying asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale. All other borrowing costs are expensed in the period in which they are incurred.

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Government Grants

Grants from government are recognized when there is reasonable assurance that the Group will comply with the specified conditions and that the Grant will be received. Government grants relating to income are deferred and recognised in the statement of profit and loss over the period necessary to match them with the costs that they are intended to compensate and presented within other income. Government grants relating to the purchase of property, plant and equipment are deducted from the carrying value of property, plant and equipment.

Income Tax

Deferred tax is recognised using the balance sheet method on temporary differences between the tax base of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences, except when the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; taxable temporary differences arising on the initial recognition of goodwill.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised, except when the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date. Deferred tax assets and deferred tax liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity. Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

In the situations where the Group is entitled to a tax holiday under the Income-tax Act, 1961 enacted in India or tax laws prevailing in the respective tax jurisdictions where it operates, no deferred tax (asset or liability) is recognised in respect of temporary differences which reverse during the tax holiday period, to the extent the Group's gross total income is subject to the deduction during the tax holiday period. Deferred tax in respect of timing differences which reverse after the tax holiday period is recognized in the year in which the timing differences originate. However, the Group restricts recognition of deferred tax assets to the extent that it has become reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which such deferred tax assets can be realized. For recognition of deferred taxes, the temporary differences which originate first are considered to reverse first.

Provisions and Contingencies

A provision is recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost in the statement of profit and loss.

Contingent liability is disclosed in case of (i) a present obligation arising from past events, when it is not probable that an outflow of resources will be required to settle the obligation; (ii) present obligation arising from past events, when no reliable estimate is possible; (iii) a possible obligation arising from past events where the probability of outflow of resources is not remote.

Contingent asset is not recognised in the financial statements. A contingent asset is disclosed, where an inflow of economic benefits is probable. Provisions, contingent liabilities and contingent assets are reviewed at each balance sheet date.

Earnings per share ("EPS")

Basic earnings per share is calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. Earnings considered in ascertaining the Group's earnings per share is the net profit or loss for the year after deducting preference dividends and any attributable tax thereto for the year. The weighted average number of equity shares outstanding during the year and for all the years presented is adjusted for events, such as bonus shares, other than the conversion of potential equity shares, that have changed the number of equity shares outstanding, without a corresponding change in resources.

For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year is adjusted for the effects of all dilutive potential equity shares.

Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either in the principal market for the asset or liability, or in the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the Group. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset considers a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

- Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities.
- Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.
- Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

To fair value disclosures, the Group has determined classes of assets and liabilities based on the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets

Initial recognition and measurement: At initial recognition, financial asset is measured at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

Subsequent measurement: For purposes of subsequent measurement, financial assets are classified in following categories:

- at amortized cost; or
- at fair value through other comprehensive income; or
- at fair value through profit or loss.

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

Amortised cost – Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortized cost. Interest income from these financial assets is included in finance income using the effective interest rate method (EIR).

Fair value through other comprehensive income (FVOCI) – Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at fair value through other comprehensive income (FVOCI). Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognized in Statement of Profit and Loss. When the financial asset is derecognized, the cumulative gain or loss previously recognized in OCI is reclassified from equity to Statement of Profit and Loss and recognized in other gains/ (losses). Interest income from these financial assets is included in other income using the effective interest rate method.

Fair value through profit or loss (FVTPL) – Assets that do not meet the criteria for amortized cost or FVOCI are measured at fair value through profit or loss. Interest income from these financial assets is included in other income.

Equity instruments – All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading and contingent consideration recognised by an acquirer in a business combination to which Ind AS103 applies are classified as at FVTPL. For all other equity instruments, the Group may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Group makes such election on an instrument- by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the Group decides to classify an equity instrument as at FVOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to Profit and Loss, even on sale of investment. However, the Group may transfer the cumulative gain or loss within equity.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the profit and loss.

Impairment of financial assets: In accordance with Ind AS 109, Financial Instruments, the Group applies expected credit loss (ECL) model for measurement and recognition of impairment loss on financial assets that are measured at amortized cost and FVOCI.

For recognition of impairment loss on financial assets and risk exposure, the Group determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used.

If in subsequent years, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognizing impairment loss allowance based on 12 months ECL.

Lifetime ECLs are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12 months ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the year end.

ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the entity expects to receive (i.e. all shortfalls), discounted at the original EIR. When estimating the cash flows, an entity is required to consider all contractual terms of the financial instrument (including prepayment, extension etc.) over the expected life of the financial instrument. However, in rare cases when the expected life of the financial instrument cannot be estimated reliably, then the entity is required to use the remaining contractual term of the financial instrument.

In general, it is presumed that credit risk has significantly increased since initial recognition if the payment is more than 30 days past due.

ECL impairment loss allowance (or reversal) recognized during the year is recognized as income/expense in the statement of profit and loss. In balance sheet ECL for financial assets measured at amortized cost is presented as an allowance, i.e. as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount. Until the asset meets write off criteria, the Group does not reduce impairment allowance from the gross carrying amount. For trade receivables only, the Group applies the simplified approach permitted by 'Ind AS 109 - Financial instruments', which requires expected lifetime losses to be recognised from initial recognition of the receivables.

Derecognition of financial assets: A financial asset is derecognized only when: (i) the rights to receive cash flows from the financial asset is transferred or (ii) retains the contractual rights to receive the cash flows of the financial asset but assumes a contractual obligation to pay the cash flows to one or more recipients, (iii) where the financial asset is transferred then in that case financial asset is derecognized only if substantially all risks and rewards of ownership of the financial asset is transferred. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognized.

Financial liabilities

Initial recognition and measurement: Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss and at amortized cost, as appropriate.

All financial liabilities are recognized initially at fair value and, in the case of borrowings and payables, net of directly attributable transaction costs.

Subsequent measurement: The measurement of financial liabilities depends on their classification, as described below:

Financial liabilities at fair value through profit or loss: Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss.

Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments. Gains or losses on liabilities held for trading are recognized in the Statement of Profit and Loss.

Loans and borrowings: After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortized cost using the EIR method. Gains and losses are recognized in Statement of Profit and Loss when the liabilities are derecognized as well as through the EIR amortization process. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included as finance costs in the Statement of Profit and Loss.

Derecognition: A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the Statement of Profit and Loss as finance costs.

Embedded derivatives

An embedded derivative is a component of a hybrid (combined) instrument that also includes a non-derivative host contract – with the effect that some of the cash flows of the combined instrument vary in a way similar to a standalone derivative. Derivatives embedded in all other host contract are separated if the economic characteristics and risks of the embedded derivative are not closely related to the economic characteristics and risks of the host and are measured at fair value through profit or loss. Embedded derivatives closely related to the host contracts are not separated.

Reassessment only occurs if there is either a change in the terms of the contract that significantly modifies the cash flows that would otherwise be required or a reclassification of a financial asset out of the fair value through profit or loss.

Offsetting financial instruments

Financial assets and liabilities are offset and the net amount is reported in the balance sheet where there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis or realize the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Group or the counterparty.

Cash dividend to equity holders

The Group recognises a liability to make cash distributions to equity holders when the distribution is authorised and the distribution is no longer at the discretion of the Group. As per the corporate laws in India, a distribution is authorised when it is approved by the shareholders. A corresponding amount is recognised directly in equity.

Convertible Preference Shares

Convertible preference shares are separated into liability and equity components based on the terms of the contract. On issuance of the convertible preference shares, the fair value of the liability portion of compulsorily convertible preference shares is determined using a market interest rate for an equivalent non-convertible bonds. This amount is recorded as a liability on an amortised cost basis until extinguished on conversion or redemption of the bonds. The remainder of the proceeds is attributable to the equity portion of the compound instrument since it meets Ind AS 32, Financial Instruments: Presentation, criteria for fixed to fixed classification. Transaction costs are deducted from equity, net of associated income tax. The carrying amount of the conversion option is not subsequently re-measured.

Transaction costs are apportioned between the liability and equity components of the convertible preference shares based on the allocation of proceeds to the liability and equity components when the instruments are initially recognized.

Operating Segments

An operating segment is a component of the Group that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the Group's other components, and for which discrete financial information is available. All operating segments' operating results are reviewed regularly by the Holding Company's Chief Operating Decision Maker (CODM) to make decisions about resources to be allocated to the segments and assess their performance.

CHANGES IN ACCOUNTING POLICIES

Other than as disclosed below, there have been no changes in our accounting policies for the years ended March 31, 2019, 2020 and 2021.

IND AS 116 - Leases

Ind AS 116 “Leases”, notified by the Ministry of Corporate Affairs ("MCA") on March 30, 2019 supersedes Ind AS 17 Leases, including Appendix A of Ind AS 17 Operating Leases-Incentives, Appendix B of Ind AS 17 Evaluating the Substance of Transactions Involving the Legal Form of a Lease and Appendix C of Ind AS 17, Determining whether an Arrangement contains a Lease. The standard sets out the principles for the recognition, measurement, presentation and disclosure of leases and requires lessees to recognise most leases on the balance sheet.

Lessor accounting under Ind AS 116 is substantially unchanged from Ind AS 17. Lessors will continue to classify leases as either operating or finance leases using similar principles as in Ind AS 17. Therefore, Ind AS 116 did not have an impact for leases where our Company is the lessor.

Our Company adopted Ind AS 116 using the full retrospective method application from 1 April 2018.

We also elected to use the recognition exemptions for lease contracts that, at the commencement date, have a lease term of 12 months or less and do not contain a purchase option (short-term leases), and lease contracts for which the underlying asset is of low value (low-value assets).

FINANCIAL INDEBTEDNESS

Our Company is engaged in the business of providing integrated business services and has availed loans in the ordinary course of its business for the purposes of meeting its working capital requirement and for general corporate purposes. Our Promoters have provided guarantees in relation to certain of these loans as and when required.

The following table sets forth details of the aggregate outstanding borrowings of our Company as on June 30, 2021:

Category of borrowing *	Sanctioned amount (in ₹ million)	Outstanding amount (in ₹ million)
Working capital		
Fund Based (secured)	7,135.00	5,938.40
A. Total working capital facilities	**7,135.00**	**5,938.40**
Term loan		
Secured	1,180.99	636.46
Unsecured		
- From banks/financial institutions	356.09	58.06
- Optionally convertible debentures	Not Applicable	1.84
B. Total term loan facilities	**1,537.08**	**696.36**
Total (A+B)	**8,672.08**	**6,634.76**
Non-fund based working capital facilities	**4,140.70**	**2,754.98**

**As certified by CGCA & Associates LLP (formerly known as UKG & Associates), Chartered Accountants pursuant to their certificate dated September 30, 2021.*

Principal terms of the borrowings availed by our Company:

Set out below are the principal terms of the borrowings availed by our Company. There may be additional terms, conditions and requirements under the various borrowing arrangements entered into by us.

1. ***Interest***: The interest rate is typically MCLR with an additional margin as specified by the lender under the loan documentation. Under certain borrowings, the interest rate typically ranges from 7.65% to 12.50% per annum. Our Company has also issued OCDs. For such borrowings, debenture trust deeds ("**DTDs**") are executed and in terms of such DTDs, no specified interest or coupon rate is to be paid periodically.

2. ***Tenor:*** The tenor of the term loans availed by us typically ranges from one month to nine years. The tenor of the working capital limits is generally between three and 12 months (renewed semi-annually/annually). Further, the OCDs shall be converted simultaneously with the CCPS (calculated from the date of issuance), prior to filing of the Red Herring Prospectus with the RoC. For further details see "*Capital Structure*" beginning on page 70.

3. ***Security:*** In terms of our borrowings where security needs to be created, we are typically required to:

   (a) create charge on certain of our movable and immovable assets, including land, buildings, vehicles, book-debts, receivables, raw material and stocks;

   (b) provide corporate guarantee of Aarya Agro Bio and Herbals Private Limited; and

   (c) provide personal guarantees of our Promoters. For further details on such personal guarantees, please see "*History and Certain Corporate Matters - Details of guarantees given to third parties by our Promoter Selling Shareholders*" on page 157.

   This is an indicative list and there may be additional requirements for creation of security under the various borrowing arrangements entered into by us.

4. ***Penal Interest:*** The terms of facilities availed by us prescribe penalties for delayed payment or default in repayment obligations cross default, compliance of terms, typically ranging between 1.00% to 5.00%, in addition to applicable lending rate.

5. ***Prepayment:*** The loans availed by our Company typically have prepayment provisions which allow for prepayment of the outstanding loan amount at any given point in time, upon service of a written notice. However, in certain cases prior notice or permission of the bank is required and is subject to prepayment penalties as may be decided by the lender at the time of prepayment. Typically, the prepayment penalty is approximately 2.00% of the facility amount being prepaid**.**

6. ***Re-payment:*** The working capital facilities are typically repayable on demand. The repayment period for most term loans typically range from one month to nine years.

7. ***Key covenants:***

In terms of our facility agreements and sanction letters, we are required to comply with various restrictive covenants and conditions as stated below:-

(a) provide yearly audited financial statements and periodic unaudited financial statements;

(b) intimate and/or take prior consent of the lenders about change in line of business or change in ownership;

(c) take the prior consent of lenders for change in capital structure, management control or shareholding pattern;

(d) take prior consent from the lenders for entering into any transaction, scheme of merger, de-merger, amalgamation, scheme of arrangement or compromise, reconstruction, consolidation or reorganisation or undertake any scheme for composition or arrangement with creditors;

(e) take prior consent of lenders before implementing any scheme of expansion / diversification / modernisation other than incurring routine capital expenditure;

(f) take prior consent of lenders before modification / amendment in the constitutional documents of our Company;

(g) take prior consent of the lenders before changing the Promoter or affect any change in the capital structure where the promoter’s contribution reduces below the existing level or the controlling stake;

(h) take prior consent of lenders before declaration of dividend, until payment of the loan in full is undertaken; and

(i) take prior consent of the lenders before selling, transferring, assigning, leasing, mortgaging, alienating or otherwise disposing the mortgaged property.

8. ***Events of Default:***

In terms of our facility agreements, sanction letters and offering memorandums, the following, among others, constitute events of default:

(a) failure and inability to pay amounts on the due date by the Company or failure by guarantors to perform any of its/their payment obligations;

(b) failure to create and perfect security interest or doing any act that will jeopardise/invalidate the security interest;

(c) proceedings of bankruptcy, insolvency, winding up not being disposed of or stayed in a stipulated time frame, or any creditor or liquidator taking possession of the property, or any similar events of bankruptcy;

(d) upon occurrence of any event that may have a material adverse effect and being uncured for 30 days;

(e) suspension or cessation of business;

(f) misrepresentation/ providing incorrect or misleading information provided by our Company;

(g) any circumstance rendering the performance of any obligation unlawful;

(h) failure of our Company or the guarantor to comply with any covenant, warranty, terms and conditions of the agreements or sanction letters; and

(i) the occurrence of any cross-default.

9. ***Consequences of occurrence of events of default:***

In terms of our facility agreements and sanction letters, the following, among others, are the consequences of occurrence of events of default, our lenders may:

(a) withdraw or cancel the sanctioned facilities, suspend further drawings and declare commitments to be cancelled;

(b) enforce their security over the hypothecated / mortgaged assets;

(c) place the facility on demand and seek immediate repayment of all or part of the outstanding amounts under the respective facilities;

(d) exercise other remedies available under transaction documents and the law, against our Company such as sue for creditors' process;

(e) levy of penal interest;

(f) convert the outstanding due amounts under the facility into Equity Shares or other securities as prescribed under the relevant loan documentation;

(g) review/restructure or re-organise the management or Board or the management structure; and enter upon and take possession of the assets of our Company.

SECTION VII: LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

Except as stated in this section, there are no outstanding (i) criminal proceedings, (ii) actions taken by statutory or regulatory authorities, (iii) claims related to direct and indirect taxes, in a consolidated manner and (iv) other pending litigation, as determined to be material pursuant to Materiality Policy, in each case involving our Company, our Subsidiaries, our Promoters and our Directors. Further, except as stated in this section, there are no disciplinary actions including penalties imposed by the SEBI or any of the Stock Exchanges against our Promoters in the last five Financial Years including outstanding action.

In relation to criminal proceedings, taxation matters, disciplinary actions and actions by statutory or regulatory authorities involving our Company, our Subsidiaries, our Promoters or our Directors, no materiality threshold has been applied.

*In relation to any legal proceeding involving our Company, our Subsidiaries, our Promoters or our Directors (collectively, the "**Relevant Parties**"), where the outstanding litigation does not meet the monetary threshold adopted by way of the Materiality Policy, the monetary liability is not quantifiable, but where the outcome of such legal proceedings could have a material adverse effect on the business, operations, performance, financial position, prospects or reputation of our Company, would be considered material.*

In relation to litigation involving the Relevant Parties where monetary liability is quantifiable, our Board in its meeting held on September 24, 2021 has considered and adopted a policy of materiality for identification of material litigation. In terms of the Materiality Policy adopted by our Board, all outstanding litigation involving the Relevant Parties which exceeds the amount which is lesser of 1% of the total income (i.e. ₹167.46 million) and 5% of the profit after taxes (i.e. ₹43.05 million) as per the restated audited consolidated financial statements of the Company as of and for the Fiscal Year 2021 would be considered material for disclosure for the Company, in this case being the latter, i.e. ₹43.05 million. Accordingly, all outstanding litigation involving the Relevant Parties as per the below parameters is considered material for disclosure in this Draft Red Herring Prospectus, the Red Herring Prospectus and the Prospectus:

(a) where the aggregate amount involved in such individual litigation exceeds ₹43.05 million individually; or

(b) where the decision in one case is likely to affect the decision in similar cases, even though the amount involved in an individual litigation may not exceed ₹43.05 million; or

(c) all outstanding litigation filed against the Company and its Subsidiaries which are winding up petitions under the Companies Act or are corporate insolvency resolutions processes under the Insolvency and Bankruptcy Code, 2016.

(d) all other outstanding litigation which may not meet the specific threshold and parameters as set out in (a) or (b) above, or where the monetary liability is not quantifiable, but where an adverse outcome would materially and adversely affect the business, operations, performance, prospects or financial position or reputation of the Company.

It is clarified that for the above purposes, pre-litigation notices received by any of the Relevant Parties from third parties (excluding statutory/regulatory/tax authorities or notices threatening criminal action), have not been considered as litigation until such time that the Relevant Parties are not impleaded as defendants or respondents in the litigation proceedings before any judicial or arbitral forum.

Except as stated in this section, there are no outstanding litigations involving our Group Companies which have a material impact on our Company.

*Except as stated in this section, there are no outstanding material dues to creditors of our Company. For this purpose, our Board has considered and adopted a policy of materiality for identification of material outstanding dues to creditors. In terms of the Materiality Policy, outstanding dues to any creditor of our Company having monetary value exceeding ₹60.73 million, which is 5% of the total consolidated trade payables of our Company, as per the latest Restated Financial Statements of our Company included in this Draft Red Herring Prospectus, shall be considered as 'material'. Accordingly, as on March 31, 2021, any outstanding dues exceeding ₹60.73 million have been considered as material outstanding dues for the purpose of disclosure in this section. Further, for outstanding dues to any party which is a micro, small or medium enterprise ("**MSME**"), the disclosure will be based on information available with the Company regarding status of the creditor as defined under Section 2 of the Micro, Small and Medium Enterprises Act, 2006, as amended, as has been relied upon by the Statutory Auditors.*

I. Litigation involving our Company

Litigation filed against our Company

Criminal Cases

1. An FIR and a complaint dated January 31, 2019, has been registered under sections 34, 420, 278, 269 of the Indian Penal Code, 1860, by M.K. Gurukumar, Assistant Executive Engineer, Bruhat Bengaluru Mahanagar Palike ("**Complainant**"), against the employees of our Company, namely Lingaraju B. and Thangaraj G. ("**Accused**") before

the Jalahalli Police Station, Bengaluru. The Complainants have alleged that the Accused were entrusted with the contract of providing vehicles on a rental basis to carry waste and debris collected by the municipal workers to a specified location and had agreed to provide eight auto trippers and two compactors. However, the Accused had only provided four auto trippers and one compactor and thus breaching the terms of the service order executed between the Company and the Complainant. Further, the Accused have also filed a criminal petition ("**Criminal Petition**") before the High Court of Karnataka at Bengaluru ("**High Court**"), stating that a breach of contract cannot amount to criminal liability and that the Accused were not a party to the service order contract and hence should not be named as accused. Pursuant to the Criminal Petition, the Accused have prayed before the High Court to quash the FIR. The matter is currently pending.

2. An FIR was registered on April 23, 2016 and a chargesheet has been filed by Luthshar Rahaman and others ("**Complainants**"), before the Principal Civil Judge (Junior Division) and Judicial Magistrate First Class Court, Magadi, against our Company and others. In terms of the CC, the Complainants who were working with our Company alleged that the Complainants' relative, another worker, died due to an electric pole falling on the deceased. The Complainants have accused our Company of offences under the Indian Penal Code, 1860, alleging that the death of the deceased was due to the negligence of our Company. The matter is currently pending.

Actions by regulatory and statutory authorities involving our Company

1. Our Company received a notice dated July 17, 2017 from the Employees Provident Fund Organisation, Ministry of Labour and Development, Government of India ("**EPFO**"), requiring our Company to produce the attendance register, eligibility register, payment/salary register and any other documents related to payments made to contract employees. The notice was received in connection with an enquiry against Nagpur Municipal Corporation ("**NMC**") under Section 7-A of the Employees Provident Fund and Miscellaneous Provisions Act, 1952 ("**EPF Act**"), wherein the NMC informed the EPFO that our Company was registered as a 'contractor' with them and therefore sought for our Company to be impleaded as a party to the enquiry. Our Company failed to produce the required documents before the EPFO following which, our Company received a subsequent notice from the EPFO dated August 10, 2017, issued under Section 7-A of the EPF Act, requiring our Company to appear before the EPFO. Our Company pursuant to letters dated August 2, 2017 and September 14, 2017 has provided the required documents pursued by the EPFO. The matter is currently pending.

2. Our Company has been made party to an enquiry under Section 7-A of the Employees Provident Funds and Miscellaneous Provisions Act, 1952 ("**EPF Act**") initiated by the Employees' Provident Fund Organisation, Indore in relation to the assessment of monthly contribution payable for the employees engaged by our Company in Madhya Pradesh for the period from October 2015 to July 2016. Our Company has prayed that it be allowed the benefit of the amnesty scheme under the EPF Act and that the enquiry be concluded. Our Company has also attended online enquiry proceedings before the Assistant Provident Fund Commissioner, Indore. The matter is currently pending.

3. Our Company has received summons each dated June 20, 2019 ("**Summons**") under Section 14B of the Employees Provident Funds and Miscellaneous Provisions Act, 1952 requiring our Company to appear before the Employees' Provident Fund Organisation, Pune ("**EPFO**") in relation to the levy of damages and interest for delay in remittance of contributions for the periods between January 2000 to June 2010 and September 2008 to April 2019. Pursuant to the Summons, our Company was required to pay a total of ₹36.82 million in interest and damages. Our Company in its replies dated January 4, 2021 and May 14, 2021 contested the Summons and has paid ₹15.12 million towards payment of such interest and damages. The matter is currently pending.

4. The Employees State Insurance Corporation, Nashik ("**ESIC**") issued a prohibitory order dated July 11, 2019 ("**Prohibitory Order**") to the Bank of Maharashtra, restraining them from receiving payments made by our Company until our Company pays contribution, along with interest, amounting to ₹0.54 million, with interest, under the Employees State Insurance Act, 1948 ("**ESI Act**"). Our Company filed an application on July 20, 2019 before the Employees Insurance Court at Nashik ("**Court**") challenging the Prohibitory Order and deposited ₹0.27 million, being half of the amount demanded by the ESIC. The Court in its interim order dated November 26, 2019 observed that the demand of the ESIC was not in accordance with the ESI Act. Accordingly, the Court granted a stay on the Prohibitory Order. The matter is currently pending.

