



(Please scan this QR code to view the Draft Red Herring Prospectus)



SIS CASH SERVICES LIMITED
CORPORATE IDENTITY NUMBER: U74140BR2011PLC017533

REGISTERED OFFICE	CORPORATE OFFICE	CONTACT PERSON	E-MAIL AND TELEPHONE	WEBSITE
Annapurna Bhawan, Telephone Exchange Road, Kurji, Patna, Bihar, 800 001, India	B-26, Okhla Industrial Area, Phase-1, New Delhi, 110 020, India	Karan Kathuria Company Secretary and Compliance Officer	E- mail: compliance@sisprosegur.com Tel: 011 4040 4444	www.sisprosegur.com

OUR PROMOTERS: SIS LIMITED, SINGPAI PTE. LTD., LUXPAI CIT S.À R.L., PROSEGUR GLOBAL CIT ROW, S.L.U. AND PROSEGUR CASH, S.A.

DETAILS OF THE OFFER

TYPE	SIZE OF FRESH ISSUE	SIZE OF OFFER FOR SALE	TOTAL OFFER SIZE	ELIGIBILITY AND SHARE RESERVATION AMONG QIBs, NIBs AND RIBs
Fresh Issue and Offer for Sale	Up to [●] Equity Shares of face value of ₹ 10 each aggregating up to ₹ 1,000.00 million	Up to 3,715,150 Equity Shares of face value of ₹ 10 each aggregating up to ₹ [●] million	Up to [●] Equity Shares of face value of ₹ 10 each aggregating up to ₹ [●] million	The Offer is being made pursuant to Regulation 6(2) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“SEBI ICDR Regulations”) as our Company did not fulfil requirements under Regulation 6(1)(a) of the SEBI ICDR Regulations. For further details, see “Other Regulatory and Statutory Disclosures – Eligibility for the Offer” on page 386. For details in relation to share allocation and reservation among QIBs, NIBs, and RIBs (as defined hereinafter), see “Offer Structure” on page 404.

DETAILS OF THE OFFER FOR SALE BY THE SELLING SHAREHOLDERS

NAME OF THE SELLING SHAREHOLDER	TYPE	NUMBER OF SHARES OFFERED / AMOUNT	WEIGHTED AVERAGE COST OF ACQUISITION PER EQUITY SHARE (IN ₹)*
SIS Limited	Promoter Selling Shareholder	Up to 1,795,346 Equity Shares of face value of ₹ 10 each aggregating up ₹ [●]	56.85
SMC Integrated Facility Management Solutions Limited	Promoter Group Selling Shareholder	Up to 1,919,804 Equity Shares of face value of ₹ 10 each aggregating up ₹ [●]	256.62

*As certified by Independent Chartered Accountant, pursuant to their certificate dated March 27, 2025.

RISK 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 Equity Shares. The face value of the Equity Shares is ₹ 10. The Floor Price, Cap Price and Offer Price determined by our Company, in consultation with the Book Running Lead Manager, on the basis of the assessment of market demand for the Equity Shares by way of the Book Building Process, as stated under “Basis for Offer Price” on page 98 should not be considered to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the Equity Shares of face value of ₹ 10 each nor regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISK

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the Offer unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in 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 not been recommended or approved by the Securities and Exchange Board of India (“SEBI”), nor does SEBI guarantee the accuracy or adequacy of the contents of this Draft Red Herring Prospectus. Specific attention of the investors is invited to “Risk Factors” on page 28.

ISSUER'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 only such statements specifically confirmed or made by such Selling Shareholder in this Draft Red Herring Prospectus to the extent such statements pertain to such Selling Shareholders and/or its Offered Shares and confirms that such statements are true and correct in all material aspects and are not misleading in any material respect. Each Selling Shareholder, severally and not jointly, assumes no responsibility for any other statements in this Draft Red Herring Prospectus, including, *inter alia*, any of the statements made by or relating to our Company, any other Selling Shareholder or any other person(s) in this Draft Red Herring Prospectus.

LISTING

The Equity Shares to be offered through the Red Herring Prospectus are proposed to be listed on the Stock Exchanges, being BSE Limited (“BSE”) and National Stock Exchange of India Limited (“NSE”, together with BSE, the “Stock Exchanges”). For the purposes of the Offer, [●] is the Designated Stock Exchange. A signed copy of the Red Herring Prospectus and the Prospectus shall be delivered to the RoC for filing in accordance with Section 26(4) and Section 32 of the Companies Act, 2013. 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” on page 465.