5. The Employees State Insurance Corporation, Pune ("**ESIC**") issued an order dated April 29, 2015 ("**Order**") under Section 45-A of the Employees State Insurance Act, 1948 ("**ESI Act**") alleging that our Company had not paid contribution amounting to ₹0.40 million to the ESIC for the years 2010-2011 and 2011-12. Our Company filed an application before the Employees Insurance Court at Pune ("**Court**") challenging the Order and submitted that it had already paid contribution amounting to ₹0.25 million, leaving ₹0.15 million in dispute. The Court granted a stay on the Order on February 23, 2016. The matter is currently pending.

6. Our Company has been made party to four litigations filed under various provisions of the Minimum Wages Act by various parties alleging non-payment of minimum wage. The total amount of claims involved in these litigation is ₹1.17 million. These matters are currently pending.

7. Our Company has been made party to 37 litigations filed under various provisions of the Industrial Disputes Act, by various parties alleging *inter alia* wrongful termination of employment, change of service rules of employees and non-payment of wages. The total amount of claims involved in these litigation is ₹15.66 million. These matters are currently pending.

8. Our Company has been made party to three litigations filed under the provisions of the Payment of Gratuity Act, by parties alleging non-payment of gratuity. The total amount of claims involved in these litigation is ₹6.41 million. These matters are currently pending.

9. Our Company has been made party to two litigations filed under the provisions of the Workmen's Compensation Act, 1923, by parties claiming compensation for death of workmen during the course of their employment with our Company. The total amount of claims involved in these litigation is ₹0.93 million. These matters are currently pending.

10. Our Company has received a notice from the MCA dated March 5, 2020 ("**March Notice**") for certain defaults under section 129, 137, 92 and 96 on the Companies Act. Pursuant to the March Notice, the MCA provided details about certain contraventions under the Companies Act, which our Company had ought to have made, which is *inter alia* delay in filing annual return for Fiscal 2019 before November 30, 2019, delay in getting the balance sheet and annual accounts approved for Fiscal 2019, in the annual general meeting held on or before September 30, 2019 and delay in convening the annual general meeting in terms of Section 96 of the Companies Act. The March Notice, has been addressed to our Company and our Directors namely, Hanmantrao Ramdas Gaikwad, Umesh Gautam Mane, Jayant Gopal Pendse, Chandrakant Narayan Dalvi, Swapnali Dattatraya Gaikwad and Pankaj Dhingra and have been asked to show cause as why an action must not be initiated against the defaulters under Sections 92, 99, 137 and 129 of the Companies Act. Our Company in its reply dated March 9, 2020 submitted that it had received approval from the RoC on September 25, 2019 for an extension of two months to hold their annual general meeting and accordingly, the annual general meeting had been convened within the stipulated extended time period.

11. Our Company has been served a notice dated January 28, 2020 by the MCA ("**January Notice**"), wherein the MCA basis certain complaints received has asked our Company to furnish *inter alia* break up of balance sheet and profit and loss accounts for the financial year 2015, 2016, and 2018, tax assessment orders and tax audit reports for the financial years 2013-2019 and certified copies and complete balance sheets including directors reports, audit report and notice copy for the fiscal years 2015-2019 etc. The January Notice has also laid our certain other contraventions which our Company had ought done such as (i) not furnishing the audit report on the letter head of the auditor as prescribed under Section 143 of the Companies Act; (ii) stating that the Company was supposed to spend ₹35.94 million as CSR spending for Fiscal 2018, but spent ₹20 million; (iii) failing to provide provisions for the unspent amount of ₹15.94 million as provided in (ii) giving an unfair picture of the books of accounts and violating Section 129 of the Companies Act; (iv) not complying with provisions of Sections 77, 128, 134 and 135 of the Companies Act; (v) non payment of stamp duty for the issue of debentures etc. Our Company in its reply dated March 9, 2020 has duly submitted the requisite documents and clarifications sought in the January Notice.

12. Our Company received an order dated July 27, 2021 under Section 91 of the Code of Criminal Procedure, 1973 ("**Order**") from the Anti-Corruption Branch of the Central Bureau of Investigation in Gujarat ("**CBI**"), requiring our Company to produce certain documents in relation to an ongoing investigation against Diamond Power Infrastructure Limited ("**DPIL**"), which was a vendor to our Company. The CBI had issued a similar notice to our Company on September 10, 2018, seeking details of transactions, outstanding payments and work orders to DPIL, against which our Company had submitted its reply with the relevant details on September 17, 2018. Under the terms of the Order, our Company was required to submit *inter alia* certified copies of its incorporation documents, tax registration, material approvals, ledger account in relation to our transactions with DPIL, all purchase and work orders placed by our Company, invoices and bills issued by DPIL from 2008 to date regarding the supply of its material and lorry and goods receipts for transportation of materials and also furnish details of payments made to DPIL for the purchase of goods and items. Our Company in its reply dated August 9, 2021 to the Order duly submitted the requisite documents and confirmed that there was no separate correspondence with DPIL and that we had not entered into any agreement or work contract with DPIL regarding the pledge of securities in the form of advanced payment. Subsequently, the CBI issued a production-cum-seizure memo on August 12, 2021, directing our Company to preserve the original copies of these documents and submit them as required during the investigation.

13. Our Company received a letter dated July 8, 2021 by way of an email from the Anti-Corruption Bureau in Jaipur ("**ACB**"), requiring our Company to provide the contact details of Sandeep Chaudhary and identification documents of Rahul Bodke, in relation to an ongoing investigation of one Rajaram Gurjar. Our Company responded with the required information on July 8, 2021. Subsequently, our Company received a notice dated July 26, 2021 ("**Notice 1**") from the ACB, requiring our Company to produce certain documents and clarifications in relation to an ongoing investigation against Omkar Sapre and others. Pursuant to Notice 1, the ACB required our Company to provide details of *inter alia* our tender and agreement with the municipal corporation for cleaning and garbage collection in Jaipur and Omkar Sapre's association with our Company. Our Company in its reply dated August 2, 2021 to Notice 1 submitted *inter alia* that the Nagar Nigam, Jaipur had not provided monthly payment advices to our Company from

May 2017 and had also failed to release payments due to our Company. There had also been delay on part of Nagar Nigam Greater Jaipur to enter into a supplementary agreement with our Company in continuation of the original agreement with Nagar Nigam. Our Company also confirmed that Omkar Sapre was then working as an administrator in our organisation. Thereafter, our Company received another notice dated August 12, 2021 ("**Notice 2"**) from the ACB seeking information on the corporate social responsibility activities of our Company in the last three years. Our Company submitted its reply to Notice 2 on August 19, 2021 with the requisite documents and clarifications. Our Company has also filed a civil writ petition against the State of Rajasthan, Nagar Nigam Greater Jaipur and others before the High Court of Rajasthan ("**High Court**"), seeking the execution of the supplementary agreement with Nagar Nigam Greater Jaipur and release of dues pending towards our Company. Further, our Company has also filed an arbitration application before the High Court against Jaipur Municipal Corporation Greater and Municipal Corporation Jaipur Heritage under Section 11(6) of the Arbitration and Conciliation Act, 1996, seeking directions for the appointment of a sole arbitrator to resolve disputes arising out of the agreement with Nagar Nigam Jaipur, in relation to the failure of the department to *inter alia* open an escrow account for the project, notify our Company of defects found in operation and service, set up transfer stations and pay invoice amounts in accordance with the terms of the agreement. Both matters before the High Court are currently pending.

Civil cases

1. Barshi Municipal Council, Barshi ("**Plaintiff**") filed a special civil suit ("**Suit**") in the Court of Civil Judge, Senior Division, Barshi ("**Court**") against our Company alleging, amongst others, a breach of contract by our Company. The Plaintiff had awarded a contract for solid waste management ("**Contract**") to our Company pursuant to a tender process. Subsequently, our Company had discontinued work due to violation of the escalation clause by the Plaintiff in the Contract. The Plaintiff filed the Suit alleging breach of the Contract by our Company and claimed damages of ₹82.37 million. Our Company has denied the allegations and filed a counterclaim for outstanding payments amounting to ₹6.93 million along with interest at the rate of 12% per annum from June 22, 2014 till realization. The matter is currently pending.

2. A petition has been filed by Bipin Agrawal ("**Applicant**") and others before the Motors Accident Claims Tribunal, Akola ("**MACT Akola**"), against our Company, Avinash Sakore ("**Driver**") and two others. It is alleged that the son of Applicant had succumbed to injuries due to an accident and alleged negligent driving by the Driver of the bus owned by our Company. Pursuant to this petition, the Applicant has prayed before the MACT Akola to pass an award, awarding a compensation of ₹72.42 million along with further cost of proceedings, including interest at the rate of 18% per annum from the date of the accident till realization. Our Company in its reply dated January 7, 2020 denied the claims made by the Applicant and submitted that the bus had not been driven in a rash and negligent manner. The matter is currently pending.

3. Vidarbha Waste Management Private Limited ("**VWMPL**") has filed a company petition ("**Petition**"), before the National Company Law Tribunal, Mumbai, against our Company. VWMPL is involved in the business of providing specialised machinery and equipment for solid waste management disposal. Pursuant to the Petition, VWMPL has alleged that, our Company had hired four vehicles of VWMPL for its waste management projects in Jaipur. While the invoices were raised by VWMPL for each month from May 2017 to October 2018, amounting to ₹3.56 million, and our Company had cleared dues worth ₹0.66 million, however a principal amount of ₹2.86 million was still pending. VWMPL has also alleged that our Company has not cleared payment for 19 invoices raised and in the view of the non-payment, VWMPL issued a demand notice dated January 21, 2019 under Section 8 of the IBC. The matter is currently pending.

4. Vivek Agarwal ("**Creditor**") has filed a company petition, before the National Company Law Tribunal, Mumbai, against our Company. Our Company was awarded the Jaipur door to door collection and transportation of municipal solid waste project, pursuant to which our Company and the Creditor had entered into a consultancy agreement, to provide various services including, *inter alia*, project preparation, route mapping, recruitment monitoring of the project. The Creditor has alleged that he has received only payment for 12 invoices raised and a principal amount of ₹1.53 million is yet to be paid by our Company. The Creditor has raised a demand notice against our Company under Section 8 of the IBC. The matter is currently pending.

5. Our Company received an order dated August 14, 2020 from the Madhya Pradesh Paschim Kshetra Vidyut Vitaran Company Limited ("**MPPKVVCL**") blacklisting our Company from future business dealings with them for a period of three years. MPPKVVCL alleged that our Company had acted in contravention of the rate contract by failing to make timely payments of wages and statutory payments under the Employees' Provident Funds and Miscellaneous Provisions Act, 1952 and the Employees' State Insurance Act, 1948 to its contract labourers. Our Company in its replies dated August 31, 2020 and October 1, 2020 submitted *inter alia* that the blacklisting was unjustified as the MPPKVVCL had delayed in providing the requisite information for registration of the labourers under both legislations. Consequently, the blacklisting order was withdrawn on November 13, 2020. However, MPPKVVCL issued another blacklisting order on February 16, 2021 ("**Order**") for one year, alleging that our Company had not submitted evidence of payment of employee provident fund and had wrongfully submitted claims and sought reimbursement for employee contribution from the Government of India under the Pradhan Mantri Rojgar Protsahan Yojana scheme, despite not meeting the valid claim criteria. Subsequently, on March 22, 2021, our Company filed a

writ petition before the High Court of Madhya Pradesh ("**High Court**") and sought that the Order be quashed and that MPPKVVCL be directed to pay exemplary costs to our Company. The High Court, in its order dated May 27, 2021, noted that MPPVVCL had already recovered the disputed amount from our Company and accordingly, granted a stay on the Order until the final disposal of the writ petition, which was further extended pursuant to an order passed by the High Court on September 15, 2021. The matter is currently pending.

Litigation filed by our Company

Criminal Cases

1. Our Company has filed 16 complaints against various parties, including certain of our customers, under Section 138 of the Negotiable Instruments Act, as amended in relation to dishonour of cheques. The matters are pending at various stages of adjudication before various courts. The aggregate amount involved in these matters is ₹16.69 million.

Civil cases

1. Our Company filed an arbitration application ("**Application**") before the District Court of Pune against Shalaka Infra-Tech (I) Private Limited ("**Respondent**") under section 9 of the Arbitration and Conciliation Act, 1996. The Respondent had been awarded a contract by Bengaluru Electricity Supply Company Limited ("**BESCOM**") pursuant to a tender process for supply of electricity and erection work in various locations of Bengaluru district. The Respondent sub-contracted with our Company to execute the work on behalf of the Respondent and agreed to deposit the entire sum received from BESCOM in an escrow account for execution of the work. Our Company has claimed that post completion of a substantial amount of work and the payment for such work being due, the Respondent has failed to make a part of such payment in the escrow account and accordingly, our Company has filed the Application for recovery of dues of ₹246.89 million. Our Company has also filed an arbitration petition under Section 11 of the Arbitration and Conciliation Act, 1996 before the High Court of Bombay to constitute an arbitral tribunal to decide the dispute. The matter is currently pending.

2. Our Company filed a company petition before the National Company Law Tribunal Bench at Hyderabad against Vijai Electricals Limited ("**Corporate Debtor**"), for non-payment of debt of ₹290.14 million (including admitted claims and non-admitted claims) ("**Due**"). Our Company and the Corporate Debtor had executed a contract dated November 4, 2011 ("**Contract**") for sub-contracting and execution of certain allied works in relation to the tender agreement between the Corporate Debtor and the Maharashtra State Electricity Distribution Company Limited. Our Company was not paid the Due for the execution of the work orders in terms of the Contract, owing to which our Company filed this petition to initiate corporate insolvency resolution process against the Corporate Debtor. Parallelly, our Company has also filed a statement of claim before an arbitral tribunal and has prayed for a payment of ₹593.68 million along with interest of 15% per annum. The matters are currently pending.

II. Litigation involving our Subsidiaries

Litigation filed against our Subsidiaries

Criminal Cases

As on the date of this DRHP, there are no outstanding criminal cases against our Subsidiaries.

Actions by regulatory and statutory authorities involving our Subsidiaries

As on the date of this DRHP, there is no action by regulatory and statutory authorities outstanding against any of our Subsidiaries.

Civil cases

As on the date of this DRHP, there are no outstanding material civil cases initiated against any of our Subsidiaries.

Litigation filed by our Subsidiaries

Criminal cases

As on the date of this DRHP, there are no outstanding criminal cases filed by any of our Subsidiaries.

Civil cases

As on the date of this DRHP, there are no outstanding material civil cases filed by any of our Subsidiaries.

III. Litigation involving our Promoters

Litigation filed against our Promoters

Criminal Cases

Hanmantrao Ramdas Gaikwad

1. Our Promoter, Hanmantrao Ramdas Gaikwad has received notices from the office of the Senior Inspector of Police, Economic and Offences Wing, Unit IX, Mumbai ("**EoW**"). These notices are in relation to a complaint filed by Bimal Agarwal ("**Complainant**") with EoW, against our Promoter, Hanmantrao Ramdas Gaikwad. The Complainant was a sub-contractor for a project granted by the Municipal Corporation for Greater Mumbai to BVG Krystal Joint Venture. Pursuant to the complaint and a separate petition filed before the Metropolitan Magistrate Court at Borivali, Mumbai ("**Borivali Court**") dated September 23, 2014 ("**Complaint Petition**"), the Complainant had alleged Hanmantrao Ramdas Gaikwad of *inter alia* cheating by revoking the power of attorney granted to him to manage the finances and the tender contract awarded to BVG Krystal Joint Venture, which was sub-contracted to the Complainant. The Complainant further alleged that ₹32.70 million was transferred from the accounts of BVG Krystal Joint Venture to our Company. Pursuant to the order passed by the Borivali Court dated December 3, 2014, the Borivali Court directed the Complaint Petition for further investigation. The matter is being currently investigated by the EoW and in terms of the reminder letter dated February 9, 2016, the EoW had asked our Promoter, Hanmantrao Ramdas Gaikwad to produce the following documents (i) all financial and bank statements of BVG Krystal Joint Venture, since inception, along with notes indicating the fund flow and money infused; (ii) all bank statements and fund flow in relation to the bank guarantees created for the tender contract; (iii) all bank statements showing the outflow/inflow of funds indicating any financial contribution. Our Promoter, Hanmantrao Ramdas Gaikwad, pursuant to the letters dated February 16, 2016 and December 2, 2019 has responded to the EoW notice and has *inter alia* denied the allegations, furnishing details of the bank accounts of BVG Krystal Joint Venture and our Company and the details of the fund flow, stating that the transfer of funds was against the outstanding invoices. The investigation is currently pending. Further, some of the notices received by Hanmantrao Ramdas Gaikward from the EoW are not traceable. For details, see *"Risk Factors – 8. There are outstanding litigation proceedings against our Company, Directors and Promoters. Further, we are also unable to trace certain notices issued to our Promoter, Hanmantrao Ramdas Gaikwad. Any adverse outcome in such proceedings may have an adverse impact on our reputation, business, financial condition, results of operations and cash flows"* on page 26.

2. Krishnkamal Agrotech (Sugar) Private Limited **("Complainant")** filed a summary criminal complaint **("Complaint")** before the Civil Judge Junior Division, Karad ("**Court**") against BVG Hitech Agro Limited (formerly known as BVG Sugars Limited), one of our Group Companies, our Promoters, Hanmantrao Ramdas Gaikwad and Umesh Gautam Mane (in the capacity of director of BVG Hitech Agro Limited) and others. BVG Hitech Agro Limited had purchased land and factory from Complainant at Ambajogai and it was decided between the parties that if the prescribed threshold of production was achieved in the factory, only then a post-dated cheque of ₹20.00 million ("**Cheque**") given to the Complainant as a consideration could be encashed. Since the prescribed production threshold was not achieved in the factory, BVG Hitech Agro Limited instructed its bank to stop payment for the said Cheque, owing to which the Complainant filed a case under Section 138 of the Negotiable Instruments Act. In response to the Complainant, our Promoters have filed a revision appeal, stating that the Complaint is unjustifiable. The matter is currently pending.

3. Krishnkamal Agrotech (Sugar) Private Limited **("Complainant")** filed a summary criminal complaint **("Complaint")** before the Civil Judge Junior Division, Karad ("**Court**") against BVG Hitech Agro Limited (formerly known as BVG Sugars Limited), one of our Group Companies, Hanmantrao Ramdas Gaikwad and Umesh Gautam Mane (in the capacity of director of BVG Hitech Agro Limited) and others. BVG Hitech Agro Limited had purchased land and factory from Complainant at Ambajogai and it was decided between the parties that if prescribed threshold of production was achieved in the factory then a post-dated cheque of ₹15.00 million ("**Cheque**") shall be given to Complainant, as a consideration. Since the prescribed production threshold was not achieved in the factory, BVG Hitech Agro Limited instructed its bank to stop payment for the said Cheque, owing to which the Complainant filed a case under Section 138 of the Negotiable Instruments Act. In response to the Complainant, our Promoters have also filed a revision appeal, stating that the Complaint is unjustifiable. The matter is currently pending.

4. Our Promoter, Hanmantrao Ramdas Gaikwad has filed an FIR dated July 18, 2019 with Chinchwad Police Station against Vinod Jadhav and Suvarna Jadhav ("**Accused**") under Sections 420, 409 and 406 of Indian Penal Code, 1860 for criminal breach of trust. For further details see, "*Outstanding Litigation and Material Developments – Litigation filed by our Promoters – Criminal cases – Hanmantrao Ramdas Gaikwad"* on page 317. Subsequently, the Accused have also filed two criminal writ petitions against Hanmantrao Ramdas Gaikwad before the High Court, Bombay to quash the aforesaid FIR against the Accused.

Umesh Gautam Mane

1. A criminal petition has been filed by Krishnkamal Agrotech (Sugar) Private Limited before the Civil Judge Junior Division Karad, against our Promoter, Umesh Gautam Mane in relation to the non-payment of dues under Section 138

1. of the Negotiable Instruments Act. For further details, see "*Outstanding Litigation and Material Developments – Litigation Involving Promoters – Litigation filed against our Promoters - Criminal cases – Hanmantrao Ramdas Gaikwad"* on page 316.

2. A criminal petition has been filed by Krishnkamal Agrotech (Sugar) Private Limited before the Civil Judge Junior Division Karad, against our Promoter, Umesh Gautam Mane, in relation to the non-payment of dues under Section 138 of the Negotiable Instruments Act. For further details, see "*Outstanding Litigation and Material Developments – Litigation Involving Promoters – Litigation filed against our Promoters - Criminal cases – Hanmantrao Ramdas Gaikwad"* on page 316.

Actions by regulatory and statutory authorities involving our Promoters

Hanmantrao Ramdas Gaikwad

1. The Enforcement Directorate ("**ED**") has issued an order of summons dated July 26, 2021 to Hanmantrao Ramdas Gaikwad ("**HRG**"), requiring HRG to appear before an authorised officer of the ED and provide details in relation to their investigation of Jarandeshwar Sugar Mills Limited ("**JSML**"). JSML had been incorporated on November 3, 2010 by, amongst others, HRG and Umesh Gautam Mane, our Promoter to carry on the business of manufacturing, processing, dealing and distributing various kinds of sugar and allied products and to set up mills and facilities to manufacture and store the same. Due to certain reasons, the management of JSML handed over operations to a new investor and gradually withdraw from JSML. HRG and Umesh Gautam Mane resigned as directors of JSML with effect from January 12, 2011 and subsequently, transferred their shareholding in JSML to Aarya Agro-Bio & Herbals Private Limited and Fire Power Marketing (India) Private Limited, respectively, each on March 30, 2011. The documents evidencing the share transfers have been duly submitted to the ED. The matter is currently pending.

Disciplinary actions including penalty imposed by the SEBI or Stock Exchanges against our Promoters in the last five Financial Years including outstanding action

As on the date of this DRHP, no disciplinary action has been taken against our Promoters, including penalty imposed by SEBI or Stock Exchanges against them in the last five Financial Years, including outstanding actions.

Litigation filed by our Promoters

Criminal cases

Hanmantrao Ramdas Gaikwad

1. In response to the criminal complaints filed by Krishnkamal Agrotech (Sugar) Private Limited against our Promoters, BVG Hitech Agro Limited and others, Hanmantrao Ramdas Gaikwad has filed two criminal revision appeals, stating that the criminal complaints were unjustifiable. For further details, see "*Outstanding Litigation and Material Developments – Litigation Involving Promoters – Litigation filed against our Promoters – Criminal cases – Hanmantrao Ramdas Gaikwad"* on page 316.

2. Hanmantrao Ramdas Gaikwad filed a FIR dated July 18, 2019 with Chinchwad Police Station against Vinod Jadhav and Suvarna Jadhav ("**Accused**") under Sections 420, 409 and 406 of Indian Penal Code, 1860 for criminal breach of trust. Hanmantrao Ramdas Gaikwad, along with Vaishali Hanmantrao Gaikwad had made investments worth ₹159.50 million in SAVA Medica Limited, Anagha Pharma Private Limited and Biodeal Laboratories, in the year 2011. This amount was invested in with the assurance from the Accused that it will yield good return and the Accused had also agreed to give 26% stake in Anagha Pharma Private Limited, in return of such investment. Further, the Accused had also committed to allot certain shares of his company to Hanmantrao Ramdas Gaikwad, however, only few shares of SAVA Medica Limited was allotted. Hanmantrao Ramdas Gaikwad has alleged that, till date the balance shares have not been allotted to Hanmantrao Ramdas Gaikwad and that, the Accused had siphoned the entire money for personal gain. Pursuant to the reply from the police dated December 17, 2019, the police have stated that the FIR was lodged in misunderstood manner. The Accused have also filed two criminal writ petitions, respectively, against Hanmantrao Ramdas Gaikwad before the High Court, Bombay to quash the aforesaid FIR against the Accused. Subsequently, in the final report filed in relation to this FIR, the investigating officer recorded that the Accused had not embezzled the amount and no offence had been committed. The matter is currently pending.

Umesh Gautam Mane

3. In response to the criminal complaints filed by Krishnkamal Agrotech (Sugar) Private Limited against our Promoters, BVG Hitech Agro Limited and others, Umesh Gautam Mane has filed two criminal revision appeals, stating that the criminal complaints were unjustifiable. For further details, see "*Outstanding Litigation and Material Developments – Litigation Involving Promoters – Litigation filed against our Promoters – Criminal cases – Hanmantrao Ramdas Gaikwad"* on page 316.

Civil cases

Hanmantrao Ramdas Gaikwad

1. Hanmantrao Ramdas Gaikwad and another ("**Plaintiff**") filed a special summary suit before Civil Court, Pune against Vinod Jadhav, SAVA Medica Limited and Sava Healthcare Limited ("**Defendants**"). Basis various representations made by Vinod Jadhav, the Plaintiff had made investments of ₹159.50 million in SAVA Medica Limited and Sava Healthcare Limited. However, it is alleged that, Vinod Jadhav avoided the execution of agreement in this respect. Thereafter, a memorandum of understanding was signed between Plaintiffs and Defendants for repayment of investment made by Plaintiff along with applicable interest. It is alleged that, the Defendants did not repay the agreed amount to the Plaintiffs within agreed time period, hence this petition was filed claiming before the court a sum of ₹402.41 million. The matter is currently pending.

IV. Litigation involving our Directors

Litigation filed against our Directors

Criminal cases

Hanmantrao Ramdas Gaikwad

1. For more information in relation to the criminal matters filed against our Director, Hanmantrao Ramdas Gaikwad, see "*Outstanding Litigation and Material Developments – Litigation Involving Promoters – Litigation filed against our Promoters – Criminal Case – Hanmantrao Ramdas Gaikwad"* on page 316.

Umesh Gautam Mane

1. For further information with respect to the criminal matters filed against our Director, Umesh Gautam Mane, see "*Outstanding Litigation and Material Developments – Litigation Involving Promoters – Litigation filed against our Promoters - Criminal Cases – Umesh Gautam Mane"* on page 316.

Jayant Gopal Pendse

1. An FIR under various provisions of the Indian Penal Code, 1860 ("**FIR**") and a criminal miscellaneous application ("**Criminal Petition**") has been filed by the daughter-in-law of one of our Directors, Jayant Gopal Pendse, against, *inter alia*, him and his son, Anandha Abhay Pendse before the Hon'ble Chief Judicial Magistrate, Jamnagar under the provisions of the Domestic Violence Act, 2005. In response to the Criminal Petition and the FIR, Jayant Gopal Pendse has also filed a criminal miscellaneous application under Section 482 of the Code of Criminal Procedure, 1973 before the High Court of Gujarat at Ahmedabad to quash the FIR. The matter is currently pending.

Actions by regulatory and statutory authorities

Hanmantrao Ramdas Gaikwad

1. For further information with respect to the action taken by regulatory and statutory authorities against Hanmantrao Ramdas Gaikwad, see "*Outstanding Litigation and Material Developments – Litigation Involving our Promoters – Litigation filed against our Promoters – Actions by regulatory and statutory authorities involving our Promoters – Hanmantrao Ramdas Gaikwad"* on page 317.

Litigation filed by our Directors

Criminal cases

Jayant Gopal Pendse

1. Jayant Gopal Pendse has filed a criminal miscellaneous application before the High Court of Gujarat at Ahmedabad to quash the FIR filed against him, as disclosed in "*Outstanding Litigation and Material Developments – Litigation Involving our Directors – Litigation filed against our Directors – Criminal cases – Jayant Gopal Pendse"* on page 318. The matter is currently pending.

Civil cases

Hanmantrao Ramdas Gaikwad

1. For more information on the civil matters filed by Hanmantrao Ramdas Gaikwad, see *"Outstanding Litigation and Material Developments – Litigation Involving our Promoters – Litigation Filed by our Promoters - Civil Cases – Hanmantrao Ramdas Gaikwad"* on page 318.

V. Litigation involving our Group Companies

Our Group Companies are not party to any pending litigations which will have a material impact on our Company.

Taxation Matters

We have disclosed claims relating to direct and indirect taxes involving our Company, Subsidiaries, Promoters, Directors and Group Companies, in a consolidated manner giving details of the number of cases and total amount involved in such claims:

(in ₹ million)

Nature of case	Number of cases	Amount involved#
Direct Tax		
Company	1	2.90
Subsidiaries	Nil	Nil
Promoters	Nil	Nil
Directors	Nil	Nil
Group Companies	Nil	Nil
Sub-total (A)	1	2.90
Indirect Tax		
Company	11	1,838.24
Subsidiaries	Nil	Nil
Promoters	Nil	Nil
Directors	Nil	Nil
Group Companies	Nil	Nil
Sub-total (B)	11	1,838.24
TOTAL (A + B)	**12**	**1,841.14**

 # to the extent quantifiable

Indirect taxation matters exceeding ₹43.05 million

1. The Office of the Principal Commissioner of Central Excise, Pune-I Commissionerate ("**Principal Commissioner**") issued a show cause-cum-demand notice ("**Notice**") dated December 23, 2016 to our Company for, *inter alia*, non-payment of service tax after reconciliation of financial records, irregular availment of input CENVAT credit on goods used for provision of work contract and erection, commissioning and installation services of ₹330.02 million for the period from April 1, 2011 to March 31, 2016 and for wrongful availment of exemption for cleaning service. Our Company filed a reply dated March 20, 2017 to the Notice stating that it had rightfully availed input credit and that our Company should be granted additional time to discharge the outstanding service tax liability. The Commissioner, Central Excise and Service Tax, Pune-I, Commissionerate through his order dated June 9, 2017 ("**Order**"), allowed certain service tax and cess demand amounts, disallowed certain other amounts of service tax and cess and dropped the order for disallowing CENVAT credit. Pursuant to the Order, a demand (including penalty) amounting to ₹1,198.24 million was imposed on our Company. The Commissioner of Central Tax, GST Pune-I Commissionerate ("**Commissioner**") filed a memorandum of appeal dated November 1, 2017 against the Order in the Customs, Central Excise and Service Tax Appellate Tribunal, West Zonal Bench, Mumbai ("**CESTAT**") for the period from 2011-2012 to 2015-2016, stating that the Order needed to be reviewed for the purpose of upholding service tax demand and disallowing inadmissible CENVAT credit. Accordingly, the Commissioner raised a demand of service tax amounting to ₹5.25 million and CENVAT credit of ₹330.23 million. Our Company has also filed an appeal against the Order before the CESTAT for the period between April 2011 to March 2016, submitting that the nature of work undertaken by our Company was eligible for the exemption and the penalties imposed under the Order were unjustifiable. Our Company has deposited a sum of ₹44.86 million towards the right to appeal and accordingly, the total demand (after the payment of sum for right to appeal) is ₹1,153.38 million. Both appeals are currently pending.

2. The Office of the Directorate General of GST Intelligence, Zonal Unit, Bhopal ("**GST Unit, Bhopal**") issued a show cause notice dated June 11, 2019 ("**Notice**") to our Company for, *inter alia*, default in payment of service tax on the deployment of vehicles under the Dial 100 scheme, evasion of service tax by claiming fraudulent exemption on cleaning and housekeeping services, wrongful availment of certain exemptions and for default of payment of service tax for the periods between April 2015 to March 2016 and April 2016 to August 2016. The GST Unit, Bhopal also alleged that our Company had failed to file the statutory return ST-3 since September 2015 onwards. Pursuant to the Notice the GST Unit, Bhopal had asked our Company to show cause as to why a demand notice for ₹760.85 million should not be issued against our Company. Similarly, the Office of the Principal Commissioner of Central Excise and Central Goods and Service Tax, Pune also issued a statement of demand on June 26, 2019 asking our Company to show cause as to why our Company is not liable to pay service tax and cess amounting to ₹260.58 million for periods between April 2016 to June 2017. Pursuant to a letter dated July 1, 2020, our Company has responded to these demand notices. Subsequently, the Principal Commissioner of Central Excise and Goods and Service Tax, Pune – I Commissionerate issued an order dated June 14, 2021 ("**Order**") reduced the total amount of service tax payable by our Company in relation to the demand notices to ₹195.56 million, along with late fees for delay in filing ST-3. Our Company is currently exploring its legal options in relation to this matter.

3. Our Company had received an assessment order dated March 31, 2020 ("**Order**") from the Deputy Commissioner of Sales Tax, Pune requiring our Company to pay central sales tax amounting to ₹22.46 million and interest amounting to ₹21.56 million for the assessment period between April 2015 and March 2016, aggregating to a total of ₹44.02 million. Our Company has filed an appeal before the Joint Commissioner (Appeals) of Sales Tax, Pune challenging the Order, submitting that our Company was unaware of the assessment and had not been provided with a fair opportunity to provide requisite information to the assessing officer. Further, due to the COVID-19 lockdown, our Company had been unable to submit original copies of Form C to the assessing officer. The matter is currently pending.

Outstanding dues to creditors

In terms of the Materiality Policy, the Board noted that the amount of outstanding dues to micro, small and medium undertakings and other creditors as at March 31, 2021 was ₹1,214.61 million and the total income of the Company for Financial Year 2021 was ₹16,745.82 million, as per the Restated Financial Statements of the Company. The Board has further noted that ₹60.73 million (being 5% of the outstanding dues (that is trade payables) to micro, small and medium enterprises and other creditors as at March 31, 2021 as per the Restated Financial Statements) is the appropriate threshold for determining material creditors. Based on this criteria, details of outstanding dues owed as at March 31, 2021 by our Company are set out below:

Type of Creditors	Number of Creditors	Amount involved (in ₹ million)
Micro, small and medium enterprises	6	0.54
Other creditors	4,002	1,214.07
Material creditors	Nil	Nil
Total	**4,008**	**1,214.61**

As on March 31, 2021, our Company does not have any material creditors in accordance with our materiality policy on creditors.

Material Developments

Other than as stated in the section "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" beginning on page 275, there have not arisen, since the date of the last financial information disclosed in this Draft Red Herring Prospectus, any circumstances which materially and adversely affect, or are likely to affect, our operations, our profitability taken as a whole or the value of our consolidated assets or our ability to pay our liabilities within the next 12 months.

GOVERNMENT AND OTHER APPROVALS

Our business requires various approvals, consents, licenses, registrations and permits issued by relevant governmental and regulatory authorities of the respective jurisdictions under various rules and regulations. Set out below is an indicative list of all material approvals, licenses, registrations and permits obtained by our Company, which are necessary for undertaking its business. In view of such approvals, our Company can undertake the Offer and its current business activities. Additionally, unless otherwise stated herein and in the section "Risk Factors" beginning on page 21, these approvals, consents, licenses, registrations and permits are valid as on the date of this Draft Red Herring Prospectus. Certain approvals, licenses, registrations and permits may expire periodically in the ordinary course and applications for renewal of such expired approvals are submitted in accordance with applicable requirements and procedures.

We have also set forth below (i) approvals or renewals applied for but not received; (ii) approvals expired and renewal yet to be applied for; (iii) approvals required however yet to be obtained or applied for; and (iv) approvals applied for and rejected by the authorities. For further details in connection with the applicable regulatory and legal framework, see "Regulations and Policies" beginning on page 152.

I. Incorporation Details

1. Certificate of incorporation dated March 20, 2002 issued by Registrar of Companies to our Company, under the name Bharat Vikas Utility Services Limited.

2. Certificate for commencement of business dated September 26, 2002 issued by Registrar of Companies.

3. Fresh certificate of incorporation dated July 7, 2004 issued by Registrar of Companies to our Company consequent upon change of name from Bharat Vikas Utility Services Limited to BVG India Limited.

4. The CIN of our Company is U74999PN2002PLC016834.

For details in relation to incorporation of our Company, please see "*History and Certain Corporate Matters*" beginning on page 155.

II. Material approvals in relation to the Offer

For the approvals and authorisations obtained by our Company in relation to the Offer, see "*Other Regulatory and Statutory Disclosures – Authority for the Offer*" on page 323.

III. Material approvals in relation to our Company

(a). Material approvals obtained by our Company

A. Material approvals in relation to our business of our Company

For carrying out our present business activities which include providing integrated services including soft services such as, *inter alia*, mechanized housekeeping, manpower supply and security services, hard services such as, *inter alia*, electro-mechanical works and highway maintenance, and specialized services such as paint-shop cleaning and logistics management, we are required to obtain consents, licenses, registrations, permissions and approvals which include, license under the CLRA and registrations under the PSARA, each as amended and read with the applicable rules and amendments notified by the relevant states where our Company operates.

We also obtain these licenses from time to time based on the requirements under the engineering, procurement and construction contracts for a particular projects undertaken by us. These approvals may vary based on factors such as the legal requirement in the particular state in which the project is being undertaken, the size of the projects undertaken and the type of the projects undertaken. Further, as the obligation to obtain such approvals arises at various stages in our projects, applications for approvals are filed and the necessary approvals are obtained at the appropriate stage.

B. Tax related approvals of our Company

1. Permanent account number AACCB0943N issued by the Income Tax Department under the Income Tax Act, 1961;

2. Tax Deduction and Collection Account Number PNEB02776E issued by the Income Tax Department under the Income Tax Act, 1961;

3. GST registration number 27AACCB0943N1ZK of our Registered Office for GST payments under the Central Goods and Services Tax Act, 2017 and Maharashtra Goods and Services Act, 2017.

Further, our Company has obtained GST registrations with the relevant authorities for all the states in which our Company operates for GST payments under the central and state goods and services tax legislations.

4. Professional tax registration(s) under the applicable state specific laws obtained by our Company.

C. Other labour and commercial approvals

1. Our Company has obtained registrations under various employee and labour related laws including the Employees' State Insurance Act, 1948 and the Employees' Provident Funds and Miscellaneous Provisions Act, 1952, each as amended.

2. Our Company is also required to obtain a certificate of establishment issued by the labour departments of the respective state governments where the Registered Office, Corporate Office and offices of our Company are located under the provisions of the relevant state specific legislations on shops and establishments. We have obtained the relevant shops and establishment registrations under the applicable provisions of the shops and establishments legislations of the relevant state for our business operations, wherever required.

(b). **Material approvals or renewals applied for but not received**

As on the date of this DRHP, other than applications made for grant or renewal of licenses under the CLRA for 34 sites, there are no material approvals in relation to our business, for which applications have been made but approval has not been received by our Company.

(c). **Material approvals required or expired but not applied for**

As on the date of this DRHP, we are required to obtain 93 licenses under the CLRA, which we are yet to apply for, of which, we have not been able to procure (a) 90 CLRA licenses since the principal employer has not provided the registration certificates necessary for us to apply for the CLRA license, (b) two CLRA licenses since the principal employer has not renewed the registration certificate, and (c) one CLRA license since the work order is yet to be renewed.

(d). **Material approvals applied for and rejected by the relevant authorities**

As on the date of this DRHP, there are no material approvals in relation to our business which were applied for and have been rejected by the relevant authorities.

(e). **Intellectual property**

Our Company was the registered owner of 49 trademark registrations, which were assigned to Aadiruchi Foods LLP, one of our Promoter Group entities, pursuant to a deed of assignment dated September 29, 2021. Further, post such assignment, Aadiruchi Foods LLP has granted a license in favour of our Company to use six trademarks out of such assigned trademarks, pursuant to the trademark license agreement dated September 29, 2021. For details of the Deed of Assignment and the Trademark License Agreement, see section titled "*History and Certain Corporate Matters-Summary of Key Agreements*" on page 159.

OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for the Offer

The Fresh Issue has been authorised by our Board pursuant to a resolution passed at its meeting held on July 4, 2020 and by our Shareholders pursuant to a special resolution passed at their meeting held on July 30, 2020 under Section 62(1)(c) of the Companies Act. Further, our Board has taken on record the approval of the Offer for Sale by the Selling Shareholders and has approved the Draft Red Herring Prospectus pursuant to its resolution dated September 24, 2021.

The Offer for Sale has been authorized by each of the Investor Selling Shareholders, pursuant to their respective board resolutions and by each of the Promoter Selling Shareholders and Other Selling Shareholders, pursuant to their consent letters, as set out below:

Sr. No.	Selling Shareholders	Number of Offered Shares	Date of board resolution/ consent letter
1.	Strategic Investments Alpha	3,383,589	September 24, 2021
2.	Hanmantrao Ramdas Gaikwad	1,698,458	September 24, 2021
3.	Strategic Investments B	774,194	September 24, 2021
4.	Vaishali Hanmantrao Gaikwad	500,000	September 14, 2021
5.	Umesh Gautam Mane	300,523	September 24, 2021
6.	Mohini Umesh Mane	200,000	September 11, 2021
7.	Suyash Outsourcing Private Limited	50,000	September 7, 2021
8.	Murugappan Alagappan	50,000	September 9, 2021
9.	Dattatraya Ramdas Gaikwad	67,000	September 14, 2021
10.	Minaxi Jhaveri	55,000	September 6, 2021
11.	Ranganathan Ramachandran	50,000	September 6, 2021
12.	Rajendra Mishra	50,000	September 8, 2021
13.	Dhanpal Arvind Jhaveri	11,550	September 8, 2021
14.	Darshan Jayantilal Rathod	2,000	September 12, 2021
15.	Ganesh Shripad Limaye	2,000	September 14, 2021
16.	Shriniwas Bhanaji Deshpande	1,100	September 15, 2021
17.	Akshay Pralhad Deodhar	500	September 13, 2021
18.	Anita Kanak Shah	150	September 6, 2021
19.	Grimant Shah	100	September 6, 2021
20.	Pranav Teli	50	September 8, 2021
Total		**7,196,214**	

Our Company received in-principle approvals from BSE and NSE for the listing of the Equity Shares pursuant to letters dated [●] and [●], respectively.

Prohibition by SEBI or other Governmental Authorities

Our Company, Promoters, members of our Promoter Group, Directors and the Selling Shareholders are not prohibited from accessing the capital market or debarred from buying, selling or dealing in securities under any order or direction passed by SEBI or any securities market regulator in any other jurisdiction or any other authority/court.

None of the companies with which our Promoters and Directors are associated with as promoters, directors or persons in control have been debarred from accessing capital markets under any order or direction passed by SEBI or any other authorities.

The Equity Shares are fully paid-up and there are no partly paid-up Equity Shares as on the date of filing of this Draft Red Herring Prospectus. The Equity Shares of our Company held by our Promoters are in the dematerialised form.

Our Company, Promoters or Directors have not been declared as wilful defaulters by any bank or financial institution or consortium thereof in accordance with the guidelines on wilful defaulters issued by the RBI.

Our Promoters or Directors have not been declared as fugitive economic offenders under section 12 of the Fugitive Economic Offenders Act, 2018.

Each Selling Shareholder, severally and not jointly, confirms that it has not been prohibited from accessing the capital market or debarred from buying, selling or dealing in securities under any order or direction passed by SEBI or any securities market regulator in any other jurisdiction or any other authority/court

Compliance with the Companies (Significant Beneficial Owners) Rules, 2018

Our Company, the Selling Shareholders, Promoters and members of the Promoter Group, are in compliance with the Companies (Significant Beneficial Owners) Rules, 2018, as amended ("**SBO Rules**"), to the extent applicable to each of them as on the date of this Draft Red Herring Prospectus.

Directors associated with the securities market

Except for Prabhakar Dattatraya Karandikar, who is a director on the board of directors of Shriram Asset Management Company Limited, none of our Directors or entities with whom our Directors are associated, are associated with the securities market in any manner. No action has been initiated by SEBI against our Directors in the five years preceding the date of this Draft Red Herring Prospectus:

Name of the entity/ company	Shriram Asset Management Company Limited
SEBI Registration No.	MF/017/94/4
Category of registration	Asset management company for Shriram Mutual Fund
Date of expiry of registration	No expiry date
If registration has elapsed, reasons for non-renewal	N.A.
Details of outstanding action (including enquiry or investigation) initiated by SEBI in the last five years	Nil
Penalty imposed by SEBI, if any (Penalty includes deficiency/ warning letter, adjudication proceedings, suspension/ cancellation/ prohibitory orders)	Nil
Outstanding fees payable to SEBI, if any	Nil

Eligibility for the Offer

Our Company is eligible for the Offer in accordance with Regulation 6(1) of the SEBI ICDR Regulations which states the following:

"*An issuer shall be eligible to make an initial public offer only if:*

a) it has net tangible assets of at least three crore rupees, calculated on a restated and consolidated basis, in each of the preceding three full years (of twelve months each), of which not more than fifty per cent. are held in monetary assets:

Provided that if more than fifty per cent. of the net tangible assets are held in monetary assets, the issuer has utilised or made firm commitments to utilise such excess monetary assets in its business or project;

Provided further that the limit of fifty per cent. on monetary assets shall not be applicable in case the initial public offer is made entirely through an offer for sale.

b) it has an average operating profit of at least fifteen crore rupees, calculated on a restated and consolidated basis, during the preceding three years (of twelve months each), with operating profit in each of these preceding three years;

c) it has a net worth of at least one crore rupees in each of the preceding three full years (of twelve months each), calculated on a restated and consolidated basis;

d) if it has changed its name within the last one year, at least fifty per cent. of the revenue, calculated on a restated and consolidated basis, for the preceding one full year has been earned by it from the activity indicated by its new name.".

We are an unlisted company, satisfying the conditions specified in Regulation 6(1) of the SEBI ICDR Regulations in the following manner:

(a) Our Company has had net tangible assets of at least ₹30 million, calculated on a restated and consolidated basis, in each of the preceding three full years (of 12 months each), of which not more than 50% are held in monetary assets;

(b) Our Company has an average operating profit of at least ₹150 million, calculated on a restated and consolidated basis, during the preceding three years (of 12 months each), with operating profit in each of these preceding three years;

(c) Our Company has a net worth of at least ₹10 million in each of the preceding three full years (of 12 months each), calculated on a restated and consolidated basis; and

(d) Our Company has not changed its name in the last one year.

Our Company's net tangible assets, monetary assets, monetary assets as a percentage of the net tangible assets, operating profits and net worth, derived from the Restated Financial Statements included in this Draft Red Herring Prospectus as at, and for the last three Financial Years ended March 31, 2019, 2020 and 2021, are set forth below:

(*₹ in million, unless otherwise stated*)

Particulars	**Financial Year 2019**	**Financial Year 2020**	**Financial Year 2021**
Net tangible assets, as restated	5,753.44	6,948.86	7,788.02
Monetary assets, as restated	1,265.59	1,949.89	2,708.22
Monetary assets, as a percentage of net tangible assets, as restated	22%	28%	35%
Net worth, as restated	5,804.86	6,994.92	7,811.32

Notes:

(1) Net tangible assets have been defined in Regulation 2(1)(gg) of the SEBI ICDR Regulations as the sum of all net assets of the Company, excluding intangible assets as defined in the Indian Accounting Standard (IndAS) 38.

(2) The classification of monetary assets out of the net tangible assets has been made basis the criteria specified in IndAS 21 as 'Monetary items are units of currency held and assets and liabilities to be received or paid in a fixed or determinable number of units of currency'.

(3) The average earnings before interest and taxes of the Company for Financial Years ended March 31, 2019, 2020 and 2021 is ₹ 1,824.66 million.

(4) Net worth has been defined under Regulation 2(1)(hh) of the SEBI ICDR Regulations as the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off ,as per the audited balance sheet, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation.

We are eligible to undertake the Offer as per Rule 19(2)(b) of the SCRR read with Regulation 6(1) of the SEBI ICDR Regulations. Accordingly, in accordance with Regulation 32(1) of the SEBI ICDR Regulations we are required to allocate not more than 50% of the Offer to QIBs. Further, not less than 15% of the Offer shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35% of the Offer shall be available for allocation to RIBs in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price. In the event we fail to do so, the full application money shall be refunded to the Bidders.

Further, in terms of Regulation 49(1) of the SEBI ICDR Regulations, our Company shall ensure that the number of Bidders to whom the Equity Shares will be allotted will be not less than 1,000.

Further, our Company confirms that it is in compliance with the conditions specified in Regulation 7(1) of the SEBI ICDR Regulations, to the extent applicable, and will ensure compliance with the conditions specified in Regulation 7(2) of the SEBI ICDR Regulations, to the extent applicable.