BOOK RUNNING LEAD MANAGER



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NAME AND LOGO OF THE BOOK RUNNING LEAD MANAGER	CONTACT PERSON	E-MAIL AND TELEPHONE
 DAM Capital Advisors Limited	Arpi Chheda	E-mail: siscash.ipo@damcapital.in Tel: +91 22 4202 2500
REGISTRAR TO THE OFFER		
NAME OF THE REGISTRAR	CONTACT PERSON	E-MAIL AND TELEPHONE
MUFG Intime India Private Limited (Formerly Link Intime India Private Limited)	Shanti Gopalkrishnan	E-mail: siscs.ipo@in.mpms.mufg.com Tel: +91 8108114949
BID / OFFER PERIOD		
ANCHOR INVESTOR BID / OFFER PERIOD	● (1)	
BID / OFFER OPENS ON	●	
BID / OFFER CLOSES ON	● (2)(3)	

(1) Our Company, in consultation with the Book Running Lead Manager, may consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bid/Offer Period shall be one Working Day prior to the Bid/Offer Opening Date.

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

(3) UPI mandate end time and date shall be at 5.00 p.m. on the Bid/Offer Closing Date.



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SIS CASH SERVICES LIMITED

Our Company was originally incorporated on September 27, 2011, at Patna, Bihar, India as SIS Cash Services Private Limited, a private limited company under the Companies Act, 1956 and was granted a certificate of incorporation by the Registrar of Companies, Bihar and Jharkhand at Patna on the same date. Our Company was then converted into a public limited company under the Companies Act, 2013 pursuant to a special resolution passed by our Shareholders in the extraordinary general meeting held on October 23, 2024, consequent to which, the name of our Company was changed to 'SIS Cash Services Limited' and a fresh certificate of incorporation, consequent upon change of name, was issued to our Company by the Registrar of Companies, Central Processing Centre on November 28, 2024. For details in relation to changes in the registered office of our Company, see "History and Certain Corporate Matters" beginning on page 212.

Registered Office: Annapurna Bhawan, Telephone Exchange Road, Kurji, Patna, Bihar, 800 001, India, **Corporate Office:** B-26, Okhla Industrial Area, Phase-1, New Delhi, 110 020, India

Contact Person: Karan Kathuria, Company Secretary and Compliance Officer

Tel: 011 4040 4444; **E-mail:** compliance@sisprosegur.com; **Website:** www.sisprosegur.com

Corporate Identity Number: U74140BR2011PLC017533

OUR PROMOTERS: SIS LIMITED, SINGPAI PTE. LTD., LUXPAI CIT S.A R.L., PROSEGUR GLOBAL CIT ROW, S.L.U. AND PROSEGUR CASH, S.A.

INITIAL PUBLIC OFFERING OF UP TO [●] EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH ("EQUITY SHARES") OF SIS CASH SERVICES LIMITED (OUR "COMPANY" OR THE "COMPANY" OR THE "ISSUER") FOR CASH AT A PRICE OF ₹ [●] PER EQUITY SHARE (INCLUDING A PREMIUM OF ₹ [●] PER EQUITY SHARE) (THE "OFFER PRICE") AGGREGATING UP TO ₹ [●] MILLION (THE "OFFER") COMPRISING A FRESH ISSUE OF UP TO [●] EQUITY SHARES OF FACE VALUE OF ₹ 10 BY OUR COMPANY AGGREGATING UP TO ₹ 1,000.00 MILLION (THE "FRESH ISSUE") AND AN OFFER FOR SALE OF UP TO 3,715,150 EQUITY SHARES OF FACE VALUE OF ₹ 10 AGGREGATING UP TO ₹ [●] MILLION COMPRISING AN OFFER FOR SALE OF UP TO 1,795,346 EQUITY SHARES OF FACE VALUE OF ₹ 10 BY SIS LIMITED ("PROMOTER SELLING SHAREHOLDER"), AND UP TO 1,919,804 EQUITY SHARES OF FACE VALUE OF ₹ 10 BY SMC INTEGRATED FACILITY MANAGEMENT SOLUTIONS LIMITED ("PROMOTER GROUP SELLING SHAREHOLDER") (COLLECTIVELY REFERRED TO AS THE "SELLING SHAREHOLDERS" AND SUCH OFFER FOR SALE OF EQUITY SHARES BY THE SELLING SHAREHOLDERS, THE "OFFER FOR SALE").

THE FACE VALUE OF THE EQUITY SHARE IS ₹ 10 EACH AND THE OFFER PRICE IS [●] TIMES THE FACE VALUE OF EQUITY SHARES. THE PRICE BAND AND THE MINIMUM BID LOT WILL BE DECIDED BY OUR COMPANY IN CONSULTATION WITH THE BRLM AND WILL BE ADVERTISED IN ALL EDITIONS OF THE ENGLISH NATIONAL DAILY NEWSPAPER, [●] AND ALL EDITIONS OF THE [●] NATIONAL DAILY NEWSPAPER, (HINDI ALSO BEING THE REGIONAL LANGUAGE OF BIHAR WHERE OUR REGISTERED OFFICE IS LOCATED), EACH WITH WIDE CIRCULATION, AT LEAST TWO WORKING DAYS PRIOR TO THE BID/OFFER OPENING DATE AND SUCH ADVERTISEMENT SHALL BE MADE AVAILABLE TO THE BSE LIMITED (THE "BSE") AND THE NATIONAL STOCK EXCHANGE OF INDIA LIMITED (THE "NSE", AND TOGETHER WITH THE BSE, THE "STOCK EXCHANGES") FOR THE PURPOSE OF UPLOADING ON THEIR RESPECTIVE WEBSITES.

In case of any revision in the Price Band, the Bid/Offer Period will be extended by at least three additional Working Days after 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, in consultation with the BRLM, for reasons to be recorded in writing, extend the Bid/Offer Period for a minimum of one 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 websites of the BRLM and at the terminals of the Syndicate Members and by intimation to the other Designated Intermediaries and the Sponsor Banks, as applicable.

The Offer is being made in terms of Rule 19(2)(b) of the SCRR read with Regulation 31 of the SEBI ICDR Regulations. This Offer is being made through the Book Building Process in accordance with Regulation 6(2) of the SEBI ICDR Regulations wherein not less than 75% of the Net Offer shall be available for allocation on a proportionate basis to Qualified Institutional Buyers ("QIBs") (the "QIB Portion"), provided that our Company, in consultation with the Book Running Lead Manager may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis (the "Anchor Investor Portion"). One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from the domestic Mutual Funds at or above the price at which allocation is made to Anchor Investors ("Anchor Investor Allocation Price") in accordance with the SEBI ICDR Regulations. In the event of under-subscription, or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the QIB Portion (other than Anchor Investor Portion) ("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 Net QIB Portion shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds, subject to valid Bids being received at or above the Offer Price. However, if the aggregate demand from Mutual Funds is less than 5% of the Net QIB Portion, the balance Equity Shares available for allocation in the Mutual Fund Portion will be added to the remaining Net QIB Portion for proportionate allocation to QIBs. Further, (a) not more than 15% of the Net Offer shall be available for allocation to Non-Institutional Bidders ("Non-Institutional Portion") (out of which one third shall be reserved for Bidders with Bids exceeding ₹ 2,00,000 up to ₹ 1,00,000 and two-thirds shall be reserved for Bidders with Bids exceeding ₹ 1,00,000, provided that the unsubscribed portion in either of such sub-categories may be allocated to applicants in the other sub-category of the Non-Institutional Portion, subject to valid Bids being received at or above the Offer Price); and (b) not more than 10% of the Net Offer shall be available for allocation to Retail Individual Bidders ("RIBs") in accordance with the SEBI ICDR Regulations, subject to valid Bids being received from them at or above the Offer Price. All potential Bidders, other than Anchor Investors, are mandatorily required to participate in the Offer through the Application Supported by Blocked Amount ("ASBA") process by providing details of their respective ASBA Account (as defined hereinafter) and UPI ID in case of UPI Bidders (as defined hereinafter), which will be blocked by the SCSBs or the Sponsor Banks, as the case may be, to the extent of their respective Bid Amounts. Anchor Investors are not permitted to participate in the Anchor Investor Portion through the ASBA process. For further details, see "Offer Procedure" beginning on page 408.

THIS OFFER IS BEING MADE ONLY TO RESIDENT INDIAN BIDDERS AND THE EQUITY SHARES IN THIS OFFER WILL NOT IN ANY CIRCUMSTANCE BE OFFERED TO PERSONS IN ANY JURISDICTION OUTSIDE INDIA AND/OR OWNED AND CONTROLLED BY PERSONS IN ANY JURISDICTION OUTSIDE INDIA.

RISK 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 Equity Shares. The face value of the Equity Shares is ₹ 10. The Floor Price, Cap Price and Offer Price determined by our Company, in consultation with the Book Running Lead Manager, on the basis of the assessment of market demand for the Equity Shares by way of the Book Building Process, as stated under "Basis for Offer Price" on page 98 a should not be considered to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the Equity Shares nor regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISK

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the Offer unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in 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 not been recommended or approved by SEBI, nor does SEBI guarantee the accuracy or adequacy of the contents of this Draft Red Herring Prospectus. Specific attention of the investors is invited to "Risk Factors" on page 28.