Further, our Company confirms that it is not ineligible to make the Offer in terms of Regulation 5 of the SEBI ICDR Regulations, to the extent applicable. The details of our compliance with Regulation 5 of the SEBI ICDR Regulations are as follows:

(a) Neither our Company nor the Promoters, members of the Promoter Group, the Directors or the Selling Shareholders are debarred from accessing the capital markets by the SEBI.

(b) None of the Promoters or Directors are promoters or directors of companies which are debarred from accessing the capital markets by the SEBI.

(c) Neither our Company nor the Promoters or Directors is a wilful defaulter.

(d) None of our Promoters or Directors is a fugitive economic offender, under Section 12 of the Fugitive Economic Offenders Act, 2018.

(e) Except for the OCDs held by Hanmantrao Ramdas Gaikwad and CCPS held by Strategic Investments B and Strategic Investments Alpha, there are no outstanding warrants, options or rights to convert debentures, loans or other instruments convertible into, or any other right which would entitle any person any option to receive Equity Shares, as on the date of this Draft Red Herring Prospectus. The OCDs and the CCPS shall be converted to Equity Shares before filing the Red Herring Prospectus with the RoC. For further information see "*Capital Structure*" beginning on page 70.

Each of the Selling Shareholders confirm that they are in compliance with Regulation 8 of the SEBI ICDR Regulations.

DISCLAIMER CLAUSE OF SEBI

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THIS DRAFT RED HERRING PROSPECTUS TO SEBI SHOULD NOT, IN ANY WAY, BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE OFFER IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE DRAFT RED HERRING PROSPECTUS. THE LEAD MANAGERS, ICICI SECURITIES LIMITED, JM FINANCIAL LIMITED AND HSBC SECURITIES AND CAPITAL MARKETS (INDIA) PRIVATE LIMITED, HAVE CERTIFIED THAT THE DISCLOSURES MADE IN THE DRAFT RED HERRING PROSPECTUS ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 AS AMENDED. THIS REQUIREMENT IS TO FACILITATE BIDDERS TO TAKE AN INFORMED DECISION FOR MAKING AN INVESTMENT IN THE PROPOSED OFFER.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE COMPANY IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS DRAFT RED HERRING PROSPECTUS AND THE SELLING SHAREHOLDERS WILL BE SEVERALLY AND NOT JOINTLY RESPONSIBLE ONLY FOR THE STATEMENTS SPECIFICALLY CONFIRMED OR UNDERTAKEN BY THEM IN THE DRAFT RED HERRING PROSPECTUS IN RELATION TO THEMSELVES OR THEIR RESPECTIVE PORTION OF THE OFFERED SHARES, THE LEAD MANAGERS ARE

EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY AND THE SELLING SHAREHOLDERS DISCHARGE THEIR RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE LEAD MANAGERS HAVE FURNISHED TO SEBI, A DUE DILIGENCE CERTIFICATE DATED SEPTEMBER 30, 2021 IN THE FORMAT PRESCRIBED UNDER SCHEDULE V(A) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, AS AMENDED.

THE FILING OF THIS DRAFT RED HERRING PROSPECTUS DOES NOT, HOWEVER, ABSOLVE THE COMPANY 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 OFFER. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP, AT ANY POINT OF TIME, WITH THE LEAD MANAGERS, ANY IRREGULARITIES OR LAPSES IN THIS DRAFT RED HERRING PROSPECTUS.

Disclaimer from our Company, the Selling Shareholders and the Lead Managers

Our Company, the Directors, the Selling Shareholders and the Lead Managers accept no responsibility for statements made otherwise than those confirmed in this Draft Red Herring Prospectus or in the advertisements or any other material issued by or at our Company's instance and anyone placing reliance on any other source of information, including our Company's website www.bvgindia.com, would be doing so at his or her own risk. The Selling Shareholders, their respective directors, affiliates, associates and officers, as applicable, accept or undertake no responsibility for any statements other than those specifically undertaken or confirmed by the respective Selling Shareholders in relation to itself and its respective portion of the Offered Shares.

The Lead Managers accept no responsibility, save to the limited extent as provided in the Offer Agreement and the Underwriting Agreement to be entered into between the Underwriters, the Selling Shareholders and our Company.

All information shall be made available by our Company, the Selling Shareholders (to the extent of itself and the Offered Shares), and the Lead Managers 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 Bidding Centres or elsewhere.

None among our Company, the Selling Shareholders or any member of the Syndicate shall be liable for any failure in uploading the Bids due to faults in any software or hardware system or otherwise, or the blocking of Bid Amount in the ASBA Account on receipt of instructions from the Sponsor Bank on account of any errors, omissions or non-compliance by various parties involved in, or any other fault, malfunctioning or breakdown in, or otherwise, in the UPI Mechanism.

Bidders will be required to confirm and will be deemed to have represented to our Company, the Selling Shareholders, 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 the Equity Shares and will not issue, sell, pledge, or transfer the Equity Shares to any person who is not eligible under any applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares. Our Company, the Selling Shareholders, 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.

The Lead Managers and their respective associates and affiliates in their capacity as principals or agents may engage in transactions with, and perform services for, our Company, our Promoters, members of the Promoter Group, the Selling Shareholders, their respective directors and directors, group companies, affiliates or associates or third parties in the ordinary course of business and have engaged, or may in the future engage, in commercial banking and investment banking transactions with our Company, our Promoters, members of the Promoter Group, the Selling Shareholders, and their respective directors and directors, group companies, affiliates or associates or third parties, for which they have received, and may in the future receive, compensation.

Disclaimer in respect of Jurisdiction

The Offer is being made in India to persons resident in India (who are competent to contract under the Indian Contract Act, 1872, as amended, including Indian nationals resident in India, HUFs, companies, other corporate bodies and societies registered under applicable laws in India and authorised to invest in shares, Indian Mutual Funds registered with the SEBI, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to RBI permission), or trusts under applicable trust law and who are authorised under their constitution to hold and invest in equity shares, multilateral and bilateral development financial institutions, state industrial development corporations, insurance companies registered with IRDAI, provident funds (subject to applicable law) and pension funds, National Investment Fund, insurance funds set up and managed by army, navy or air force of Union of India, insurance funds set up and managed by the Department of Posts, GoI, Systemically Important NBFCs registered with the RBI) and permitted Non-Residents including FPIs and Eligible NRIs, AIFs, FVCIs, and other eligible foreign investors, if any, provided that they are eligible under all applicable laws and regulations to purchase the Equity Shares. This Draft Red Herring Prospectus does not constitute an offer to sell or an invitation to subscribe to Equity Shares offered hereby, in any jurisdiction other than in India to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession this Draft Red Herring Prospectus comes is required to inform himself or herself about, and to observe, any such restrictions. Any dispute arising out of the Offer will be subject to the jurisdiction of appropriate court(s) in Mumbai only.

No action has been, or will be, taken to permit a public offering in any jurisdiction where action would be required for that purpose, except that this Draft Red Herring Prospectus will be filed with SEBI for its observations. Accordingly, the Equity Shares represented hereby may not be offered 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 offer or sale hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of our Company or the Selling Shareholders since the date hereof or that the information contained herein is correct as of any time subsequent to this date.

Eligibility and Transfer Restrictions

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, unless so registered, may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws in the United States. Accordingly, the Equity Shares are being offered and sold (a) in the United States only to "qualified institutional buyers" (as defined in Rule 144A and referred to in this Draft Red Herring Prospectus as "U.S. QIBs"; for the avoidance of doubt, the term U.S. QIBs does not refer to a category of institutional investor defined under applicable Indian regulations and referred to in this Draft Red Herring Prospectus as "QIBs"), pursuant to Rule 144A or another available exemption from, or in a transaction not subject to or another available exemption from the registration requirements of the U.S. Securities Act, and (b) outside the United States in offshore transactions in compliance with Regulation S and the applicable laws of the jurisdiction where those offers and sales occur. Prospective purchasers are hereby notified that sellers of the Equity Shares may be relying on the exemption from the provisions of Section 5 of the U.S. Securities Act provided by Rule 144A thereunder.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Until the expiry of 40 days after the commencement of the Offer, an offer or sale of the Equity Shares within the United States by a dealer (whether or not it is participating in the Offer) may violate the registration requirements of the U.S. Securities Act unless made pursuant to Rule 144A or another available exemption from or in a transaction not subject to, the registration requirements of the U.S. Securities Act and in accordance with applicable state securities laws in the United States.

Equity Shares Offered and Sold within the United States

Each purchaser that is acquiring the Equity Shares offered pursuant to the Offer within the United States, by its acceptance of this Draft Red Herring Prospectus and of the Equity Shares, will be deemed to have acknowledged, represented and warranted to and agreed with the Company, the Selling Shareholders and the BRLMs that it has received a copy of this Draft Red Herring Prospectus and such other information as it deems necessary to make an informed investment decision and that:

1. the purchaser is authorised to consummate the purchase of the Equity Shares offered pursuant to the Offer in compliance with all applicable laws and regulations;

2. the purchaser acknowledges that the Equity Shares have not been and will not be registered under the U.S. Securities Act or with any securities regulatory authority of any state or other jurisdiction of the United States and accordingly, unless so registered, may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act;

3. the purchaser (i) is a U.S. QIB, (ii) is aware that the sale to it is being made pursuant to an available exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act, and (iii) is acquiring such Equity Shares for its own account or for the account of one or more U.S. QIBs with respect to which it exercises sole investment discretion;

4. the purchaser is not an affiliate of the Company or a person acting on behalf of an affiliate;

5. if, in the future, the purchaser decides to offer, resell, pledge or otherwise transfer such Equity Shares, or any economic interest therein, such Equity Shares or any economic interest therein may be offered, sold, pledged or otherwise transferred only (i) to a person whom the beneficial owner and/or any person acting on its behalf reasonably believes is a U.S. QIB in a transaction meeting the requirements of Rule 144A, (ii) in an offshore transaction complying with Rule 903 or Rule 904 of Regulation S, (iii) pursuant to an exemption from registration under the U.S. Securities Act provided by Rule 144 thereunder (if available), or (iv) pursuant to another available exemption from the registration

requirements under the U.S. Securities Act, and in each case in accordance with all applicable laws, including the state securities laws in the United States;

6. the Equity Shares are "restricted securities" within the meaning of Rule 144(a)(3) under the U.S. Securities Act and no representation is made as to the availability of the exemption provided by Rule 144 under the U.S. Securities Act for resales of any such Equity Shares;

7. the purchaser will not deposit or cause to be deposited such Equity Shares into any depositary receipt facility established or maintained by a depositary bank other than a Rule 144A restricted depositary receipt facility, so long as such Equity Shares are "restricted securities" within the meaning of Rule 144(a)(3) under the U.S. Securities Act;

8. the purchaser is not acquiring the Equity Shares as a result of any form of "general solicitation" or "general advertising" (within the meaning of Rule 502(c) under the U.S. Securities Act) or any "directed selling efforts" (as that term is defined in Regulation S);

9. the purchaser understands that such Equity Shares (to the extent they are in certificated form), unless the Company determines otherwise in accordance with applicable law, will bear a legend substantially to the following effect:

   "THE EQUITY SHARES REPRESENTED HEREBY HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE U.S. SECURITIES ACT OF 1933, AS AMENDED (THE "U.S. SECURITIES ACT") OR WITH ANY SECURITIES REGULATORY AUTHORITY OF ANY STATE OR OTHER JURISDICTION OF THE UNITED STATES AND MAY NOT BE OFFERED, SOLD, PLEDGED OR OTHERWISE TRANSFERRED EXCEPT (1) TO A PERSON WHOM THE SELLER OR ANY PERSON ACTING ON ITS BEHALF REASONABLY BELIEVES IS A QUALIFIED INSTITUTIONAL BUYER WITHIN THE MEANING OF RULE 144A IN A TRANSACTION MEETING THE REQUIREMENTS OF RULE 144A UNDER THE SECURITIES ACT, (2) IN AN OFFSHORE TRANSACTION COMPLYING WITH RULE 903 OR RULE 904 OF REGULATION S UNDER THE U.S. SECURITIES ACT, (3) PURSUANT TO AN EXEMPTION FROM REGISTRATION UNDER THE SECURITIES ACT PROVIDED BY RULE 144 THEREUNDER (IF AVAILABLE), OR (4) PURSUANT TO ANOTHER AVAILABLE EXEMPTION FROM THE REGISTRATION REQUIREMENTS UNDER THE SECURITIES ACT, IN EACH CASE IN ACCORDANCE WITH ANY APPLICABLE SECURITIES LAWS OF ANY STATE OF THE UNITED STATES. NO REPRESENTATION CAN BE MADE AS TO THE AVAILABILITY OF THE EXEMPTION PROVIDED BY RULE 144 UNDER THE U.S. SECURITIES ACT FOR RESALES OF THE EQUITY SHARES. NOTWITHSTANDING ANYTHING TO THE CONTRARY IN THE FOREGOING, THE EQUITY SHARES MAY NOT BE DEPOSITED INTO ANY UNRESTRICTED DEPOSITARY RECEIPT FACILITY IN RESPECT OF THE EQUITY SHARES ESTABLISHED OR MAINTAINED BY A DEPOSITARY BANK. "

10. the Company will not recognize any offer, sale, pledge or other transfer of such Equity Shares made other than in compliance with the above-stated restrictions; and

11. the purchaser acknowledges that the Company, the Selling Shareholders, the BRLMs and their respective affiliates and others will rely upon the truth and accuracy of the foregoing acknowledgements, representations and agreements and agrees that, if any of such acknowledgements, representations and agreements deemed to have been made by virtue of its purchase of such Equity Shares are no longer accurate, it will promptly notify the Company and the BRLMs, and if it is acquiring any of such Equity Shares as a fiduciary or agent for one or more accounts, it represents that it has sole investment discretion with respect to each such account and that it has full power to make the foregoing acknowledgements, representations and agreements on behalf of such account.

All other Equity Shares Offered and Sold in the Offer

Each purchaser that is acquiring the Equity Shares offered pursuant to the Offer outside the United States, by its acceptance of this Draft Red Herring Prospectus and of the Equity Shares offered pursuant to the Offer, will be deemed to have acknowledged, represented and warranted to and agreed with the Company, the Selling Shareholders and the BRLMs that it has received a copy of this Draft Red Herring Prospectus and such other information as it deems necessary to make an informed investment decision and that:

1. the purchaser is authorised to consummate the purchase of the Equity Shares offered pursuant to the Offer in compliance with all applicable laws and regulations;

2. the purchaser acknowledges that the Equity Shares have not been and will not be registered under the U.S. Securities Act or with any securities regulatory authority of any state or other jurisdiction of the United States and accordingly may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act;

3. the purchaser is purchasing the Equity Shares offered pursuant to the Offer in an offshore transaction meeting the requirements of Rule 903 or Rule 904 of Regulation S;

4. the purchaser and the person, if any, for whose account or benefit the purchaser is acquiring the Equity Shares, was located outside the United States at the time (i) the offer was made to it and (ii) when the buy order for such Equity Shares was originated, and continues to be located outside the United States and has not purchased such Equity Shares for the account or benefit of any person in the United Sates or entered into any arrangement for the transfer of such Equity Shares or any economic interest therein to any person in the United States;

5. the purchaser is not an affiliate of the Company or a person acting on behalf of an affiliate;

6. if, in the future, the purchaser decides to offer, resell, pledge or otherwise transfer such Equity Shares, or any economic interest therein, it will only do so pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act, and in each case in accordance with any applicable securities laws of any state of the United States or other applicable jurisdiction;

7. the purchaser is not acquiring the Equity Shares as a result of any "directed selling efforts" (within the meaning of Rule 902(c) under the U.S. Securities Act);

8. the Company will not recognize any offer, sale, pledge or other transfer of such Equity Shares made other than in compliance with the above-stated restrictions; and

9. the purchaser acknowledges that the Company, the Selling Shareholders, the BRLMs and their respective affiliates and others will rely upon the truth and accuracy of the foregoing acknowledgements, representations and agreements and agrees that, if any of such acknowledgements, representations and agreements deemed to have been made by virtue of its purchase of such Equity Shares are no longer accurate, it will promptly notify the Company and the BRLMs, and if it is acquiring any of such Equity Shares as a fiduciary or agent for one or more accounts, it represents that it has sole investment discretion with respect to each such account and that it has full power to make the foregoing acknowledgements, representations and agreements on behalf of such account.

Bidders are advised to ensure that any Bid from them does not exceed investment limits or the maximum number of Equity Shares that can be held by them under applicable law. Further, each Bidder where required must agree in the Allotment Advice that such Bidder will not sell or transfer any Equity Shares or 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 in accordance with applicable laws.

Disclaimer Clause of BSE

As required, a copy of this Draft Red Herring Prospectus has been submitted to BSE. The disclaimer clause as intimated by BSE to our Company, post scrutiny of this Draft Red Herring Prospectus, shall be included in the Red Herring Prospectus and the Prospectus prior to the RoC filing.

Disclaimer Clause of NSE

As required, a copy of this Draft Red Herring Prospectus has been submitted to NSE. The disclaimer clause as intimated by NSE to our Company, post scrutiny of this Draft Red Herring Prospectus, shall be included in the Red Herring Prospectus and the Prospectus prior to the RoC filing.

Listing

Applications will be made to the Stock Exchanges for permission to deal in and for an official quotation of the Equity Shares. [●] will be the Designated Stock Exchange with which the Basis of Allotment will be finalised.

If the permission to deal in and for an official quotation of the Equity Shares is not granted by the Stock Exchanges, our Company shall forthwith repay, without interest, all monies received from the applicants in pursuance of the Red Herring Prospectus in accordance with applicable law. Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading of Equity Shares at the Stock Exchanges are taken within six Working Days of the Bid/Offer Closing Date or such other time period as prescribed by SEBI. If our Company does not allot Equity Shares pursuant to the Offer within such timeline as prescribed by SEBI, it shall repay without interest all monies received from Bidders, failing which interest shall be due to be paid to the Bidders at the rate of 15% per annum for the delayed period or such other rate prescribed by SEBI.

Each Selling Shareholder undertakes to provide such reasonable assistance as may be requested by our Company, to the extent such assistance is required from such Selling Shareholder in relation to its respective Offered Shares to facilitate the process of listing and commencement of trading of the Equity Shares on the Stock Exchanges within such time prescribed by SEBI.

Consents

Consents in writing of each of the Selling Shareholders, our Directors, our Statutory Auditor, our Company Secretary and Compliance Officer, legal counsel, the Lead Managers, the bankers to our Company, F&S, independent chartered accountant and the Registrar to the Offer to act in their respective capacities, have been obtained and consents in writing of the Syndicate Members, Monitoring Agency, Bankers to the Offer to act in their respective capacities, will be obtained and filed along with a copy of the Red Herring Prospectus with the RoC as required under the Companies Act and such consents shall not be withdrawn up to the time of delivery of the Red Herring Prospectus for filing with the RoC.

Experts to the Offer

Except as stated below, our Company has not obtained any expert opinions:

Our Company has received written consent from the Statutory Auditor namely, MSKA & Associates, Chartered Accountants, to include its name in this Draft Red Herring Prospectus as required under Section 26(1) of the Companies Act read with SEBI ICDR Regulations and as an "expert" as defined under section 2(38) of the Companies Act in respect of their (i) examination report, dated September 24, 2021 on our Restated Financial Information; and (ii) their report dated September 30, 2021 on the statement of tax benefits in this Draft Red Herring Prospectus and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus. However, the term "expert" shall not be construed to mean an "expert" as defined under the U.S. Securities Act.

Particulars regarding public or rights issues by our Company during the last five years

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

Capital issue during the preceding three years by our Company, listed Group Companies and Subsidiaries

Our Company has not made any capital issuance during the three years preceding the date filing of this Draft Red Herring Prospectus. Further, our Company does not have any listed Group Company and Subsidiary.

Performance vis-à-vis Objects

Our Company has not undertaken any public issue or rights issue in the five years preceding the date of the Red Herring Prospectus.

Further, the securities of our Subsidiaries are not listed on any of the Stock Exchanges.

Stock Market Data of the Equity Shares

This being the initial public offering of the Equity Shares of our Company, the Equity Shares are not listed on any stock exchange as on the date of this Draft Red Herring Prospectus, and accordingly, no stock market data is available for the Equity Shares.

Commission or brokerage on previous issues in last five years

Since this is the initial public issue of Equity Shares, no sum has been paid or has been payable as commission or brokerage for subscribing to or procuring or agreeing to procure subscription for the Equity Shares since our Company's inception.

Price information of past issues handled by the Lead Managers

A. *I-Sec*

1. Price information of past issues handled by I-Sec:

Sr. No.	Issue name	Issue Size (in ₹ million)	Issue price (in ₹)	Listing Date	Opening price on Listing Date (in ₹)	+/- % 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	Sansera Engineering Limited	12,825.20	744.00(1)	September 24, 2021	811.50	NA*	NA*	NA*
2	Vijaya Diagnostic Centre Limited	18,944.31	531.00(2)	September 14, 2021	540.00	NA*	NA*	NA*
3	Aptus Value Housing Finance India Limited	27,800.52	353.00	August 24, 2021	333.00	-2.82%,[+5.55%]	NA*	NA*
4	Chemplast Sanmar Limited	38,500.00	541.00	August 24, 2021	550.00	+2.06%,[+5.55%]	NA*	NA*
5	Nuvoco Vistas Corporation Limited	50,000.00	570.00	August 23, 2021	485.00	-5.91%,[+6.46%]	NA*	NA*
6	Tatva Chintan Pharma Chem Limited	5,000.00	1,083.00	July 29, 2021	2,111.85	+92.54%,[+5.87%]	NA*	NA*
7	G R Infraprojects Limited	9,623.34	837.00(3)	July 19, 2021	1,715.85	+90.82%,[+5.47%]	NA*	NA*
8	Dodla Dairy Limited	5,201.77	428.00	June 28, 2021	550.00	+44.94%,[-0.43%]	+40.02,[+12.89%]	NA*
9	Shyam Metalics and Energy Limited	9,087.97	306.00(4)	June 24, 2021	380.00	+40.95%,[+0.42%]	+22.65%,[+11.22%]	NA*
10	Macrotech Developers Limited	25,000.00	486.00	April 19, 2021	436.00	+30.22%,[+5.21%]	+75.43%,[+10.89%]	NA*

**Data not available*

(1) *Discount of ₹36 per equity share offered to eligible employees. All calculations are based on Issue Price of ₹744.00 per equity share.*
(2) *Discount of ₹52 per equity share offered to eligible employees. All calculations are based on Issue Price of ₹531.00 per equity share.*
(3) *Discount of ₹42 per equity share offered to eligible employees. All calculations are based on Issue Price of ₹837.00 per equity share.*
(4) *Discount of ₹15 per equity share offered to eligible employees. All calculations are based on Issue Price of ₹306.00 per equity share.*

2. Summary statement of price information of past issues handled by I-Sec:

Financial Year	Total no. of IPOs	Total funds raised (` Millions)	Nos. of IPOs trading at discount on as on 30th calendar days from listing date			Nos. of IPOs trading at premium on as on 30th calendar days from listing date			Nos. of IPOs trading at discount as on 180th calendar days from listing date			Nos. of IPOs trading at premium as on 180th calendar days 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%
2021-22*	10	2,01,983.11	-	-	2	2	3	1	-	-	-		-	-
2020-21	14	1,74,546.09	-	-	5	5	2	2	-	1	3	5	3	2
2019-20	4	49,850.66	-	-	2	-	1	1	1	-	-	2	-	1

* This data covers issues up to YTD

Notes:

1. *All data sourced from www.nseindia.com, except for Computer Age Management Services Limited for which the data is sourced from www.bseindia.com*
2. *Benchmark index considered is NIFTY*
3. *30th, 90th, 180th calendar day from listed day have been taken as listing day plus 29, 89 and 179 calendar days, except wherever 30th, 90th, 180th calendar day is a holiday, in which case we have considered the closing data of the previous trading day*

B. JM Financial

1. Price information of past issues handled by JM Financial:

Price information of past issues (during the current Financial Year and two Financial Years preceding the current Financial Year) handled by JM Financial Limited.