ISSUER'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 only such statements specifically confirmed or made by such Selling Shareholder in this Draft Red Herring Prospectus to the extent such statements pertain to such Selling Shareholder and/or its Offered Shares and confirms that such statements are true and correct in all material aspects and are not misleading in any material respect. The Selling Shareholders, severally and not jointly, assume no responsibility for any other statements in this Draft Red Herring Prospectus, including, *inter alia*, any of the statements made by or relating to our Company, any other Selling Shareholder or any other person(s) in this Draft Red Herring Prospectus.

LISTING

The Equity Shares to be offered through the Red Herring Prospectus are proposed to be listed on the Stock Exchanges, being BSE and NSE. For the purposes of the Offer, [●] is the Designated Stock Exchange. A signed copy of the Red Herring Prospectus and the Prospectus shall be filed with the RoC in accordance with Sections 26(4) and 32 of the Companies Act, 2013. 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" on page 465.

BOOK RUNNING LEAD MANAGER



DAM Capital Advisors Limited
PG-1, Ground Floor, Rotunda Building,
Dalal Street, Fort,
Mumbai 400 001, Maharashtra, India
Tel: +91 22 4202 2500
E-mail: siscash.ipo@damcapital.in
Investor Grievance ID: complaint@damcapital.in
Contact Person: Arpi Chheda
Website: www.damcapital.in
SEBI Registration Number: MB/INM000011336

REGISTRAR TO THE OFFER



MUFG Intime India Private Limited (Formerly Link Intime India Private Limited)
C-101, 247 Park, 1st Floor L.B.S. Marg,
Vikhroli (West) Mumbai 400 083,
Maharashtra, India
Telephone: +91 8108114949
E-mail: siscs.ipo@in.mpms.mufg.com
Website: <https://in.mpms.mufg.com>
Investor Grievance E-mail: siscs.ipo@in.mpms.mufg.com
Contact Person: Shanti Gopalkrishnan
SEBI Registration No.: INR000004058

BID/OFFER PROGRAMME

BID/OFFER OPENS ON: [●]⁽¹⁾

BID/OFFER CLOSURES ON: [●]⁽²⁾⁽³⁾

⁽¹⁾ Our Company, in consultation with the BRLM, may consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bid/Offer Period will be one Working Day prior to the Bid/Offer Opening Date.

⁽²⁾ Our Company, in consultation with the BRLM, 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.

⁽³⁾ UPI mandate end time and date shall be at 5.00 p.m. on the Bid/Offer Closing Date.

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SECTION I: GENERAL

DEFINITIONS AND ABBREVIATIONS

This Draft Red Herring Prospectus uses certain definitions and abbreviations which, unless otherwise specified or the context otherwise indicates, requires or implies, shall have the meanings as provided below. References to any legislation, act, regulation, rule, guideline, policy, circular, notification or clarification shall be deemed to include all amendments, supplements, re-enactments and modifications thereto, from time to time, and any reference to a statutory provision shall include any subordinate legislation made from time to time thereunder.

The words and expressions used but not defined in this Draft Red Herring Prospectus, to the extent applicable, will have the same meaning as assigned to such terms under the Companies Act, the SEBI Act, the SEBI ICDR Regulations, the SCRA, the Depositories Act and the rules and regulations made thereunder.

Notwithstanding the foregoing, the terms used in “Objects of the Offer”, “Basis for Offer Price”, “Statement of Possible Special Tax Benefits”, “Industry Overview”, “Key Regulations and Policies”, “Financial Information”, “History and Certain Corporate Matters”, “Financial Indebtedness”, “Outstanding Litigation and Material Developments”, “Other Regulatory and Statutory Disclosures”, “Offer Procedure” and “Description of Equity Shares and Terms of the Articles of Association” on pages 88, 98, 108, 123, 206, 258, 212, 320, 368, 386, 408, and 429, respectively, shall have the respective meanings ascribed to them in the relevant sections.

General Terms

Term	Description
“Our Company” or “the Company” or “the Issuer”	SIS Cash Services Limited, a company incorporated under the Companies Act, 1956, whose registered office is situated at Annapurna Bhawan, Telephone Exchange Road, Kurji, Patna, Bihar, 800 001, India
“We” or “us” or “our”	Unless the context otherwise requires or implies, refers to our Company and Subsidiaries, on a consolidated basis

Company Related Terms

Term	Description
“AoA” or “Articles” or “Articles of Association”	The articles of association of our Company, as amended
Audit Committee	The audit committee of our Board of Directors as described in “Our Management” beginning on page 225
“Auditors” or “Statutory Auditor”	The statutory auditor of our Company, namely, Walker Chandio & Co LLP
“Board” or “Board of Directors”	The board of directors of our Company, as constituted from time to time, including a duly constituted committee thereof
“Chief Financial Officer” or “CFO”	Our Company’s chief financial officer, being Palak Balwant Jain
Co-brand Agreement	Co-brand agreement dated February 9, 2012, entered into between Prosegur, SIS and our Company. For details, see “History and Certain Corporate Matters” on page 212
Company Secretary and Compliance Officer	Our Company’s company secretary and compliance officer, being Karan Kathuria
Corporate Office	The corporate office of our Company, situated at B-26, Okhla Industrial Area, Phase-1, New Delhi, 110 020, India
Director(s)	The director(s) on our Board, as appointed from time to time and as disclosed in “Our Management” beginning on page 225
Erstwhile Statutory Auditor	The erstwhile statutory auditor of our Company, namely, Saxena & Saxena, Chartered Accountants
Equity Shares	Equity shares of face value of ₹10 each of our Company
Group	Our Company and the Subsidiaries
Group Companies	In terms of SEBI ICDR Regulations, the term “group companies” includes (i) companies (other than Promoters and Subsidiaries) with which there were related party transactions as disclosed in the Restated Consolidated Financial Information as covered under the applicable accounting standards, and (ii) any other companies as considered material by our Board, in accordance with the Materiality Policy, as described in “Our Group Companies” on page 383
Independent Directors	Independent director(s) of our Company who are eligible to be appointed as independent director(s) under the provisions of the Companies Act, 2013 and the SEBI Listing Regulations. For details of the Independent Directors, see “Our Management-Board of Directors” on page 225

Term	Description
Independent Chartered Accountant	J.C. Bhalla & Co., Chartered Accountants
IPO Committee	The IPO committee of our Board whose members are Devesh Desai and Bhupesh Chhajjer
JV Agreement	Joint venture agreement dated May 25, 2011, entered into between SIS and Prosegur. For details, see “ <i>History and Certain Corporate Matters</i> ” on page 212
“Key Managerial Personnel” or “KMP”	Key managerial personnel of our Company in terms of Regulation 2 (1) (bb) of the SEBI ICDR Regulations, including key managerial personnel under Section 2(51) of the Companies Act, 2013 and as disclosed in “ <i>Our Management</i> ” beginning on page 225
Luxpai	LUXPAI CIT S.À R.L., a company incorporated under the laws of Luxembourg, having its office situated at 23, Avenue Monterey – 2163, Luxembourg
Materiality Policy	The materiality policy of our Company adopted pursuant to a resolution of our Board dated March 25, 2025 for identification of: (a) outstanding material litigation proceedings; (b) Group Companies; and (c) material creditors, pursuant to the requirements of the SEBI ICDR Regulations and for the purposes of disclosure in this Draft Red Herring Prospectus, the Red Herring Prospectus and the Prospectus
Material Subsidiary	The material subsidiary of our Company, being SIS Prosegur Holdings Private Limited
“MoA” or “Memorandum” or “Memorandum of Association”	The memorandum of association of our Company, as amended from time to time
Nomination and Remuneration Committee	The nomination and remuneration committee of our Board as described in “ <i>Our Management</i> ” beginning on page 225
Non-Executive (nominee) Director(s)	The non-executive non-independent nominee director(s) on our Board being, Rituraj Kishore Sinha and Devesh Desai, (as nominees of SIS) and Ajaykumar Ramnayan Vishwakarma and Bhupesh Chhajjer, (as nominees of Singpai) For further details, see “ <i>Our Management</i> ” on page 225
Promoters	Our Company’s promoters, being, SIS Limited, Singpai Pte. Ltd., LUXPAI CIT S.À R.L., Prosegur Global CIT Row, S.L.U. and Prosegur Cash, S.A.
Promoter Selling Shareholder	SIS Limited
Prosegur Global	Prosegur Global CIT Row, S.L.U., a company incorporated under the laws of Spain, having its registered office situated at Calle Pajaritos 24, 28007, Madrid, Spain
Promoter Group	Such entities which constitute the promoter group of our Company pursuant to Regulation 2(1)(pp) of the SEBI ICDR Regulations. For further details, see “ <i>Our Promoter and Promoter Group</i> ” on page 243
Promoter Group Selling Shareholder	SMC Integrated Facility Management Solutions Limited
Prosegur	Prosegur Compañía de Seguridad S.A., a company incorporated under the laws of Spain, having its head office situated at: Madrid, calle Pajaritos, 24
Prosegur Cash	Prosegur Cash, S.A., a company incorporated under the laws of Spain, having its registered office situated at Calle Santa Sabina, 28007, Madrid, Spain
“Registrar of Companies” or “RoC”	Registrar of Companies, Bihar at Patna
Registered Office	The registered office of our Company situated at Annapurna Bhawan, Telephone Exchange Road, Kurji, Patna, Bihar, 800 001, India
Restated Consolidated Financial Information	The restated consolidated financial information of the Group as at and for the nine months period ended December 31, 2024 and as at and for the years ended March 31, 2024, March 31, 2023 and March 31, 2022, which comprises the restated consolidated statement of assets and liabilities of the Group as at December 31, 2024, March 31, 2024, March 31, 2023 and March 31, 2022; restated consolidated statement of profit and loss (including other comprehensive income), restated consolidated statement of cash flows, restated consolidated statement of changes in equity, statement of restatement adjustments to audited consolidated financial statements, statement of material accounting policies and other explanatory information for the nine months period ended December 31, 2024 and for the years ended March 31, 2024, March 31, 2023 and March 31, 2022, which have been prepared by the Company specifically for inclusion in this Draft Red Herring Prospectus in connection with the Offer in accordance with Section 26 of Part I of Chapter III of the Companies Act, 2013, the SEBI ICDR Regulations, and the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the ICAI
Selling Shareholders	Together, SIS Limited and SMC Integrated Facility Management Solutions Limited
Senior Management	Senior management of our Company in terms of Regulation 2(1)(bbbb) of the SEBI ICDR Regulations, as disclosed in “ <i>Our Management</i> ” on page 225
Shareholders	The equity shareholders of our Company, from time to time, whose names are entered into (i) the register of members of our Company; or (ii) the records of a depository as a beneficial owner of Equity Shares
SIS	SIS Limited, a company incorporated under the laws of India, having its registered office at Annapoorna Bhawan, Telephone Exchange Road, Kurji, Patna, Bihar, 800 010, India