Sr. No.	Issue name	Issue Size (in ₹ million)	Issue price (in ₹)	Listing Date	Opening price on Listing Date (in ₹)	+/- % 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.	Krsnaa Diagnostics Limited[9]	12,133.35	954.00	August 16, 2021	1,005.55	-9.42% [4.93%]	Not Applicable	Not Applicable
2.	Rolex Rings Limited	7,310.00	900.00	August 09, 2021	1,250.00	22.28% [6.79%]	Not Applicable	Not Applicable
3.	Tatva Chintan Pharma Chem Limited	5,000.00	1,083.00	July 29, 2021	2,111.85	92.54% [5.87%]	Not Applicable	Not Applicable
4.	Clean Science and Technology Limited	15,466.22	900.00	July 19, 2021	1,755	66.33% [5.47%]	Not Applicable	Not Applicable
5.	India Pesticides Limited	8,000.00	296.00	July 5, 2021	350.00	12.64% [1.87%]	Not Applicable	Not Applicable
6.	Shyam Metalics and Energy Limited[7]	9,085.50	306.00	June 24, 2021	380.00	40.95% [0.42%]	22.65% [11.22%]	Not Applicable
7.	Sona BLW Precision Forgings Limited	55,500.00	291.00	June 24, 2021	301.00	45.45% [0.42%]	93.40% [11.22%]	Not Applicable
8.	Macrotech Developers Limited	25,000.00	486.00	April 19, 2021	436.00	30.22% [5.21%]	75.43% [10.89%]	Not Applicable
9.	Anupam Rasayan India Limited[8]	7,600.00	555.00	March 24, 2021	520.00	-0.11% [-0.98%]	30.49%[8.23%]	37.12%[20.87%]
10.	Easy Trip Planners Limited	5,100.00	187.00	March 19, 2021	212.25	-7.27% [-0.86%]	124.68%[6.94%]	177.57%[17.88%]

Source: www.nseindia.com for price information and prospectus/basis of allotment for issue details

Notes:

1. *Opening price information as disclosed on the website of NSE.*
2. *Change in closing price over the issue/offer price as disclosed on NSE.*
3. *Change in closing price over the closing price as on the listing date for benchmark index viz. NIFTY 50.*
4. *In case of reporting dates falling on a trading holiday, values for the trading day immediately preceding the trading holiday have been considered.*
5. *30th calendar day has been taken as listing date plus 29 calendar days; 90th calendar day has been taken as listing date plus 89 calendar days; 180th calendar day has been taken a listing date plus 179 calendar days.*
6. *Restricted to last 10 issues.*
7. *A discount of 4.90 % on the Offer Price was offered to the Eligible Employees Bidding in the Employee Reservation Portion ("**Employee Discount**") equivalent to ₹ 15 per Equity Share.*
8. *A discount of ₹55 per Equity Share was offered to Eligible Employees bidding in the Employee Reservation Portion.*
9. *A discount of ₹93 per Equity Share was offered to Eligible Employees bidding in the Employee Reservation Portion.*
10. *Not Applicable - Period not completed*

2. Summary statement of price information of past issues handled by JM Financial Limited:

Financial Year	Total no. of IPOs	Total funds raised (` Millions)	Nos. of IPOs trading at discount on as on 30th calendar days from listing date			Nos. of IPOs trading at premium on as on 30th calendar days from listing date			Nos. of IPOs trading at discount as on 180th calendar days from listing date			Nos. of IPOs trading at premium as on 180th calendar days 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%
2021-2022	8	1,37,495.07	-	-	1	2	3	2	-	-	-	-	-	-
2020-2021	8	62,102.09	-	-	3	2	1	2	-	-	-	5	2	1
2019-2020	4	36,400.83**	-	-	1	-	1	2	-	1	1	-	1	1

***Spandana Sphoorty Financial Limited raised ₹11,898.49 million as against the issue size of ₹12,009.36 million*

C. HSBC

1. Price information of past issues handled by HSBC:

Price information of past issues (during the current Financial Year and two Financial Years preceding the current Financial Year) handled by HSBC Securities and Capital Markets (India) Private Limited.

Sr. No.	Issue name	Issue Size (` million)	Issue price (`)	Listing Date	Opening price on Listing Date (in `)	+/- % 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.	Nuvoco Vistas Corporation Limited (IPO)	50,000.00	570.00	August 23, 2021	485.00	-5.91%, [+6.46%]	Not Applicable	Not Applicable
2.	Indian Railway Finance Corporation Limited (IPO)	46,333.79	26.00	January 29, 2021	24.90	-5.19%, [+6.56%]	-18.65%, [+9.02%]	-11.15%, [+15.49%]
3.	Yes Bank Limited (FPO)	150,000.00	12.00	July 27, 2020	12.30	+22.92%, [+3.06%]	+10.83%, [+7.17%]	+41.67%, [+29.11%]
4.	SBI Cards and Payment Services (IPO)	103,407.88	755.00	16-Mar-20	661.00	-33.05%, [-2.21%]	-21.79%, [+8.43%]	+12.5%, [+24.65%]

Source: www.nseindia.com for price information and prospectus/basis of allotment for issue details

Notes:

1. *Issue Size derived from Prospectus/final post issue reports, as available.*
2. *The CNX NIFTY is considered as the Benchmark Index.*
3. *Price on NSE is considered for all of the above calculations.*
4. *In case 30th/90th/180th day is not a trading day, closing price on NSE of the previous trading day has been considered.*
5. *Since 30 calendar days, 90 calendar days and 180 calendar days, as applicable, from listing date has not elapsed for few of the above issues, data for same is not applicable*

2. **Summary statement of price information of past issues handled by HSBC Securities and Capital Markets (India) Private Limited:**

Financial Year	Total no. of IPOs	Total funds raised (` Millions)	Nos. of IPOs trading at discount on as on 30th calendar days from listing date			Nos. of IPOs trading at premium on as on 30th calendar days from listing date			Nos. of IPOs trading at discount as on 180th calendar days from listing date			Nos. of IPOs trading at premium as on 180th calendar days 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%
2021-22	1	50,000.00	-	-	1	-	-	-	-	-	-	-	-	-
2020-21	2	196,333.79	-	-	1	-	-	1	-	-	1	-	1	-
2019-20	1	103,407.88	-	1	-	-	-	-	-	-	-	-	-	1

Track record of past issues handled by the Lead Managers

For details regarding the track record of the Lead Managers, as specified in circular (reference CIR/MIRSD/1/2012) dated January 10, 2012 issued by SEBI, please see the websites of the Lead Managers, as provided in the table below:

Sr. No.	Name of the Lead Manager	Website
1.	I-Sec	www.icicisecurities.com
2.	JM Financial	www.jmfl.com
3.	HSBC	https://www.business.hsbc.co.in/en-gb/in/generic/ipo-open-offer-and-buyback

Disposal of Investor Grievances by our Company

The Registrar Agreement provides for retention of records with the Registrar to the Offer for a period of at least eight years from the date of listing and commencement of trading of the Equity Shares to enable the Bidders to approach the Registrar to the Offer for redressal of their grievances.

In terms of SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/22, dated February 15, 2018, SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 and SEBI circular SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, and subject to applicable law, any ASBA Bidder whose Bid has not been considered for Allotment, due to failure on the part of any SCSB, shall have the option to seek redressal of the same by the concerned SCSB within three months of the date of listing of the Equity Shares. SCSBs are required to resolve these complaints within 15 days, failing which the concerned SCSB would have to pay interest at the rate of 15% per annum for any delay beyond this period of 15 days. Further, the investors shall be compensated by the SCSBs at the rate higher of ₹ 100 or 15% per annum of the application amount in the events of delayed or withdrawal of applications, blocking of multiple accounts for the same UPI application, blocking of more amount than the application amount, delayed unblocking of amounts for the stipulated period. In an event there is a delay in redressal of the investor grievance, the Lead Managers shall compensate the investors at a rate higher than ₹ 100 or 15% per annum of the application amount, to the extent applicable.

All grievances may be addressed to the Registrar to the Offer with a copy to the relevant Designated Intermediary to whom the Bid cum Application Form was submitted. The Bidder should give full details such as name of the sole or first Bidder, Bid cum Application Form number, Bidder DP ID, Client ID, PAN, date of the submission of Bid cum Application Form, address of the Bidder, number of the Equity Shares applied for, the name and address of the Designated Intermediary where the Bid cum Application Form was submitted by the Bidder, the ASBA Account number or the UPI ID (for RIIs who make the payment of Bid Amount through the UPI Mechanism) linked to the ASBA Account and the name and address of the relevant Lead Manager where the Anchor Investor Application Form was submitted by the Anchor Investor (in case of Anchor Investor).

Further, the Bidder shall also enclose a copy of the Acknowledgment Slip duly received from the concerned Designated Intermediary in addition to the information mentioned hereinabove.

The Registrar to the Offer shall obtain the required information from the SCSBs and Sponsor Bank for addressing any clarifications or grievances of ASBA Bidders. Our Company, the Lead Managers and the Registrar to the Offer accept no responsibility for errors, omissions, commission or any acts of SCSBs including any defaults in complying with its obligations under applicable SEBI ICDR Regulations. Bidders can contact the Company Secretary and Compliance Officer or the Registrar to the Offer in case of any pre-Offer or post-Offer related problems such as non-receipt of letters of Allotment, non-credit of Allotted Equity Shares in the respective beneficiary account, non-receipt of refund intimations and non-receipt of funds by electronic mode.

Anchor Investors are required to address all grievances in relation to the Offer to the Lead Managers.

Our Company estimates that the average time required by our Company or the Registrar to the Offer or the relevant Designated Intermediary, for the redressal of routine investor grievances shall be 10 Working Days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, our Company will seek to redress these complaints as expeditiously as possible.

Our Company has also appointed Rajni Ramchand Pamnani, Company Secretary of our Company, as the Compliance Officer for the Offer. For details, see "*General Information*" beginning on page 62. The Selling Shareholders have authorized the Compliance Officer of our Company and the Registrar to the Offer to redress any complaints received from Bidders in respect of their respective portion of the Offered Shares.

Our Company has appointed a Stakeholders' Relationship Committee comprising (i) Prabhakar Dattatraya Karandikar, (Chairman); (ii) Hanmantrao Ramdas Gaikwad (Member); and (iii) Umesh Gautam Mane (Member), which is responsible for, *inter alia,* redressal of grievances of the security holders of our Company. For details, see "*Our Management*" beginning on page 166.

Our Company has made an application for authentication on the SCORES and will comply with the SEBI circular (CIR/OIAE/1/2014) dated December 18, 2014 in relation to redressal of investor grievances through SCORES, once registered.

Our Company has not received any investor complaint during the three years preceding the date of this Draft Red Herring Prospectus.

Further, no investor complaint in relation to our Company is pending as on the date of this Draft Red Herring Prospectus.

SECTION VIII: OFFER INFORMATION

TERMS OF THE OFFER

The Equity Shares being Allotted pursuant to the Offer shall be subject to the provisions of the Companies Act, SEBI ICDR Regulations, SEBI Listing Regulations, SCRA, SCRR, the Memorandum of Association and Articles of Association, the terms of the Red Herring Prospectus, the Prospectus, the Abridged Prospectus, the Bid cum Application Form, any Revision Form, the CAN or Allotment Advice and other terms and conditions as may be incorporated in the Allotment Advice and other documents or certificates that may be executed in respect of the Offer. 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, RoC or other authorities, as in force on the date of the Offer and to the extent applicable or such other conditions as may be prescribed by the SEBI, the RBI, the Government of India, the Stock Exchanges, the RoC or any other authority while granting its approval for the Offer.

The Offer

The Offer comprises a Fresh Issue by our Company and an Offer for Sale by the Selling Shareholders.

Expenses for the Offer shall be shared amongst our Company and each of the Selling Shareholders in the manner specified in "*Objects of the Offer – Offer related expenses*" on page 83.

Ranking of the Equity Shares

The Equity Shares being issued and transferred pursuant to the Offer shall be subject to the provisions of the Companies Act, the MoA and AoA and shall rank *pari passu* in all respects with the existing Equity Shares including in respect of the right to receive dividend and other corporate benefits. The Allottees upon Allotment of Equity Shares under the Offer, will be entitled to receive dividend for the entire year and/or other corporate benefits, if any, declared by our Company after the date of Allotment. For further details, see "*Description of Equity Shares and Terms of Articles of Association*" beginning on page 363.

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 AoA and provisions of the SEBI Listing 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 (pursuant to the transfer of Equity Shares from the Offer for Sale), will be payable to the Bidders who have been Allotted Equity Shares in the Offer, for the entire year, in accordance with applicable laws. For further details, in relation to dividends, see "*Dividend Policy*" and "*Description of Equity Shares and Terms of Articles of Association*" beginning on pages 191 and 363, respectively.

Face Value, Offer Price and Price Band

The face value of each Equity Share is ₹10 and the Offer Price at the Floor Price is ₹[●] per Equity Share and at the Cap Price is ₹[●] per Equity Share. The Anchor Investor Offer Price is ₹[●] per Equity Share.

The Price Band and the minimum Bid Lot for the Offer will be decided by our Company and the Investor Selling Shareholders, in consultation with the Lead Managers and advertised in (i) [●] editions of [●] (a widely circulated English national daily newspaper), (ii) [●] editions of [●] (a widely circulated Hindi national daily newspaper) and (iii) [●] editions of [●], (a widely circulated Marathi national daily newspaper, Marathi being the regional language of Maharashtra, where the Registered Office of our Company is located), at least two Working Days prior to the Bid/Offer Opening Date and shall be made available to the Stock Exchanges 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 websites of the Stock Exchanges. The Offer Price shall be determined by our Company and the Investor Selling Shareholders, in consultation with the Lead Managers, after the Bid/Offer Closing Date.

At any given point of time there shall be only one denomination of Equity Shares.

Compliance with disclosure and accounting norms

Our Company shall comply with all disclosure and accounting norms as specified by SEBI from time to time.

Rights of the Equity Shareholders

Subject to applicable laws, rules, regulations and guidelines and the Articles of Association, our Shareholders shall have the following rights:

- Right to receive dividends, if declared;
- 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 or “e-voting”, in accordance with the provisions of the Companies Act;
- Right to receive offers for rights shares and be allotted bonus shares, if announced;
- Right to receive surplus on liquidation, subject to any statutory and preferential claim being satisfied;
- Right of free transferability, subject to applicable laws including any RBI rules and regulations; and
- Such other rights, as may be available to a shareholder of a listed public company under the Companies Act, the SEBI Listing Regulations, the Memorandum of Association and the Articles of Association of our Company.

For a detailed description of the main provisions of the Articles of Association of our Company relating to voting rights, dividend, forfeiture and lien, transfer, transmission, consolidation or splitting, see “*Description of Equity Shares and Terms of Articles of Association*” beginning on page 363.

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 the 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 Offer:

- Tripartite agreement dated December 6, 2005 amongst NSDL, our Company and the Registrar to the Offer; and
- Tripartite agreement dated July 16, 2012 amongst CDSL, our Company and the Registrar to the Offer.

Market Lot and Trading Lot

Since trading of the Equity Shares is in dematerialised form, the tradable lot is one Equity Share. Allotment in the Offer will be only in electronic form in multiples of one Equity Share subject to a minimum Allotment of [●] Equity Shares. For further details, see “*Offer Procedure*” beginning on page 346.

Joint Holders

Where two or more persons are registered as the holders of the Equity Shares, they will be deemed to hold the Equity Shares as joint tenants with benefits of survivorship.

Nomination facility to Bidders

In accordance with Section 72 of the Companies Act, read with Companies (Share Capital and Debentures) Rules, 2014, as amended, the sole Bidder, or the first Bidder along with other joint Bidders, may nominate any one person in whom, in the event of the death of sole Bidder or in case of joint Bidders, death of all the Bidders, as the case may be, the Equity Shares Allotted, if any, shall vest. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to Equity Share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale, transfer or alienation of Equity Share(s) by the person nominating. A buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at our Registered Office or to the registrar and transfer agents of our Company.

Any person who becomes a nominee by virtue of the provisions of Section 72 of the Companies Act, shall upon the production of such evidence as may be required by the Board, elect either:

a) to register himself or herself as the holder of the Equity Shares; or

b) 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 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 Offer will be made only in dematerialized mode there is no need to make a separate nomination with our Company. Nominations registered with respective depository participant of the applicant would prevail. If the investor wants to change the nomination, they are requested to inform their respective Depository Participant.

Withdrawal of the Offer

Our Company and the Investor Selling Shareholders in consultation with the Lead Managers, reserve the right not to proceed with the Offer after the Bid/Offer Opening Date but before the Allotment. In such an event, our Company would issue a public notice in the newspapers in which the pre-Offer advertisements were published, within two days of the Bid/Offer Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Offer. The Registrar to the Offer, shall notify the SCSBs and the Sponsor Bank, in case of RIBs using the UPI Mechanism, to unblock the bank accounts of the ASBA Bidders and the Lead Managers shall notify the Escrow Collection Bank to release the Bid Amounts to the Anchor Investors, within one Working Day from the date of receipt of such notification. Our Company shall also promptly inform the same to the Stock Exchanges on which the Equity Shares are proposed to be listed.

Notwithstanding the foregoing, the Offer is also subject to obtaining (i) the final listing and trading approvals of the Stock Exchanges, 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 and/or the Investor Selling Shareholders, in consultation with the Lead Manager, withdraws the Offer after the Bid/Offer Closing Date and thereafter determines that it will proceed with an issue or offer for sale of the Equity Shares, our Company shall file a fresh draft red herring prospectus with SEBI and the Stock Exchanges.

Bid/Offer Programme

BID/OFFER OPENS ON	[●]*
BID/OFFER CLOSES ON	[●]**

* *Our Company and the Investor Selling Shareholders may, in consultation with the Lead Managers, consider participation by Anchor Investors. The Anchor Investor Bid/Offer Period shall be one Working Day prior to the Bid/Offer Opening Date in accordance with the SEBI ICDR Regulations*

** *Our Company and the Investor Selling Shareholders may, in consultation with the Lead Managers, consider closing the Bid/Offer Period for QIBs one Working Day prior to the Bid/Offer Closing Date in accordance with the SEBI ICDR Regulations*

An indicative timetable in respect of the Offer is set out below:

Event	Indicative Date
Finalisation of Basis of Allotment with the Designated Stock Exchange	On or about [●]
Initiation of refunds (if any, for Anchor Investors)/unblocking of funds from ASBA Account*	On or about [●]
Credit of Equity Shares to demat accounts of Allottees	On or about [●]
Commencement of trading of the Equity Shares on the Stock Exchanges	On or about [●]

* *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 Bidder shall be compensated at a uniform rate of ₹100 per day or 15% per annum of the Bid Amount, whichever is higher from the date on which the request for cancellation/ withdrawal/ deletion is placed in the Stock Exchanges bidding platform until 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 Bidder shall be compensated at a uniform rate of ₹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 till the date of actual unblock; (iii) any blocking of amounts more than the Bid Amount, the Bidder shall 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 till the date of actual unblock; (iv) any delay in unblocking of non-allotted/ partially allotted Bids, exceeding four Working Days from the Bid/Offer Closing Date, the Bidder shall be compensated at a uniform rate of ₹100 per day or 15% per annum of the Bid Amount, whichever is higher for the entire duration of delay exceeding four Working Days from the Bid/ Offer Closing Date by the SCSB responsible for causing such delay in unblocking. The post Offer Lead Managers shall be liable for compensating the Bidder at a uniform rate of ₹100 per day or 15% per annum of the Bid Amount, whichever is higher from the date of receipt of the Investor grievance until the date on which the blocked amounts are unblocked. For the avoidance of doubt, the provisions of the 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, shall be deemed to be incorporated in the deemed agreement of the Company with the SCSBs to the extent applicable.*

The above timetable, other than the Bid/Offer Closing Date, is indicative and does not constitute any obligation on our Company or the Selling Shareholders or the Lead Managers.

The Registrar to the Offer shall submit the details of cancelled/withdrawn/deleted applications to the SCSB's on daily basis within 60 minutes of the Bid closure time from the Bid/ Offer Opening Date till the Bid/Offer Closing Date by obtaining the same from the Stock Exchanges. The SCSB's shall unblock such applications by the closing hours of the Working Day.

Whilst our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchanges are taken within six Working Days of the Bid/Offer Closing Date, the timetable may be extended due to various factors, such as extension of the Bid/Offer Period by our Company and the Investor Selling Shareholders, revision of the Price Band or any delay in receiving the final listing and trading approval from the Stock Exchanges. The commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchanges and in accordance with the applicable laws. The Selling Shareholders, severally and not jointly, confirm that they shall extend such reasonable support and co-operation required by our Company and the Lead Managers for the completion of the necessary formalities for listing and commencement of trading of the Equity Shares (offered by the Selling Shareholders in the Offer for Sale) at all Stock Exchanges within six Working Days from the Bid/Offer Closing Date or such other period as prescribed by SEBI.

In terms of the UPI Circulars, in relation to the Offer, the Lead Managers will submit reports of compliance with T+6 listing timelines and activities, identifying non-adherence to timelines and processes and an analysis of entities responsible for the delay and the reasons associated with it. Further, in case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding four Working Days from the Bid/Offer Closing Date, the Bidder shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the application amount for the period of such delay by the intermediary responsible for causing such delay in unblocking, which period shall start from the day following the receipt of a complaint from the investor. The Lead Managers shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. Further, investors shall be entitled to compensation in the manner specified in SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021 and 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 in case of delays in resolving investor grievances in relation to blocking/unblocking of funds. For the avoidance of doubt, the provisions of SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021 and 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 shall be deemed to be incorporated in the deemed agreement of the Company with the SCSBs to the extent applicable.

Submission of Bids (other than Bids from Anchor Investors):

Bid/Offer Period (except the Bid/Offer Closing Date)	
Submission and Revision in Bids	Only between 10.00 a.m. and 5.00 p.m. (Indian Standard Time ("**IST**")
Bid/Offer Closing Date	
Submission and Revision in Bids	Only between 10.00 a.m. and 3.00 p.m. IST

On the Bid/Offer Closing Date, the Bids shall be uploaded until:

(i) 4.00 p.m. IST in case of Bids by QIBs and Non-Institutional Bidders, and

(ii) until 5.00 p.m. IST or such extended time as permitted by the Stock Exchanges, in case of Bids by Retail Individual Bidders.

On Bid/Offer Closing Date, extension of time will be granted by Stock Exchanges only for uploading Bids received by Retail Individual Bidders after taking into account the total number of Bids received and as reported by the Lead Managers to the Stock Exchanges.

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/Offer Closing Date, Bidders are advised to submit their Bids one day prior to the Bid/Offer 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/Offer 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 Offer. Bids will be accepted only during Working Days. None among our Company, the Selling Shareholders or any member of the Syndicate is liable for any failure in uploading the Bids due to faults in any software or hardware system or otherwise.

In case of any discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical Bid cum Application Form, for a particular Bidder, the details as per the Bid file received from the Stock Exchanges shall be taken as the final data for the purpose of Allotment.

Our Company and the Investor Selling Shareholders, in consultation with the Lead Managers, reserve the right to revise the Price Band during the Bid/Offer 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.

In case of revision in the Price Band, the Bid/Offer Period shall be extended for at least three additional Working Days after such revision, subject to the Bid/Offer 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/Offer Period for a minimum of three Working Days, subject to the Bid/Offer Period not exceeding ten Working Days. Any revision in Price Band, and the revised Bid/Offer Period, if applicable, shall be widely disseminated by notification to the Stock Exchanges, by issuing a public notice and also by indicating the change on the websites of the Lead Managers, at the terminals of the Syndicate Members and by intimation to the Designated Intermediaries. However, in case of revision in the Price Band, the Bid Lot shall remain the same.

Minimum Subscription

If our Company does not receive the minimum subscription of 90% of the Fresh Issue on the date of closure of the Offer; or if the minimum subscription falls below 90% after withdrawal of applications; or after technical rejections; or if the listing or trading permission is not obtained from the Stock Exchanges for the Equity Shares so offered under the offer document, our Company shall forthwith refund the entire subscription amount received in accordance with applicable law including the SEBI circular bearing no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021. If there is a delay beyond the prescribed time, our Company and our Directors, who are officers in default, shall pay interest as prescribed under the Companies Act, the SEBI ICDR Regulations and other applicable laws.