Term	Description
Singpai	Singpai Pte. Ltd., a company incorporated under the laws of Singapore having its registered office at 9 Raffles Place #26-01, Republic Plaza, Singapore 048619
SMC	SMC Integrated Facility Management Solutions Limited, a company incorporated under the laws of India, having its registered office at Annapurna Bhawan, Patliputra Telephone Exchange Road, Kurji, Patna, 800 010, India
“Subsidiary” or “Subsidiaries”	The subsidiaries of our Company, namely, SIS Prosegur Holdings Private Limited, SIS Prosegur Cash Logistics Private Limited and SIS-Prosegur Cash Services Private Limited, as disclosed in “ <i>Our Subsidiaries</i> ” on page 222
Stakeholders’ Relationship Committee	The stakeholders’ relationship committee of our Board and as described in “ <i>Our Management</i> ” beginning on page 225
Technology License Agreement	Technology license agreement dated February 9, 2012, entered into between our Company and Prosegur. For further details, see “ <i>History and Certain Corporate Matters</i> ” on page 212

Offer Related Terms

Term	Description
Abridged Prospectus	A memorandum containing such salient features of a prospectus as may be specified by the SEBI in this regard
Acknowledgement Slip	The slip or document issued by the relevant Designated Intermediary(ies) to a Bidder as proof of registration of the Bid cum Application Form
“Allotment” or “Allot” or “Allotted”	Allotment of the Equity Shares pursuant to the Fresh Issue and transfer of the Offered Shares pursuant to the Offer for Sale, in each case to the successful Bidders
Allotment Advice	Note or advice or intimation of Allotment sent to each successful Bidder who has been or is to be Allotted the 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 SEBI ICDR Regulations and the Red Herring Prospectus, who has Bid for an amount of at least ₹ 100 million
Anchor Investor Allocation Price	The price at which allocation is done to the Anchor Investors in terms of the Red Herring Prospectus and the Prospectus. The Anchor Investor Allocation Price shall be determined by our Company in consultation with the BRLM
Anchor Investor Application Form	The form used by an Anchor Investor to make a Bid in the Anchor Investor Portion and which shall be considered as an application for the Allotment in accordance with the requirements specified under the SEBI ICDR Regulations and the Red Herring Prospectus and the Prospectus
Anchor Investor Bid/Offer Period	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 Equity Shares will be Allotted to 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 in consultation with the BRLM
Anchor Investor Pay-In Date	With respect to the Anchor Investor(s), it shall be the Anchor Investor Bid/ Offer Period, and in the event the Anchor Investor Allocation Price is lower than the Anchor Investor Offer Price, not later than two Working Days after the Bid/Offer Closing Date
Anchor Investor Portion	Up to 60% of the QIB Portion, which may be allocated by our Company, in consultation with the BRLM, to 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 to authorize an SCSB to block the Bid Amount in the relevant ASBA Account and will include applications made by UPI Bidders where the Bid Amount will be blocked upon acceptance of the UPI Mandate Request by UPI Bidders
ASBA Account	A bank account maintained with an SCSB by an ASBA Bidder, as specified in the ASBA Form submitted by ASBA Bidders, for blocking the Bid Amount mentioned in the relevant ASBA Form and includes the account of a UPI Bidder, which is blocked upon acceptance of a UPI Mandate Request made by the UPI Bidder using the UPI Mechanism
ASBA Bid	A Bid made by an ASBA Bidder
ASBA Bidder(s)	Bidder(s), except Anchor Investors
ASBA Form	An application form, whether physical or electronic, used by ASBA Bidders 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(s), the Refund Bank(s), the Public Offer Account Bank(s) and the Sponsor Bank(s), as the case may be