The requirement for minimum subscription is not applicable to the Offer for Sale. In case of under-subscription in the Offer, after meeting the minimum subscription requirement of 90% of the Fresh Issue, the balance subscription in the Offer will be met in the following order of priority: (i) through the issuance of balance part of the Fresh Issue; and (ii) through the sale of Offered Shares being offered by the Selling Shareholders in the Offer for Sale.

Undersubscription, if any, in any category except the QIB portion, would be met with spill-over from the other categories at the discretion of our Company and the Investor Selling Shareholders, in consultation with the Lead Managers, and the Designated Stock Exchange.

Further, our Company shall ensure that the number of prospective Allottees to whom the Equity Shares will be Allotted shall not be less than 1,000 in compliance with Regulation 49(1) of SEBI ICDR Regulations.

Arrangements for Disposal of Odd Lots

There are no arrangements for disposal of odd lots.

Restrictions, if any on Transfer and Transmission of Equity Shares

Except for the lock-in of the pre-Offer capital of our Company, Promoters' minimum contribution and the Anchor Investor lock-in as provided in the section "*Capital Structure*" beginning on page 70 and except as provided in the Articles of Association, there are no restrictions on transfer or transmission of Equity Shares and their consolidation or splitting. For further details see "*Description of Equity Shares and Terms of Articles of Association*" beginning on page 363.

OFFER STRUCTURE

Initial public offer of up to [●] Equity Shares of face value of ₹10 each for cash at a price of ₹[●] each (including a share premium of ₹[●] per Equity Share), aggregating up to ₹[●] million, comprising a Fresh Issue of up to [●] Equity Shares aggregating up to ₹2,000.00 million and an Offer for Sale of up to 1,998,981 Equity Shares by the Promoter Selling Shareholders, up to 4,157,783 Equity Shares by the Investor Selling Shareholders and up to 1,039,450 Equity Shares by the Other Selling Shareholders, aggregating up to ₹[●] million. The Offer will constitute [●]% of the post-Offer paid-up Equity Share capital of our Company.

Our Company may consider a Pre-IPO Placement. If the Pre-IPO Placement is completed, the Fresh Issue size will be reduced to the extent of such Pre-IPO Placement, subject to compliance with Rule 19(2)(b) of the SCRR.

The Offer is being made through the Book Building Process.

Particulars	**QIBs(1)**	**Non-Institutional Bidders**	**RIBs**
Number of Equity Shares available for Allotment or allocation*(2)	Not more than [●] Equity Shares	Not less than [●] Equity Shares available for allocation or Offer less allocation to QIB Bidders and RIBs	Not less than [●] Equity Shares available for allocation or Offer less allocation to QIB Bidders and Non-Institutional Bidders
Percentage of Offer size available for Allotment or allocation	Not more than 50% of the Offer being available for allocation to QIB Bidders. However, 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. The unsubscribed portion in the Mutual Fund Portion will be added to the Net QIB Portion	Not less than 15% of the Offer or the Offer less allocation to QIB Bidders and RIBs	Not less than 35% of the Offer or Offer less allocation to QIB Bidders and Non-Institutional Bidders
Basis of Allotment if respective category is oversubscribed*	Proportionate as follows (excluding the Anchor Investor Portion): (a) up to [●] Equity Shares shall be available for allocation on a proportionate basis to Mutual Funds only; and (b) 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. Up to [●] Equity Shares may be allocated on a discretionary basis to Anchor Investors of which one-third shall be available for allocation to Mutual Funds only	Proportionate	The allotment to each RIBs shall not be less than the minimum Bid Lot, subject to availability of Equity Shares in the Retail Portion and the remaining available Equity Shares if any, shall be Allotted on a proportionate basis. For further details, see "*Offer Procedure*" beginning on page 346.
Mode of Bid	Through ASBA Process only (except in case of Anchor Investors)(3)		
Minimum Bid	Such number of Equity Shares in multiples of [●] Equity Shares such that the Bid Amount exceeds ₹200,000	Such number of Equity Shares in multiples of [●] Equity Shares such that the Bid Amount exceeds ₹200,000	[●] Equity Shares
Maximum Bid	Such number of Equity Shares in multiples of [●] Equity Shares not exceeding the size of the Offer,	Such number of Equity Shares in multiples of [●] Equity Shares not exceeding the size of the Offer	Such number of Equity Shares in multiples of [●] Equity Shares so

Particulars	QIBs(1)	Non-Institutional Bidders	RIBs
	subject to applicable limits applicable to each Bidder	(excluding the QIB Portion), subject to limits applicable to Bidder	that the Bid Amount does not exceed ₹200,000
Mode of Allotment	Compulsorily in dematerialised form		
Bid Lot	[●] Equity Shares and in multiples of [●] Equity Shares thereafter For RIBs, [●] Equity Shares and in multiples of one Equity Share thereafter, subject to availability in the Retail Portion		
Allotment Lot	A minimum of [●] Equity Shares and in multiples of one Equity Share thereafter		
Trading Lot	One Equity Share		
Who can apply(4)(5)	Public financial institutions as specified in Section 2(72) of the Companies Act, scheduled commercial banks, multilateral and bilateral development financial institutions, Mutual Funds, Eligible FPIs (other than Category II FPIs), VCFs, AIFs, FVCIs, state industrial development corporation, insurance company registered with IRDAI, provident funds with minimum corpus of ₹ 250 million, pension funds with minimum corpus of ₹ 250 million, National Investment Fund set up by the GoI, insurance funds set up and managed by army, navy or air force of the Union of India, insurance funds set up and managed by the Department of Posts, India and Systemically Important NBFCs	Resident Indian individuals, Eligible NRIs, HUFs (in the name of the karta), companies, corporate bodies, scientific institutions, societies, trusts, family offices and FPIs who are individuals, corporate bodies and family offices which are recategorised as Category II FPIs and registered with SEBI	Resident Indian individuals, Eligible NRIs and HUFs (in the name of the karta)
Terms of Payment	**In case of Anchor Investors**: Full Bid Amount shall be payable by the Anchor Investors at the time of submission of their Bids(6) **In case of all other Bidders**: Full Bid Amount shall be blocked by the SCSBs in the bank account of the ASBA Bidder, or by the Sponsor Bank through the UPI Mechanism, that is specified in the ASBA Form at the time of submission of the ASBA Form		

* *Assuming full subscription in the Offer*

(1) *Our Company and the Investor Selling Shareholders, in consultation with the Book Running Lead Managers may allocate up to 60% of the QIB Category to Anchor Investors at the Anchor Investor Offer 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 ₹100 million, (ii) minimum of two and maximum of 15 Anchor Investors, where the allocation under the Anchor Investor Portion is more than ₹100 million but up to ₹2,500 million under the Anchor Investor Portion, subject to a minimum Allotment of ₹50 million per Anchor Investor, and (iii) in case of allocation above ₹2,500 million under the Anchor Investor Portion, a minimum of five such investors and a maximum of 15 Anchor Investors for allocation up to ₹2,500 million, and an additional 10 Anchor Investors for every additional ₹2,500 million or part thereof will be permitted, subject to minimum allotment of ₹50 million per Anchor Investor. An Anchor Investor will make a minimum Bid of such number of Equity Shares, that the Bid Amount is at least ₹100 million. 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.*

(2) *Subject to valid Bids being received at or above the Offer Price. This is an Offer in terms of Rule 19(2)(b) of the SCRR and Regulation 6(1) of the SEBI ICDR Regulations.*

(3) *Anchor Investors are not permitted to use the ASBA process.*

(4) *In case of joint Bids, the Bid cum Application Form should contain only the name of the first Bidder whose name should also appear as the first holder of the beneficiary account held in joint names. 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*

(5) *For details in relation to participation by non-resident investors, please see "Restrictions on Foreign Ownership of Indian Securities" on page 361.*

(6) *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 Offer Price shall be payable by the Anchor Investor Pay-In Date as indicated in the CAN.*

Bidders will be required to confirm and will be deemed to have represented to our Company, the Selling Shareholders, the Underwriters, their respective directors, officers, agents, affiliates and representatives that they are eligible under applicable law, rules, regulations, guidelines and approvals to acquire the Equity Shares.

Subject to valid Bids being received at or above the Offer Price, undersubscription, if any, in any category except the QIB Portion, would be met with spill-over from the other categories or a combination of categories at the discretion of our Company and the Investor Selling Shareholders, in consultation with the Book Running Lead Managers, and the Designated Stock Exchange.

OFFER 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, and UPI circulars ("**General Information Document**"), which highlights the key rules, processes and procedures applicable to public issues in general, in accordance with the provisions of the Companies Act, the SCRA, the SCRR and the SEBI ICDR Regulations. The General Information Document is available on the websites of the Stock Exchanges and the Lead Managers. Please refer to the relevant provisions of the General Information Document which are applicable to the Offer especially in relation to the process for Bids by RIBs through the UPI Mechanism. 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 Offer; (ii) maximum and minimum Bid size; (iii) price discovery and allocation; (iv) payment instructions for ASBA Bidders/Applicants; (v)Issuance of CAN and allotment in the Offer; (vi) General instructions (limited to instructions for completing the Bid Form); (vii) submission of Bid cum Application Form; (viii) other instructions (limited to joint bids in cases of individual, multiple bids and instances when an application would be rejected on technical grounds); (ix) applicable provisions of the Companies Act relating to punishment for fictitious applications; (x) mode of making refunds; (xi) Designated Date; (xii) interest in case of delay in allotment or refund and (xiii) disposal of applications.

*SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 read with its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, has introduced an alternate payment mechanism using Unified Payments Interface ("**UPI**") and consequent reduction in timelines for listing in a phased manner. From January 1, 2019, the UPI Mechanism for RIBs applying through Designated Intermediaries was made effective along with the existing process and existing timeline of T+6 days. ("**UPI Phase I**"). The UPI Phase I was effective till June 30, 2019.*

*With effect from July 1, 2019, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, read with circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 with respect to Bids by RIBs through Designated Intermediaries (other than SCSBs), the existing process of physical movement of forms from such Designated Intermediaries to SCSBs for blocking of funds has been discontinued and only the UPI Mechanism for such Bids with existing timeline of T+6 days was mandated for a period of three months or launch of five main board public issues, whichever is later ("**UPI Phase II**"). Subsequently, however, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 extended the timeline for implementation of UPI Phase II till further notice. However, given the prevailing uncertainty due to the COVID-19 pandemic, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, has decided to continue with the UPI Phase II till further notice. The final reduced timeline of T+3 days will be made effective using the UPI Mechanism for applications by RIBs ("**UPI Phase III**"), as may be prescribed by SEBI. The Offer will be undertaken pursuant to the processes and procedures under UPI Phase II, subject to any circulars, clarification or notification issued by the SEBI from time to time. Further, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 has introduced certain additional measures for streamlining the process of initial public offers and redressing investor grievances. This circular shall come into force for initial public offers opening on/or after May 1, 2021, except as amended pursuant to SEBI circular SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, and the provisions of this circular, are deemed to form part of this Draft Red Herring Prospectus.*

Our Company, the Selling Shareholders and the Lead Managers 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. Bidders 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 the Red Herring Prospectus and the Prospectus.

Further, our Company, the Selling Shareholders and the members of the Syndicate do not accept any responsibility for any adverse occurrences consequent to the implementation of the UPI Mechanism for application in the Offer.

Book Building Procedure

The Offer is being made through the Book Building Process in accordance with Regulation 6(1) of the SEBI ICDR Regulations, wherein not more than 50% of the Offer shall be allocated on a proportionate basis to QIBs. Our Company and the Investor Selling Shareholders may, in consultation with the Lead Managers, allocate up to 60% of the QIB Portion to Anchor Investors at the Anchor Investor Allocation Price, on a discretionary basis, in accordance with SEBI ICDR Regulations, out of which at least one-third shall be available for allocation to 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 Net QIB Portion. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis only to Mutual Funds, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders other than Anchor Investors, including Mutual Funds, subject to valid Bids being received at or above the Offer Price. Further, not less than 15% of the Offer shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35% of the Offer shall be available for allocation to Retail Individual Bidders in accordance with SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price.

Subject to valid Bids being received at or above the Offer 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, at the discretion of our Company and the Investor Selling Shareholders, in consultation with the Lead Managers, and the Designated Stock Exchange and subject to applicable laws. In case of an undersubscription in the Offer, the Equity Shares proposed for sale by each Selling Shareholder shall be in proportion to the Offered Shares by such Selling Shareholder.

Eligible FPIs may participate in the Offer pursuant to and in accordance with the provisions of Schedule II of the FEMA Rules, and Eligible NRIs may participate in the Offer pursuant to and in accordance with the provisions of Schedule IV of the FEMA Rules.

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

Investors must ensure that their PAN is linked with Aadhaar and are in compliance with the notification by the Central Board of Direct Taxes dated February 13, 2020 and press release dated June 25, 2021.

Investors should note that the Equity Shares will be Allotted to all successful Bidders only in dematerialised form. The Bid cum Application Forms, which do not have the details of the Bidders' depository account, including DP ID, Client ID, UPI ID (in case of RIBs 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.

Phased implementation of UPI

SEBI has issued the UPI Circulars in relation to streamlining the process of public issue of equity shares and convertibles. Pursuant to the UPI Circulars, UPI 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 the ASBA) for applications by RIBs through Designated Intermediaries with the objective to reduce the time duration from public issue closure to listing from six Working Days to up to three Working Days. Considering the time required for making necessary changes to the systems and to ensure complete and smooth transition to the UPI Mechanism, the UPI Circulars have introduced and implemented the UPI Mechanism in three phases in the following manner:

a) **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 until June 30, 2019. Under this phase, a RIB also 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.

b) **Phase II:** This phase has become applicable from July 1, 2019. SEBI vide its circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019 had extended the timeline for implementation of UPI Phase II till March 31, 2020. Further, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 decided to continue Phase II of UPI with ASBA until further notice. Under this phase, submission of the ASBA Form by RIBs through Designated Intermediaries (other than SCSBs) to SCSBs for blocking of funds will be discontinued and will be replaced by the UPI Mechanism. However, the time duration from public issue closure to listing would continue to be six Working Days during this phase.

c) **Phase III:** The commencement period of Phase III is yet to be notified. In this phase, the time duration from public issue closure to listing would be reduced to three Working Days.

For further details, refer to the General Information Document available on the websites of the Stock Exchanges and the Lead Managers.

The Offer will be made under UPI Phase II of the UPI Circular, unless UPI Phase III of the UPI Circular becomes effective and applicable on or prior to the Bid/Offer Opening Date. If the Offer is made under UPI Phase III of the UPI Circular, the same will be advertised in [●] editions of English national daily newspaper, [●], [●] editions of Hindi national daily newspaper, [●], and [●] editions of the Marathi daily newspaper [●] (Marathi being the regional language of Maharashtra, where our Registered Office is located) each with wide circulation, on or prior to the Bid/Offer Opening Date and such advertisement shall also be made available to the Stock Exchanges for the purpose of uploading on their websites.

All SCSBs offering facility of making application in public issues shall also provide facility to make application using the UPI Mechanism. The Company will be required appoint one of the SCSBs as a sponsor bank to act as a conduit between the Stock Exchanges and NPCI in order to facilitate collection of requests and / or payment instructions of the Retail Individual Bidders into the UPI mechanism.

Electronic registration of Bids

(a) The Designated Intermediary may register the Bids using the online 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 online facilities for Book Building on a regular basis before the closure of the Offer.

(b) On the Bid/ Offer Closing Date, the Designated Intermediaries may upload the Bids till such time as may be permitted by the Stock Exchanges 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 1:00 pm on the next Working Day following the Bid/ Offer Closing Date to modify select fields uploaded in the Stock Exchanges' Platform during the Bid/ Offer Period after which the Stock Exchange(s) send the bid information to the Registrar to the Offer for further processing.

Bid cum Application Form

Copies of the ASBA Form and the Abridged Prospectus will be available with the Designated Intermediaries at the Bidding Centers, and our Registered Office. An electronic copy of the ASBA Form will also be available for download on the websites of NSE (www.nseindia.com) and BSE (www.bseindia.com) at least one day prior to the Bid / Offer Opening Date.

All Bidders (other than Anchor Investors) shall mandatorily participate in the Offer only through the ASBA process. ASBA Bidders must provide either (i) the bank account details and authorisation to block funds in the ASBA Form, or (ii) the UPI ID (in case of RIBs), as applicable, in the relevant space provided in the ASBA Form. The ASBA Forms that do not contain such details will be rejected. Applications made using third party bank account or using third party linked bank account UPI ID (only for RIBs) are liable for rejection. Anchor Investors are not permitted to participate in the Offer through the ASBA process.

ASBA Bidders shall ensure that the Bids are made on ASBA Forms bearing the stamp of the Designated Intermediary, submitted at the Bidding Centers only (except in case of electronic ASBA Forms) and the ASBA Forms not bearing such specified stamp are liable to be rejected. RIBs using UPI Mechanism may submit their ASBA Forms, including details of their UPI IDs, with Syndicate Members, sub-Syndicate members, Registered Brokers, RTAs or CDPs. RIBs authorising an SCSB to block the Bid Amount in the ASBA Account may submit their ASBA Forms with the SCSBs. ASBA Bidders are also required to ensure that the ASBA Account has sufficient credit balance as an amount equivalent to the full Bid Amount which can be blocked by the SCSB or the Sponsor Bank, as applicable at the time of submitting the Bid.

For Anchor Investor, the Anchor Investor Application Form will be available at the offices of the Lead Managers.

The prescribed colour of the Bid cum Application Form for the various categories is as follows:

Category	Colour of Bid cum Application Form*
Resident Indians, including QIBs, Non-institutional Investors and Retail Individual Investors, each resident in India and Eligible NRIs applying on a non-repatriation basis	[●]
Non-Residents including Eligible FPIs or FVCIs, registered multilateral and bilateral 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 BRLMs.*
*Electronic Bid cum Application forms will also be available for download on the website of NSE (www.nseindia.com) and BSE (*www.bseindia.com*).*

In case of ASBA Forms, Designated Intermediaries shall upload the relevant bid details in the electronic bidding system of the Stock Exchanges. Subsequently, for ASBA Forms (other than RIBs using UPI Mechanism), Designated Intermediaries (other than SCSBs) shall submit/deliver the ASBA Form to the respective SCSB, where the Bidder has an ASBA account and shall not submit it to any non-SCSB bank or any Escrow Bank. Further, SCSBs 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. Stock Exchanges shall validate the electronic bids with the records of the CDP for DP ID/Client ID and PAN, on a real time basis 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.

For RIBs using UPI mechanism, the Stock Exchanges shall share the bid details (including UPI ID) with Sponsor Bank on a continuous basis to enable the Sponsor Bank to initiate UPI Mandate Request to RIBs for blocking of funds. The Sponsor Bank shall initiate request for blocking of funds through NPCI to RIBs, who shall accept the UPI Mandate Request for blocking of funds on their respective mobile applications associated with UPI ID linked bank account. The NPCI shall maintain an audit trail for every bid entered in the Stock Exchanges bidding platform, and the liability to compensate RIBs (using the UPI

Mechanism) in case of failed transactions shall be with the concerned entity (i.e. the Sponsor Bank, NPCI or the Bankers to the Offer) at whose end the lifecycle of the transaction has come to a halt. The NPCI shall share the audit trail of all disputed transactions/ investor complaints to the Sponsor Banks and the Bankers to the Offer. The Lead Managers shall also be required to obtain the audit trail from the Sponsor Banks and the Bankers to the Offer 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.

The Equity Shares offered in the Offer have not been and will not be registered under the U.S. Securities Act or any other applicable law of the United States, and, unless so registered, may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, the Equity Shares are being only offered and sold (i) within the United States only to persons reasonably believed to be "qualified institutional buyers" (as defined in Rule 144A under the U.S. Securities Act and referred to in this Draft Red Herring Prospectus as "U.S. QIBs") in transactions exempt from, or not subject to, the registration requirements of the U.S. Securities Act, and (ii) outside the United States in offshore transactions in compliance with Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sales occur. For the avoidance of doubt, the term "U.S. QIBs" does not refer to a category of institutional investors defined under applicable Indian regulations and referred to in this Draft Red Herring Prospectus as "QIBs".

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Participation by Promoters, Promoter Group, the Lead Managers, the Syndicate Members and persons related to Promoters/Promoter Group/the Lead Managers

The Lead Managers and the Syndicate Members shall not be allowed to purchase Equity Shares in this Offer in any manner, except towards fulfilling their underwriting obligations. However, the associates and affiliates of the Lead Managers and the Syndicate Members may Bid for Equity Shares in the Offer, 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, 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 Lead Managers 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 Lead Managers nor any associate of the Lead Managers can apply in the Offer under the Anchor Investor Portion:

(i) mutual funds sponsored by entities which are associate of the Lead Managers;

(ii) insurance companies promoted by entities which are associate of the Lead Managers;

(iii) AIFs sponsored by the entities which are associate of the Lead Managers; or

(iv) FPIs (other than individuals, corporate bodies and family offices) sponsored by the entities which are associate of the Lead Managers.

Further, the Promoters and members of the Promoter Group shall not participate by applying for Equity Shares in the Offer. Further, persons related to the Promoters and Promoter Group shall not apply in the Offer under the Anchor Investor Portion.

For the purposes of the above, a QIB who has the following rights shall be deemed to be a person related to our Promoters or Promoter Group:

(a) rights under a shareholders' agreement or voting agreement entered into with our Promoters or Promoter Group;

(b) veto rights; or

(c) right to appoint any nominee director on our Board.

Further, for the purposes of the above, an Anchor Investor shall be deemed to be an associate of the Lead Manager if:

(a) 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

(b) either of them, directly or indirectly, by itself or in combination with other persons, exercises control over the other; or

(c) there is a common director, excluding nominee director, amongst the Anchor Investor and the Lead Managers.

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 and the Selling Shareholders reserve the right to reject any Bid without assigning any reason thereof.

Bids made by asset management companies or custodians of Mutual Funds shall specifically state names of the concerned schemes for which such Bids are made.

In case of a Mutual Fund, a separate Bid can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Bids in respect of more than one scheme of the Mutual Fund will not be treated as multiple Bids provided that the Bids clearly indicate the scheme concerned for which such Bid has been made.

No Mutual Fund scheme shall invest more than 10% of its net asset value 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 NRIs

Eligible NRIs Bidding on non-repatriation basis are advised to use the Bid cum Application Form for residents (white in colour).

Eligible NRIs may obtain copies of Bid cum Application Form from the Designated Intermediaries. Only Bids accompanies by payment in Indian Rupees or freely convertible foreign exchange will be considered for allotment. Eligible NRI Bidders Bidding on a non-repatriation basis by using Resident Forms should authorize their respective SCSBs (if they are Bidding directly through SCSB) or confirm or accept the UPI Mandate Request (in case of RIBs Bidding through the UPI Mechanism) to block their Non-Resident Ordinary ("**NRO**") accounts for the full Bid Amount, at the time of the submission of the Bid cum Application Form.

NRIs will be permitted to apply in the Offer through Channel I or Channel II (as specified in the UPI Circular). Further, subject to applicable law, NRIs may use Channel IV (as specified in the UPI Circular) to apply in the Offer, provided the UPI facility is enabled for their NRE/ NRO accounts.

For details of restrictions on investment by NRIs, see "*Restrictions on Foreign Ownership of Indian Securities*" beginning on page 361.

Participation of Eligible NRIs in the Offer shall be subject to the FEMA Rules.

Bids by HUFs

Hindu Undivided Families or HUFs, in the individual name of the *Karta*. The Bidder/applicant 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/applicant: 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/Applications from individuals.