Term	Description
Basis of Allotment	The basis on which Equity Shares shall be Allotted to successful Bidders under the Offer as described in “Offer Procedure” beginning on page 408
Bid	An indication to make an offer during the Bid/Offer Period by ASBA Bidders pursuant to submission of the ASBA Form, or during the Anchor Investor Bid/Offer Period by the Anchor Investors 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, in accordance with the SEBI ICDR Regulations and the Red Herring Prospectus and the relevant Bid cum application form. The term “Bidding” shall be construed accordingly
Bid Amount	In relation to each Bid, the highest value of the Bids indicated in the Bid cum Application Form and in the case of Retail Individual Bidders, Bidding at the Cut-off Price, the Cap Price multiplied by the number of Equity Shares Bid for by such Retail Individual Bidder, and mentioned in the Bid cum Application Form and payable by the Bidder or blocked in the ASBA Account of the ASBA Bidder, as the case may be, upon submission of such Bid
Bid cum Application Form	The Anchor Investor Application Form or the ASBA Form, as the case may be
Bid Lot	[●] Equity Shares of face value of ₹10 each and in multiples of [●] Equity Shares of face value of ₹10 each thereafter
Bid/Offer Closing Date	Except in relation to any Bids received from the Anchor Investors, the date after which the Designated Intermediaries shall not accept any Bids, which shall be notified in [●] in all editions of the English national daily newspaper [●] and all editions of the Hindi national daily newspaper [●] (Hindi being the regional language of Bihar, where our Registered Office is located), each with wide circulation. Our Company may, in consultation with the BRLM, 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 be widely disseminated by notification to the Stock Exchanges and shall also be notified on the website of the BRLM 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 Anchor Investors, the date on which the Designated Intermediaries shall start accepting Bids, which shall be notified in [●] in all editions of the English national daily newspaper [●] and all editions of the Hindi national daily newspaper [●] (Hindi being the regional language of Bihar, 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 prospective Bidders can submit their Bids, including any revisions thereof, in accordance with the SEBI ICDR Regulations and in terms of the Red Herring Prospectus. Provided that the Bidding shall be kept open for a minimum of three Working Days for all categories of Bidders, other than Anchor Investors. Our Company may, in consultation with the Book Running Lead Manager, consider closing the Bid/Offer Period for the QIB Portion one Working Day prior to the Bid/Offer Closing Date in accordance with the SEBI ICDR Regulations. The Bid/Offer Period will comprise Working Days only
Bidder	Any prospective investor who makes a Bid pursuant to the terms of the Red Herring Prospectus and the Bid cum Application Form and unless otherwise stated or implied, includes an Anchor Investor. THIS OFFER IS BEING MADE ONLY TO RESIDENT INDIAN BIDDERS AND THE EQUITY SHARES IN THIS OFFER WILL NOT IN ANY CIRCUMSTANCE BE OFFERED TO PERSONS IN ANY JURISDICTION OUTSIDE INDIA AND/OR OWNED AND CONTROLLED BY PERSONS IN ANY JURISDICTION OUTSIDE INDIA.
Bidding Centre(s)	The centres at which the Designated Intermediaries shall accept the ASBA Forms, i.e., Designated Branches for SCSBs, Specified Locations for the Syndicate, Broker Centres for Registered Brokers, Designated RTA Locations for RTAs and Designated CDP Locations for CDPs
Book Building Process	The book building process, as provided in Schedule XIII of the SEBI ICDR Regulations, in terms of which the Offer is being made
“Book Running Lead Manager” or “BRLM”	The book running lead manager to the Offer, namely, DAM Capital Advisors Limited
Broker Centres	The broker centres notified by the Stock Exchanges where ASBA Bidders can submit the ASBA Forms to a Registered Broker (in case of UPI Bidders, only using the UPI Mechanism). The details of such Broker Centres, along with the names and contact details of the Registered Brokers are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com), updated from time to time
“CAN” or “Confirmation of Allocation Note”	A notice or intimation of allocation of the Equity Shares sent to Anchor Investors, who have been allocated the Equity Shares, on or after the Anchor Investor Bid/Offer Period
Cap Price	The higher end of the Price Band, subject to any revision thereto, above which the Offer Price and the Anchor Investor Offer Price will not be finalized and above which no Bids will be accepted, and which shall be at least 105% of the Floor Price and shall not be more than 120% of the Floor Price