Bids by FPIs

In terms of the SEBI FPI Regulations, the issue of Equity Shares to a single FPI or an investor group (which means the same set of ultimate beneficial owner(s) investing through multiple entities) must be below 10% of our post-Offer Equity Share capital. Further, in terms of the FEMA Rules, the total holding by each FPI shall be less than 10% of the total paid-up Equity Share capital of our Company and the total holdings of all FPIs and other foreign investment in the Company put together shall not exceed 49.9% of the paid-up Equity Share capital of our Company.

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.

In terms of the relevant FEMA Rules, in case the total holding of an FPI increases beyond 10% of the total paid-up Equity Share capital of our Company, 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 approval and reporting requirements.

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 general body of the Indian company.

With effect from April 1, 2020, the aggregate limit is 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. FPIs are permitted to participate in the Offer subject to compliance with conditions and restrictions which may be specified by the Government from time to time.

FPIs who wish to participate in the Offer are advised to use the Bid cum Application Form for non-residents. Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 22 of the SEBI FPI Regulations, an FPI may issue or 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 that are listed or proposed to be listed on any recognised stock exchange in India, as its underlying) directly or indirectly, only if (i) such offshore derivative instruments are issued only to persons registered as Category I FPI; (ii) such offshore derivative instruments are issued only to persons eligible for registrations as Category I FPIs; (iii) Off shore derivative instruments after compliance with 'know your client' norms, and (iv) such other conditions as may be specified by SEBI from time to time. An FPI is also required to ensure that no further issue or transfer of any offshore derivative instrument is made by, or on behalf of, it to any persons that are not regulated by an appropriate foreign regulatory authority.

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:

(a) such offshore derivative instruments are transferred only to persons in accordance with Regulation 22(1) of the SEBI FPI Regulations; and

(b) 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 Offer 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, Mutual Funds, insurance companies and provident funds with a minimum corpus of ₹250 million and pension funds with a minimum corpus of ₹250 million (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 and Selling Shareholders reserve the right to accept or reject any Bid in whole or in part, in either case, without assigning any reasons thereof.

Our Company and the Investor Selling Shareholders, in consultation with the Lead Managers 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, the 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, VCFs and FVCIs can invest only up to 33.33% of the investible funds in various prescribed instruments, including in public offerings.

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 offering of a venture capital undertaking. Additionally, pursuant to repeal of the SEBI (Venture Capital Funds) Regulations, 1996 ("**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 such not launch any scheme after the notification of SEBI AIF Regulations. Our Company, the Selling Shareholders, and the Lead Managers will not be responsible for loss, if any, incurred by the Bidder on account of conversion of foreign currency.

Participation of VCFs, AIFs and FVCIs in the Offer shall be subject to the FEMA and FEMA Rules.

Eligible FPIs may participate in the Offer pursuant to and in accordance with the provisions of Schedule II of the FEMA Rules, and Eligible NRIs may participate in the Offer pursuant to and in accordance with the provisions of Schedule IV of the FEMA Rules.

Bids by Limited Liability Partnerships

In case of Bids made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Bid cum Application Form of such limited liability partnership. Failing this, our Company and the Investor Selling Shareholders in consultation with the Lead Managers, reserve the right to reject any Bid without assigning any reason thereof, subject to applicable laws.

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 and the Investor Selling Shareholders in consultation with the Lead Managers, reserve the right to reject any Bid without assigning any reason thereof.

The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, 1949, as amended ("**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 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 the investee company with the prior approval of RBI provided that the: (i) investee company is engaged in non-financial activities in which the banking companies are permitted to engage under 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 a subsidiary and a financial services company that is not a subsidiary (with certain exceptions prescribed), and (ii) 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 Offer are required to comply with the terms of the SEBI circulars (CIR/CFD/DIL/12/2012 and CIR/CFD/DIL/1/2013) dated September 13, 2012 and January 2, 2013 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 and the Investor Selling Shareholders in consultation with the Lead Managers reserve the right to reject any Bid without assigning any reason thereof, subject to applicable laws.

The exposure norms for insurers are prescribed under the Insurance Regulatory and Development Authority (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. Bidders are advised to refer to the IRDAI Investment Regulations for specific investment limits applicable to them and shall comply with the applicable regulations, guidelines, 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 ₹250 million, subject to applicable laws, 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 and the Investor Selling Shareholders reserve the right to reject any Bid in consultation with the Lead Managers, without assigning any reason thereof, subject to applicable laws.

Bids by Systemically Important NBFCs

In case of Bids made by Systemically Important NBFCs registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, (ii) certified copy of its last audited financial statements on a standalone basis and a net worth certificate from its statutory auditor, and (iii) such other approval as may be required by the Systemically Important NBFCs, are required to be attached to the Bid cum Application Form. Failing this, our Company and the Investor Selling Shareholders, in consultation with the Lead Managers, reserves the right to reject any Bid without assigning any reason thereof. Systemically Important NBFCs participating in the Offer 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.

The information set out above is given for the benefit of the Bidders. Our Company, the Selling Shareholders, and the Lead Managers are 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 specified in this Draft Red Herring Prospectus, the Red Herring Prospectus and the Prospectus.

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. Retail Individual Bidders can revise their Bid(s) during the Bid/Offer Period and withdraw their Bid(s) until Bid/Offer Closing Date. Anchor Investors are not allowed to withdraw or lower the size of their Bids after the Anchor Investor Bid /Offer 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. All Bidders (other than Anchor Investors) should submit their bids to the relevant Designated Intermediary through the ASBA process only;

2. Ensure that you have Bid within the Price Band;

3. Read all the instructions carefully and complete the Bid cum Application Form in the prescribed form;

4. 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 an RIB bidding using the UPI Mechanism in the Bid cum Application Form and if you are an RIB using the UPI Mechanism ensure that you have mentioned the correct UPI ID (with maximum length of 45 characters including the handle), in the Bid cum Application Form;;

5. Ensure that your Bid cum Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the 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;

6. RIBs 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

7. Ensure that you 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. Ensure that you use only your own bank account linked UPI ID (only for RIBs using the UPI Mechanism) to make an application in the Offer;

8. In case of joint Bids, ensure that first Bidder is the ASBA Account holder (or the UPI-linked bank account holder, as the case may be) and the signature of the first Bidder is included in the Bid cum Application Form. If the first Bidder is not the bank account holder, ensure that the Bid cum Application Form is signed by the account holder. Ensure that you have an account with an SCSB and have mentioned the correct bank account number in the Bid cum Application Form (for all Bidders other than RIBs bidding using the UPI Mechanism);

9. 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. Ensure that the signature of the First Bidder is included in the Bid cum Application Forms;

10. 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;

11. Ensure that you submit the revised Bids to the same Designated Intermediary, through whom the original Bid was placed and obtain a revised acknowledgment;

12. 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;

13. 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;

14. 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;

15. 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;

16. Ensure that Bids submitted by any person outside India is in compliance with applicable foreign and Indian laws;

17. 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.

18. 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 RIBs 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 RIBs 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 RIBs bidding through UPI mechanism) and PAN available in the Depository database;

19. Ensure that when applying in the Offer using UPI, the name of your SCSB appears in the list of SCSBs displayed on the SEBI website which are live on UPI. Further, also ensure that the name of the app and the UPI handle being used for making the application is also appearing in Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019;

20. RIBs submitting a Bid cum Application Form using the UPI Mechanism, should ensure that the: (a) bank where the bank account linked to their UPI ID is maintained; and (b) the Mobile App and UPI handle being used for making the Bid, are listed on the website of SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40;

21. Ensure that when applying in the Offer using UPI, the name of your SCSB appears in the list of SCSBs displayed on the SEBI website which are live on UPI. Further, also ensure that the name of the app and the UPI handle being used for making the application is also appearing in Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019;

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 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 Bank, as applicable, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form at the time of submission of the Bid.;

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 (as in the case of RIBs) for the purposes of making Application in the Offer, which is UPI 2.0 certified by NPCI, to make an application in the Offer and not ASBA Account or bank account linked UPI ID of any third party;

26. In case of RIBs, once the Sponsor Bank 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 RIB 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 Bank issue a request to block the Bid Amount specified in the Bid cum Application Form in his/her ASBA Account;

28. RIBs bidding using the UPI Mechanism 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; and

29. RIBs using the UPI Mechanism who have revised their Bids subsequent to making the initial Bid should also approve the revised UPI Mandate Request generated by the Sponsor Bank to authorize blocking of funds equivalent to the revised Bid Amount and subsequent debit of funds in case of Allotment in a timely manner.

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 if you are an OCB;

2. Do not Bid for lower than the minimum Bid Lot;

3. Do not submit a Bid using UPI ID, if you are not a RIB;

4. Do not Bid for a Bid Amount exceeding ₹200,000 (for Bids by RIBs);

5. 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;

6. Do not Bid/ revise the Bid amount to less than the floor price or higher than the cap price;

7. Do not pay the Bid Amount in cheques, demand drafts or by cash, money order, postal order or by stock invest;

8. Do not send Bid cum Application Forms by post; instead submit the same to the Designated Intermediary only;

9. Do not Bid at Cut-off Price (for Bids by QIBs and Non-Institutional Bidders);

10. Do not instruct your respective banks to release the funds blocked in the ASBA Account under the ASBA process;

11. Do not submit the Bid for an amount more than funds available in your ASBA account;

12. 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;

13. 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;

14. 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);

15. Do not fill up the Bid cum Application Form such that the Equity Shares Bid for exceeds the Offer size and / or investment limit or maximum number of the Equity Shares that can be held under applicable laws or regulations or maximum amount permissible under applicable regulations or under the terms of the Red Herring Prospectus;

16. Do not Bid for Equity Shares more than specified by respective Stock Exchanges for each category;

17. In case of ASBA Bidders (other than RIBs using UPI mechanism), do not submit more than one Bid cum Application Form per ASBA Account;

18. If you are RIB and are using UPI mechanism, do not submit more than one Bid cum Application Form for each UPI ID;

19. Do not make the Bid cum Application Form using third party bank account or using third party linked bank account UPI ID;

20. Anchor Investors should not bid through the ASBA process;

21. Do not submit the Bid cum Application Form to any non-SCSB bank or our Company;

22. 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;

23. Do not submit the GIR number instead of the PAN;

24. Anchor Investors should submit Anchor Investor Application Form only to the Lead Managers;

25. Do not Bid on a Bid cum Application Form that does not have the stamp of a Designated Intermediary;

26. If you are a QIB, do not submit your Bid after 3 p.m. on the QIB Bid / Offer Closing Date;

27. 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;

28. Do not submit Bids to a Designated Intermediary at a location other than at the relevant Bidding Centres. If you are RIB and are using UPI mechanism, do not submit the ASBA Form directly with SCSBs;

29. Do not submit incorrect details of the DP ID, Client ID, PAN and UPI ID details if you are a RIB Bidding through the UPI Mechanism. Further, do not provide details for a beneficiary account which is suspended or for which details cannot be verified to the Registrar to the Offer;

30. Do not submit the Bid without ensuring that funds equivalent to the entire Bid Amount are available for blocking in the relevant ASBA account;

31. 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 RIBs using the UPI Mechanism;

32. RIBs Bidding through the UPI Mechanism using the incorrect UPI handle or using a bank account of an SCSB or a banks 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 RIBs Bidding using the UPI Mechanism.

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 General Information Document, 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 or UPI ID (for RIBs using the UPI Mechanism) in the ASBA Form;

3. Bids submitted on a plain paper;

4. Bids submitted by RIBs using the UPI Mechanism through an SCSBs and/or using a mobile application or UPI handle, not listed on the website of SEBI;

5. Bids under the UPI Mechanism submitted by RIBs using third party bank accounts or using a third party linked bank account UPI ID (subject to availability of information regarding third party account from Sponsor Bank);

6. Bids by HUFs not mentioned correctly as provided in *"- Bids by HUFs"* on page 350;

7. ASBA Form submitted to a Designated Intermediary does not bear the stamp of the Designated Intermediary;

8. Bids submitted without the signature of the First Bidder or sole Bidder;

9. ASBA Form not being signed by the account holders, if the account holder is different from the Bidder;

10. Bids submitted through ASBA using third party bank account;

11. 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;

12. GIR number furnished instead of PAN;

13. Bids by RIBs with Bid Amount for a value of more than ₹200,000;

14. Bids by persons who are not eligible to acquire Equity Shares in terms of all applicable laws, rules, regulations, guidelines and approvals;

15. Bids accompanied by stock invest, money order, postal order or cash; and

16. Bids uploaded by QIBs after 4.00 pm on the QIB Bid/ Offer Closing Date and by Non-Institutional Bidders uploaded after 4.00 p.m. on the Bid/ Offer Closing Date, and Bids by RIBs uploaded after 5.00 p.m. on the Bid/ Offer Closing Date, unless extended by 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 the Company Secretary and Compliance Officer. For details of the Company Secretary and Compliance Officer, see "*General Information*" beginning on page 62.

For details of grounds for technical rejections of a Bid cum Application Form, please see the General Information Document.

Names of entities responsible for finalising the Basis of Allotment in a fair and proper manner

The authorised employees of the Stock Exchanges, along with the Lead Managers and the Registrar, shall ensure that the Basis of Allotment is finalised in a fair and proper manner in accordance with the procedure specified in SEBI ICDR Regulations.

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 offered through the Offer through the offer document except in case of oversubscription for the purpose of rounding off to make allotment, in consultation with the Designated Stock Exchange. Further, upon oversubscription, an allotment of not more than 1% of the Offer to public may be made for the purpose of making allotment in minimum lots.

The allotment of Equity Shares to applicants other than to the Retail Individual Investors 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 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.

Payment into Anchor Investor Escrow Account

Our Company and the Investor Selling Shareholders in consultation with the Lead Managers 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 favour of:

(a) In case of resident Anchor Investors: "[●]"

(b) 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 Selling Shareholders, the Syndicate, the Escrow Collection Bank and the Registrar to the Offer to facilitate collections of Bid amounts from Anchor Investors.

Pre-Offer Advertisement

Subject to Section 30 of the Companies Act, our Company shall, after registering the Red Herring Prospectus with the RoC, publish a pre-Offer advertisement, in the form prescribed under the SEBI ICDR Regulations, in [●] editions of [●] (a widely circulated English national daily newspaper), [●] editions of [●] (a widely circulated Hindi national daily newspaper) and [●] editions of [●], (a widely circulated Marathi daily newspaper, Marathi being the regional language of Maharashtra, where the Registered Office of our Company is located).

In the pre-Offer advertisement, we shall state the Bid/Offer Opening Date and the Bid/Offer 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 Lead Managers and the Registrar shall publish an allotment advertisement before commencement of trading, disclosing the date of commencement of trading in [●] editions of [●] (a widely circulated English national daily newspaper), [●] editions of [●] (a widely circulated Hindi national daily newspaper) and [●] editions of [●],(a widely circulated Marathi daily newspaper, Marathi being the regional language of Maharashtra, where the Registered Office of our Company is located).

The information set out above is given for the benefit of the Bidders/applicants. Our Company, the Selling Shareholders and the Lead Managers 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/applicants 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

(a) Our Company, the Selling Shareholders and the Syndicate intend to enter into an Underwriting Agreement after the finalisation of the Offer Price which shall be a date prior to the date of filing of the Prospectus.

(b) After signing the Underwriting Agreement, an updated Red Herring 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 Offer Price, the Anchor Investor Offer Price, the Offer size, and underwriting arrangements and will be complete in all material respects.

Impersonation

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

"*Any person who:*

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

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

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

The liability prescribed under Section 447 of the Companies Act includes imprisonment for a term which shall not be less than six months extending up to 10 years (provided that (i) where the fraud involves public interest, such term shall not be less than three years; and (ii) where the fraud involves an amount less than ₹1,000,000 or 1% of the turnover of the Company, whichever is lower, and does not involve public interest, such term may extend to five years or fine which may extend to ₹5,000,000 or both) and fine of an amount not less than the amount involved in the fraud, extending up to three times of such amount.

Undertakings by our Company

Our Company undertakes the following:

- adequate arrangements shall be made to collect all Bid cum Application Forms submitted by Bidders.
- the complaints received in respect of the Offer 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 will be taken within the period prescribed by SEBI;
- 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 Offer by our Company;

- if Allotment is not made within the prescribed time period under applicable law, the entire subscription amount received will be refunded/unblocked within the time prescribed under applicable law. If there is delay beyond the prescribed time, our Company shall pay interest prescribed under the Companies Act, the SEBI ICDR Regulations and applicable law 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 applicant 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;

- compliance with all disclosures and accounting norms as may be prescribed from SEBI from time to time;

- the Promoters' Contribution in full, as required, shall be brought in advance before the Bid/Offer Opening Date and the balance, if any, shall be brought in on a pro rata basis before calls are made on the Allottees, in accordance with the applicable provisions of the SEBI ICDR Regulations;

- except for the Pre-IPO Placement and the conversion of 14,835,139 CCPS to 251,443 Equity Shares and the conversion of 682,977 OCDs into 682,977 Equity Shares, to be undertaken prior to filing of the RHP, no further issue of the Equity Shares shall be made till the Equity Shares offered 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., in accordance with the SEBI ICDR Regulations; and

- adequate arrangements shall be made to collect all ASBA applications and to consider them similar to non-ASBA applications while finalizing the Basis of Allotment.

Undertakings by the Selling Shareholders

The statements and undertakings provided below, in relation to the Selling Shareholders, are statements which are specifically confirmed or undertaken by the Selling Shareholders. All other statements or undertakings or both in this Draft Red Herring Prospectus in relation to the Selling Shareholders, shall be statements made by our Company, even if the same relate to the Selling Shareholders. Each Selling Shareholder undertakes severally and not jointly in respect of itself as a Selling Shareholder and its respective portion of the Equity Shares offered by it in the Offer for Sale that:

- the Equity Shares being sold by it pursuant to the Offer have been held by it for a period of at least one year prior to the date of filing this Draft Red Herring Prospectus with SEBI, are fully paid-up and are in dematerialised form;

- it is the legal and beneficial owner of, and has full title to, the Equity Shares being sold by it in the Offer;

- the Equity Shares being sold by it pursuant to the Offer are free and clear of any pre-emptive rights, liens, mortgages, charges, pledges or any other encumbrances and shall be in dematerialized form at the time of transfer and shall be transferred to the eligible investors within the time specified under applicable law;

- it shall provide appropriate support and all reasonable assistance as requested by our Company in relation to the completion of allotment and dispatch of the Allotment Advice and CAN, if required, and refund orders to Anchor Investors to the extent of the Equity Shares offered by it pursuant to the Offer;

- it shall deposit its Equity Shares offered for sale in the Offer in an escrow demat in accordance with the Share Escrow Agreement;

- it shall provide such reasonable support, information and documentation and extend such reasonable cooperation as may be required by our Company and the Lead Managers, to the extent such support, information and documentation is in relation to the Equity Shares being sold by it in the Offer, for the 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 within six Working Days from the Bid/Offer Closing Date of the Offer and in redressal of such investor grievances that pertain to the Equity Shares held by it and being offered pursuant to the Offer;

- it shall comply with all applicable laws, in India, including the Companies Act, the SEBI ICDR Regulations, the FEMA and the applicable circulars, guidelines and regulations issued by SEBI and RBI, each in relation to the Equity Shares offered by it in the Offer;

- all monies received out of its component of the Offer 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; and

- it shall not have recourse to the proceeds of the Offer which shall be held in escrow in favour until the final approval for trading of the Equity Shares from the Stock Exchanges has been obtained.

Utilisation of Offer Proceeds

The Board of Directors declare 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;

- 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 Net Proceeds remains unutilized, under an appropriate separate 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 of our Company indicating the form in which such unutilized monies have been invested.

RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Consolidated FDI Policy, the FEMA Rules and FEMA. The government bodies responsible for granting foreign investment approvals are the concerned ministries or departments of the Government of India and the RBI.

The Government has from time to time made policy pronouncements on FDI through press notes and press releases. The DPIIT, issued the Consolidated FDI Policy by way of circular no D/o IPP F. No. 5(1)/2017-FC-1 dated the August 28, 2017, which with effect from August 28, 2017, consolidates and supersedes all previous press notes, press releases and clarifications on FDI issued by the DPIIT that were in force and effect as on August 28, 2017. The Consolidated FDI Policy will be valid until an updated consolidated circular on foreign direct investment policy is issued. Further, the FEMA Rules were enacted on October 17, 2019 in supersession of the FEMA Regulations 2017, except as respects things done or omitted to be done before such supersession. In terms of the Consolidated FDI Policy and the FEMA Rules, including any modifications thereto or substitutions thereof, issued from time to time, 100% FDI up to 100% is permitted in the services sector, under the automatic route, subject to compliance with the specified conditions in the Consolidated FDI Policy and the FEMA Rules.

However, our Subsidiary, BVG Security Services Private Limited ("**BSSPL**"), is involved in providing private security services, a sector in which foreign investment is restricted to 49.9% and requires the prior approval of the Government ("**Approval Route**"). Presently, our Company is owned (with shareholding of non-residents being less than 50%) and controlled by resident Indian citizens, and accordingly any foreign investment in our Company is not considered to be 'indirect' or 'downstream' foreign investment in BSSPL. However, since BSPPL undertakes a business that is under the Approval Route, the total foreign investment in our Company cannot equate to 50% or more of our Company's share capital, and non-residents cannot be deemed to own or control our Company.

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 Consolidated FDI Policy and FEMA Rules and the transfer does not attract the provisions of the SEBI Takeover Regulations; (ii) the non-resident shareholding is within the sectoral limits under the Consolidated FDI Policy and FEMA Rules; and (iii) the pricing is in accordance with the guidelines prescribed by SEBI and RBI.

Further, in accordance with Press Note No. 3 (2020 Series), dated April 17, 2020, issued by the DPIIT, all investments by entities incorporated in a country which shares land locked border with India or where the beneficial owner of an investment into India is situated in or is a citizen of a country which shares land border with India ("**Restricted Investors**"), can only be made through the Government approval route, as prescribed in the Consolidated FDI Policy dated August 28, 2017. These investment restrictions shall also apply to subscribers of offshore derivative instruments. It is not clear from the press note whether or not an issuance of the Equity Shares to Restricted Investors will also require a prior approval of the Government of India.

Each Bidder should seek independent legal advice about its ability to participate in the Offer. In the event such prior approval of the Government of India is required, and such approval has been obtained, the Bidder shall intimate the Company and the Registrar in writing about such approval along with a copy thereof within the Offer Period.

As per the existing policy of the Government, OCBs cannot participate in the Offer. For further details, see "*Offer Procedure*" beginning on page 346.

We offer a wide range of integrated services including soft services such as mechanized housekeeping, industrial housekeeping, manpower supply, security services and janitorial services, hard services such as electro-mechanical works and highway maintenance, and specialized services such as paint-shop cleaning and logistics management. For details see *"Our Business"* beginning on page 135. Our Company had filed an application dated October 14, 2020 with the Ministry of Home Affairs, Government of India ("**MHA**") to, amongst others, seek post-facto approval in relation to the existing foreign direct investment in the paid up Equity Share capital of the Company and for confirmation that continuing security services by our Company as a miniscule part of its integrated facility management services does not require approval under the entry 13 (Private Security Agencies) of Schedule 1 of the Foreign Exchange Management (Non-Debt Instruments) Rules, 2019, as amended ("**NDI Rules**"). The abovementioned application was filed by the Company, as a measure of abundant caution, since (i) we offer "security services" as part of its integrated facility management services, (ii) our Company has, since 2009, held licenses under the Private Security Agencies (Regulation) Act, 2005 (the "**PSARA**") for vendor registration and eligibility requirements, and (iii) 3i Entities, being persons resident outside India in terms of the FEMA Act, invested in the share capital of our Company. Pursuant to the letter dated January 27, 2021, MHA noted that our Company has described facility attendant services, recording maintenance for guest visitors, employee attendants, and such similar services as 'security services', and that such services does not qualify as 'private security services' as defined under the PSARA. Therefore, MHA requested our Company to clarify the nature of services provided by it which falls within the definition of 'private security services' under the PSARA. Our Company responded with its letter dated March 16, 2021 informing MHA, *inter alia*, that (i) its observation is correct that the primary business of our Company is not providing "security services", and is that of providing integrated facility management services. As part of its business of providing integrated facility management services, in certain contracts, the Company has deployed unarmed guards. The broad nature of security services in these contracts included maintenance of record of movement of visitors and vehicles in and out of the facility, with employee attendance at certain facilities and other attendant services which include physical manning of entry and exit points of the facilities, scanning bags and visitors, regulating movement and controlling vehicular traffic and crowd at the gates and within the facility, smooth conduct of functions and disaster management in case of emergencies. The only element of security has been provision of unarmed services at certain customer facilities as part of its business of integrated facility management, and (ii) our Company made the application only as a measure of abundant caution to ensure full compliance with applicable laws. Consequently, pursuant to the letter dated August 5, 2021, MHA informed our Company that its request has not been acceded due to reasons, including the fact that our Company has decided to cease all security services at the time of investment in 2011, and that it does not provide "security services" and provides integrated facility management services. In view of all of the above, our Company believes no approvals are required from the MHA under the entry of "Private Security Agencies" of Schedule I of the NDI Rules in relation to foreign investments in the Company.

The Equity Shares offered in the Offer have not been and will not be registered under the U.S. Securities Act or any other applicable law of the United States, and, unless so registered, may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, the Equity Shares are being only offered and sold (i) within the United States only to persons reasonably believed to be "qualified institutional buyers" (as defined in Rule 144A under the U.S. Securities Act and referred to in this Draft Red Herring Prospectus as "U.S. QIBs") in transactions exempt from, or not subject to, the registration requirements of the U.S. Securities Act, and (ii) outside the United States in offshore transactions in compliance with Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sales occur. For the avoidance of doubt, the term "U.S. QIBs" does not refer to a category of institutional investors defined under applicable Indian regulations and referred to in this Draft Red Herring Prospectus as "QIBs".

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

The above information is given for the benefit of the Bidders. Our Company, the Selling Shareholders, and the Lead Managers 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 applicable limits under laws or regulations.

SECTION IX: DESCRIPTION OF EQUITY SHARES AND TERMS OF ARTICLES OF ASSOCIATION

Capitalized terms used in this section have the meanings that have been given to such terms in the Articles of Association of our Company. The Articles of Association of our Company consist of two parts, Part A and Part B, which parts shall unless the context otherwise requires co-exist with each other. In case of any conflict or inconsistency between Part A and Part B, the provisions of Part B shall at all times prevail. Part B of the Articles shall automatically terminate, without any further action by the Company or its Shareholders and cease to have any force and effect and shall be deemed to fall away on and from the date on which the Equity Shares commence listing and trading on the Stock Exchanges, pursuant to the Offer and the provisions of Part A shall continue to be in force without any further corporate or other action by the Company or its Shareholders.

Pursuant to Schedule I of the Companies Act and the SEBI ICDR Regulations, the main provisions of the Articles of Association of our Company are detailed below.

PART A

Share Capital and Variation of Rights

The Authorized Share Capital of the Company is as mentioned in Clause V of the Memorandum of Association of the Company. Subject to the provisions of the Companies 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, and with the approval of the Company in a General Meeting.

Further issue of share capital

Where at any time the Board or the Company, as the case may be, propose to increase the subscribed capital by the issue of further shares then such shares shall be offered, subject to the applicable law and the provisions of section 62 of the Companies Act, and the rules made thereunder, then:

a) such further shares shall be offered to the persons who, at the date of the offer, are holders of the equity shares of the Company, in proportion, as nearly as circumstances admit, to the capital paid up on these shares at that date;

b) employees under a scheme of employees' stock option, subject to special resolution passed by the Company and subject to such conditions as may be prescribed under the Companies Act and other applicable Laws; or

c) any person(s), if it is authorised by a special resolution, either for cash or for a consideration other than cash, if the price of such shares is determined by the valuation report of a registered valuer subject to such conditions as may be prescribed under the Companies Act and the rules made thereunder.

Lien

The company shall have a first and paramount lien on every share/debenture (not being a fully paid share/debenture), registered in the name of each member (whether solely or jointly with others) and upon the proceeds of sale thereof for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share/debenture; and

Provided that in respect of any partly paid equity shares of our Company, the lien, if any, shall be restricted to moneys called or payable at a fixed time in respect of such equity shares/debentures.

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. Unless otherwise agreed, the registration of a transfer of Shares shall operate as a waiver of the Company's lien if any, on such shares/debentures.

The company's lien, if any, on a share shall extend to all dividends or interests payable and bonuses declared from time to time in respect of such shares/debentures.

No Member shall exercise any voting right in respect of any shares registered in his name on which any calls or other sums presently payable by him have not been paid, or in regard to which the Company has exercised any right of lien.

Calls on shares

The Board may subject to the provisions of the Companies Act and any other applicable law, from time to time, make call as it thinks fit upon the Members in respect of all moneys unpaid on the shares (whether on account of the nominal value of the shares or by 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. A call may be revoked or postponed at the discretion of the Board. The power to call on shares shall not be delegated to any other person except with the approval of the shareholders' in a general meeting.

The Board shall decide when a call shall be deemed to have been made by way of a resolution authorising the call may require such amount. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof. 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 such rate as the Board may determine. The Board shall be at liberty to waive payment of any such interest wholly or in part. 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 by the terms of issue such sum becomes payable. 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.

Nothing contained in the article shall confer on the member (i) any right to participate in profits or dividends; or (ii) any voting rights in respect of the moneys so paid by him until the same would, but for such payment, become presently payable by him. The provisions of these Articles shall mutatis mutandis apply to any calls on debentures.

Forfeiture

If a member fails to pay any call, or instalment 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 instalment remains unpaid or a judgment or decree in respect thereof remains unsatisfied in whole or in part, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued and all expenses that may have been incurred by the Company by reason of non-payment.

General Meetings

An Annual General Meeting shall be held in each calendar year in accordance with the provisions of the Companies Act All General Meetings shall be convened by giving not less than clear twenty one days' notice, in such manner as is prescribed under the Companies Act, specifying the place, date and hour of the meeting and a statement of the business proposed to be transacted at such a meeting, in the manner mentioned in the Companies Act. Notice shall be given to all the Members and to such persons who are entitled to receive such notice from the Company but any accidental omission to give notice to or non-receipt of the notice by any Member or other person to whom it should be given shall not invalidate the proceedings of any General Meetings. All general meetings other than annual general meeting shall be called Extraordinary General Meeting (EGM) called and conducted in the circumstances and in the manner provided under the Companies Act. The Board may, whenever it thinks fit, call an extraordinary general meeting. AGM and EGM may be called after giving shorter notice as per the Companies Act.

Proceedings at General Meetings

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. Save as otherwise provided herein, the quorum for the general meetings shall be as provided in Section 103 of the Companies Act. The chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the company. If there is no Chairperson, or if he is not present within fifteen minutes after the time appointed for holding the meeting, the directors present shall elect one of themselves to be the Chairperson of the meeting and if no director is willing, the members present themselves as the Chairperson of the meeting.

Adjournment of Meeting

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. No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. 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. Save as aforesaid, and as provided in Section 103 of the Companies 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

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 holding equity shares present in person shall have one vote;

(b) on a poll, the voting right of a members shall be in proportion to his share in the paid-up equity share capital of the company; and

(c) by electronic means in accordance with the Companies Act, and shall only have one vote.

Proxy

No Member shall be entitled to vote at any General Meeting unless all calls or other sums presently payable by him have been paid, or in regard to which the Company has lien and has exercised any right of lien.

Proceedings of the Board

The Board of Directors shall meet at least once in every three months with a maximum gap of four months between two meetings of the Board for the dispatch of business, adjourn and otherwise regulate its meetings and proceedings as it thinks fit in accordance with the Act, provided that at least four such meetings shall be held in every year. Place of meetings of the Board shall be at a location determined by the Board at its previous meeting, or if no such determination is made, then as determined by the chairman of the Board. The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit. A director may, and the secretary or such other officer on the requisition of a director shall, at any time, summon a meeting of the Board. The Board may elect a Chairperson of its meetings and determine the period for which he is to hold office. 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 number to be Chairperson of the meeting. The Board may, subject to the provisions of the Companies Act, delegate any of its powers to committees consisting of such member or members of its body as it thinks fit. 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.

Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer

In terms of the provision of the Companies Act or the Articles requiring or authorising 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 a Director and as, or in place of, chief executive officer, manager, company secretary or chief financial officer.

Dividends and Reserve

The Company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board. Where a dividend has been declared by the company but has not been paid or claimed within thirty days from the date of the declaration to any shareholder entitled to the payment of the dividend, the company shall, within seven days from the date of expiry of the said period of thirty days, transfer the total amount of dividend which remains unpaid or unclaimed to a special account to be opened by the company in that behalf in any scheduled bank to be called the Unpaid Dividend Account. Any money transferred to the Unpaid Dividend Account of the company which remains unpaid or unclaimed for a period of seven years from the date of such transfer shall be transferred by the company along with interest accrued, if any, thereon to the Investor Education and Protection Fund established under sub-section (1) of section 125 of the Companies Act. No unclaimed or unpaid dividend shall be forfeited by the Board, unless barred by law. No dividend shall bear interest against the company.

Accounts

The books of account and books and papers of the Company, or any of them, shall be open to the inspection of Directors in accordance with the applicable provisions of the Companies Act. 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 authorised by the Board.

Winding Up

Subject to the provisions of Chapter XX of the Companies Act and rules made thereunder—

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 Companies 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.

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 contributories 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

Subject to provisions of the Companies Act, every Director and 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 favour or in which he is acquitted or in which relief is granted to him by the court or the tribunal. However, such indemnification shall not apply in respect of any cost or loss or expenses to the extent it is finally judicially determined to have resulted from the negligence, wilful misconduct or bad faith acts or omissions of such director.

PART B

Part B of the Articles of Association of the Company provide for the rights and obligations of the parties to the Investment Agreement.

In case of inconsistency or contradiction, conflict or overlap between Part A and Part B, the provisions of Part B shall, subject to applicable law, prevail and be applicable. However, on and from the date of listing of the Equity Shares of the Company on the Stock Exchange(s) pursuant to the Offer, Part B shall automatically stand deleted, not have any force and be deemed to be removed from the Articles of Association and the provisions of the Part A shall continue to be in effect and be in force, without any further corporate or other action by the Company or its Shareholders.

SECTION X: OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The copies of the following documents and contracts which have been entered or are to be entered into by our Company (not being contracts entered into in the ordinary course of business carried on by our Company or contracts entered into more than two years before the date of this Draft Red Herring Prospectus) which are or may be deemed material will be attached to the copy of the Red Herring Prospectus which will be filed with the RoC. Copies of the abovementioned contracts and also the documents for inspection referred to hereunder, may be inspected at the Registered Office between 10 a.m. and 5 p.m. IST on all Working Days from the date of the Red Herring Prospectus until the Bid/Offer Closing Date.

Any of the contracts or documents mentioned in this Draft Red Herring Prospectus may be amended or modified at any time if so required in the interest of our Company or if required by the other parties, without reference to the Shareholders, subject to compliance of the provisions contained in the Companies Act and other applicable law.

A. Material Contracts for the Offer

1. Offer Agreement dated September 30, 2021 entered into between our Company, the Selling Shareholders and the Lead Managers.

2. Registrar Agreement dated September 29, 2021 entered into between our Company, the Selling Shareholders and the Registrar to the Offer.

3. Escrow and Sponsor Bank Agreement dated [●] entered into between our Company, the Selling Shareholders, the Registrar to the Offer, the Lead Managers, the Escrow Collection Bank, the Refund Bank, the Public Offer Bank, the Sponsor Bank and the Syndicate Members.

4. Share Escrow Agreement dated [●] entered into between the Selling Shareholders, our Company and the Share Escrow Agent.

5. Syndicate Agreement dated [●] entered into between our Company, the Selling Shareholders, the members of the Syndicate and the Registrar to the Offer.

6. Underwriting Agreement dated [●] entered into between our Company, the Selling Shareholders, and the Underwriters.

7. Monitoring Agency Agreement dated [●] entered into between our Company and Monitoring Agency.

B. Material Documents

1. Certified copies of the Memorandum of Association and Articles of Association of our Company as amended from time to time.

2. Certificate of incorporation dated March 20, 2002 and a fresh certificate of incorporation dated July 7, 2004 issued by the Registrar of Companies, upon change of name of our Company from 'Bharat Vikas Utility Services Limited' to 'BVG India Limited'.

3. Certificate of commencement of business dated September 26, 2002.

4. Copies of annual reports of our Company for Financial Year 2021, 2020 and 2019.

5. Audited consolidated financial statements of our Company for the Financial Years 2021, 2020 and 2019.

6. Resolution of the Board of Directors dated July 4, 2020 authorising the Offer and other related matters.

7. Special resolution of the Shareholders of our Company dated July 30, 2020 authorising the Offer and other related matters.

8. Resolution dated September 24, 2021 passed by the board of directors of Strategic Investments B approving the Offer for Sale of their respective portion of the Offered Shares.

9. Resolution dated September 24, 2021 passed by the board of directors of Strategic Investments Alpha approving the Offer for Sale of their respective portion of the Offered Shares.

10. Resolution dated September 24, 2021 passed by the Board approving this Draft Red Herring Prospectus.

11. Consent letter from the Statutory Auditor dated September 30, 2021 for inclusion of its name as an expert.

12. The statement of tax benefits dated September 30, 2021 issued by the Statutory Auditor.

13. Examination reports in relation to the Restated Financial Statements dated September 24, 2021 of our Statutory Auditor, included in this Draft Red Herring Prospectus.

14. Consents in writing of our Directors, our Company Secretary and Compliance Officer, Frost & Sullivan, our Statutory Auditors, Legal Counsel to our Company as to Indian law, Legal Counsel to the Lead Managers as to Indian law, Bankers to our Company, the Lead Managers, the Syndicate Members, Escrow Collection Bank, Public Offer Bank, Refund Bank, Sponsor Bank and the Registrar to the Offer, to act in their respective capacities.

15. Employment agreement dated March 20, 2017 between our Company and our Chairman and Managing Director, Hanmantrao Ramdas Gaikwad.

16. Employment agreement dated April 2, 2017 between our Company and our Vice Chairman and Joint Managing Director, Umesh Gautam Mane.

17. In-principle listing approvals dated [●] and [●] issued by BSE and NSE, respectively.

18. Share Purchase Agreement dated January 3, 2011 entered into amongst India Growth Fund, Strategic Investments B, Strategic Investments Alpha, BVG India Limited and our Promoters, Hanmantrao Ramdas Gaikwad and Umesh Gautam Mane.

19. Investment Agreement dated January 1, 2011 entered into amongst our Company, Hanmantrao Ramdas Gaikwad, Umesh Gautam Mane, Vaishali Hanmantrao Gaikwad, Dattatraya Ramdas Gaikwad, Bhiku Nivruti Wagh, Vikas Vyankat Nipane, Aarya Agro Bio and Herbals Private Limited, 3i Growth Capital, Strategic Investments B and Strategic Investments Alpha.

20. Consent letters each dated September 29, 2021 delivered by 3i Growth Capital, Strategic Investments B and Strategic Investments Alpha for certain consents and waivers under the Investment Agreement.

21. Share Purchase Agreement dated April 20, 2016 entered into between our Company, Digital Ad (Mauritius) Limited, Ishan Raina and Out-of-Home Media (India) Private Limited.

22. Scheme of arrangement under Section 391 to 394 of the Companies Act, 1956 entered into between our Company and Out-of-Home Media (India) Private Limited.

23. Deed of assignment dated September 29, 2021 entered into between our Company and Aadiruchi Foods LLP.

24. Trademark license agreement dated September 29, 2021 entered into between our Company and Aadiruchi Foods LLP.

25. Agreement to assign trademarks and copyrights dated September 29, 2021 entered into between our Company, Aadiruchi Foods LLP and 3i Entities.

26. Guarantees as set out under *"History and Certain Corporate Matters – Details of guarantees given to third parties by our Promoter Selling Shareholders"* on page 157.

27. Non-disposal undertaking dated August 05, 2020 executed amongst Hanmantrao Ramdas Gaikwad, 3i Growth Capital, Strategic Investments B and Strategic Investments Alpha and our Company and the power of attorney dated August 5, 2020 by Hanmantrao Ramdas Gaikwad in favour of Strategic Investments B and Strategic Investments Alpha.

28. Consent letter dated September 24, 2021 issued by Hanmantrao Ramdas Gaikwad consenting to the inclusion of his Offered Shares in the Offer for Sale.

29. Consent letter dated September 24, 2021 issued by Umesh Gautam Mane consenting to the inclusion of his Offered Shares in the Offer for Sale.

30. Consent letter dated September 14, 2021 issued by Vaishali Hanmantrao Gaikwad consenting to the inclusion of her Offered Shares in the Offer for Sale.

31. Consent letter dated September 7, 2021 issued by Suyash Outsourcing Private Limited consenting to the inclusion of its Offered Shares in the Offer for Sale.

32. Consent letter dated September 11, 2021 issued by Mohini Umesh Mane consenting to the inclusion of her Offered Shares in the Offer for Sale.

33. Consent letter dated September 9, 2021 issued by Murugappan Alagappan consenting to the inclusion of his Offered Shares in the Offer for Sale.

34. Consent letter dated September 6, 2021 issued by Ranganathan Ramchandran consenting to the inclusion of his Offered Shares in the Offer for Sale.

35. Consent letter dated September 14, 2021 issued by Dattatraya Ramdas Gaikwad consenting to the inclusion of his Offered Shares in the Offer for Sale.

36. Consent letter dated September 8, 2021 issued by Rajendra Mishra consenting to the inclusion of his Offered Shares in the Offer for Sale.

37. Consent letter dated September 6, 2021 issued by Minaxi Jhaveri consenting to the inclusion of her Offered Shares in the Offer for Sale.

38. Consent letter dated September 8, 2021 issued by Dhanpal Arvind Jhaveri consenting to the inclusion of his Offered Shares in the Offer for Sale.

39. Consent letter dated September 12, 2021 issued by Darshan Jayantilal Rathod consenting to the inclusion of his Offered Shares in the Offer for Sale.

40. Consent letter dated September 14, 2021 issued by Ganesh Shripad Limaye consenting to the inclusion of his Offered Shares in the Offer for Sale.

41. Consent letter dated September 15, 2021 issued by Shriniwas Bhanaji Deshpande consenting to the inclusion of his Offered Shares in the Offer for Sale.

42. Consent letter dated September 13, 2021 issued by Akshay Pralhad Deodhar consenting to the inclusion of his Offered Shares in the Offer for Sale.

43. Consent letter dated September 6, 2021 issued by Anita Kanak Shah consenting to the inclusion of her Offered Shares in the Offer for Sale.

44. Consent letter dated September 6, 2021 issued by Grimant Shah consenting to the inclusion of his Offered Shares in the Offer for Sale.

45. Consent letter dated September 8, 2021 issued by Pranav Teli consenting to the inclusion of his Offered Shares in the Offer for Sale.

46. Tripartite agreement dated December 6, 2005, amongst NSDL, our Company and the Registrar to the Offer.

47. Tripartite agreement dated July 16, 2012 amongst CDSL, our Company and the Registrar to the Offer.

48. Due diligence certificate dated September 30, 2021 addressed from the Lead Managers to SEBI.

49. Industry report titled "Assessment of Facility Management Services in India" dated September 11, 2021, prepared by F&S.

50. SEBI observation letter no. [●] dated [●].

DECLARATION

We hereby certify and declare that all relevant provisions of the Companies Act and the rules, regulations or guidelines issued by the Government and the regulations, rules or guidelines issued by SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, SCRR, the SEBI Act or rules or regulations made or guidelines issued thereunder, as the case may be. We further certify that all statements made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY ALL THE DIRECTORS OF OUR COMPANY

Hanmantrao Ramdas Gaikwad
(Chairman and Managing Director)

Umesh Gautam Mane
(Vice Chairman and Joint Managing Director)

Swapnali Dattatraya Gaikwad
(Non-Executive Director)

Pankaj Dhingra
(Non-Executive Director)

Prabhakar Dattatraya Karandikar
(Independent Director)

Rajendra Ramrao Nimbhorkar
(Independent Director)

Chandrakant Narayan Dalvi
(Independent Director)

Jayant Gopal Pendse
(Independent Director)

SIGNED BY THE CHIEF FINANCIAL OFFICER OF OUR COMPANY

Manoj Jain

(Chief Financial Officer)

Place: Pune
Date: September 30, 2021

DECLARATION BY HANMANTRAO RAMDAS GAIKWAD AS A PROMOTER SELLING SHAREHOLDER

I, Hanmantrao Ramdas Gaikwad, acting as a Selling Shareholder, hereby confirm and certify that all undertakings, disclosures and statements made or confirmed by me in this Draft Red Herring Prospectus in relation to myself as a Promoter Selling Shareholder and my portion of the Offered Shares, are true and correct. I assume no responsibility for any other disclosures, undertakings and statements including statements made or confirmed by or in relation to our Company or any expert or any other person(s) in this Draft Red Herring Prospectus.

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Name: Hanmantrao Ramdas Gaikwad
Place: Pune
Date: September 30, 2021

DECLARATION BY UMESH GAUTAM MANE AS A PROMOTER SELLING SHAREHOLDER

I, Umesh Gautam Mane, acting as a Selling Shareholder, hereby confirm and certify that all undertakings, disclosures and statements made or confirmed by me in this Draft Red Herring Prospectus in relation to myself as a Promoter Selling Shareholder and my portion of the Offered Shares, are true and correct. I assume no responsibility for any other disclosures, undertakings and statements including statements made or confirmed by or in relation to our Company or any expert or any other person(s) in this Draft Red Herring Prospectus.

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Name: Umesh Gautam Mane
Place: Pune
Date: September 30, 2021

DECLARATION BY THE INVESTOR SELLING SHAREHOLDER

Strategic Investments FM (Mauritius) B Limited, acting as a Selling Shareholder, hereby confirms and certifies that all undertakings, disclosures and statements made or confirmed by it in this Draft Red Herring Prospectus specifically in relation to itself as an Investor Selling Shareholder and its portion of the Offered Shares, are true and correct. Strategic Investments FM (Mauritius) B Limited assumes no responsibility for any other undertaking and statements including statements made or confirmed by or in relation to the Company or any expert or any other person(s) in this Draft Red Herring Prospectus.

Signed for and on behalf of Strategic Investments FM (Mauritius) B Limited

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Authorised Signatory

Name: Antoine Clauzel
Designation: Director
Place: Luxembourg
Date: September 30, 2021

DECLARATION BY THE INVESTOR SELLING SHAREHOLDER

Strategic Investments FM (Mauritius) Alpha Limited, acting as a Selling Shareholder, hereby confirms and certifies that all undertakings, disclosures and statements made or confirmed by it in this Draft Red Herring Prospectus specifically in relation to itself as an Investor Selling Shareholder and its portion of the Offered Shares, are true and correct. Strategic Investments FM (Mauritius) Alpha Limited assumes no responsibility for any other undertaking and statements including statements made or confirmed by or in relation to the Company or any expert or any other person(s) in this Draft Red Herring Prospectus.

Signed for and on behalf of Strategic Investments FM (Mauritius) Alpha Limited

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Authorised Signatory

Name: Antoine Clauzel
Designation: Director
Place: Luxembourg
Date: September 30, 2021

DECLARATION BY THE OTHER SELLING SHAREHOLDERS

Each of the Other Selling Shareholders, severally and not jointly, acting as a Selling Shareholder, hereby confirms and certifies that all undertakings, disclosures and statements made or confirmed by each such Other Selling Shareholder in this Draft Red Herring Prospectus about or in relation to itself, as one of the Other Selling Shareholders and their respective portion of Offered Shares, are true and correct. Each of the Other Selling Shareholders assumes no responsibility for any other disclosures, statements and undertakings, including, any of the statements made by or relating to the Company or any other Selling Shareholders or any expert or any other person(s) in this Draft Red Herring Prospectus.

Signed on behalf of the Other Selling Shareholders by its duly constituted attorney holder

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Hanmantrao Ramdas Gaikwad (as the duly constituted power of attorney holder for the Other Selling Shareholders)

Date: September 30, 2021
Place: Pune