Term	Description
Cash Escrow and Sponsor Bank Agreement	Agreement to be entered among our Company, the Selling Shareholders, the BRLM, the Bankers to the Offer and Registrar to the Offer for, <i>inter alia</i> , collection of the Bid Amounts from Anchor Investors, transfer of funds to the Public Offer Account and where applicable, refunds of the amounts collected from Bidders, on the terms and conditions thereof
Client ID	Client identification number maintained with one of the Depositories in relation to dematerialized account
“Collecting Depository Participant” or “CDP”	A depository participant, as defined under the Depositories Act and registered with SEBI and who is eligible to procure Bids at the Designated CDP Locations in terms of the UPI Circulars, issued by SEBI as per the list available on the websites of the Stock Exchanges, as updated from time to time
“CRISIL MI&A” or CRISIL”	CRISIL Market Intelligence & Analytics (MI&A), a division of CRISIL Limited
CRISIL Report	Industry Report titled “ <i>Report on Cash Logistic Services Industry in India</i> ” dated March 2025, issued by CRISIL which has been exclusively commissioned and paid for by the Company in connection with the Offer
Cut-off Price	The Offer Price finalized by our Company, in consultation with the BRLM, which shall be any price within the Price Band. Only Retail Individual Bidders bidding in the Retail Portion are entitled to Bid at the Cut-off Price. No other category of Bidders is entitled to Bid at the Cut-off Price
Demographic Details	The demographic details of the Bidders including the Bidder’s address, name of the Bidder’s father/husband, investor status, occupation, bank account details and UPI ID, wherever applicable
Designated Branches	Such branches of the SCSBs which will collect the ASBA Forms used by the ASBA Bidders and a list of which is available on the website of the SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes and updated from time to time, or any such other website as may be prescribed by the SEBI
Designated CDP Locations	Such locations of the CDPs where ASBA 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 respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com), as updated from time to time
Designated Date	The date on which funds are transferred by the Escrow Collection Bank(s) from the Escrow Account(s) to the Public Offer Account or the Refund Account, as the case may be, and/or the instructions are issued to the SCSBs (in case of UPI Bidders, 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 following which Equity Shares will be Allotted in the Offer
Designated Intermediary(ies)	Collectively, the Syndicate, Sub-Syndicate Members, SCSBs, Registered Brokers, CDPs and RTAs, who are authorized to collect Bid cum Application Forms from the Bidders in the Offer. In relation to ASBA Forms submitted by Retail Individual Bidders (not using the UPI mechanism) by authorizing an SCSB to block the Bid Amount in the ASBA Account, Designated Intermediaries shall mean SCSBs. In relation to ASBA Forms submitted by QIBs (excluding Anchor Investors) and Non-Institutional Bidders (not using the UPI Mechanism), Designated Intermediaries shall mean Syndicate, sub-Syndicate/agents, SCSBs, Registered Brokers, the CDPs and RTAs
Designated RTA Locations	Such locations of the RTAs where Bidders can submit the ASBA Forms to the 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 respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com), updated from time to time
Designated Stock Exchange	[●]
“Draft Red Herring Prospectus” or “DRHP”	This draft red herring prospectus dated March 27, 2025 filed with the SEBI and 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
Escrow Account(s)	Account to be opened with the Escrow Collection Bank(s) and in whose favour the Anchor Investors will transfer money through direct credit or NEFT or RTGS in respect of the Bid Amount when submitting a Bid
Escrow Collection Bank(s)	The bank(s) which are clearing members and registered with the SEBI as a banker to an issue under the Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994 and with whom the Escrow Account(s) shall be opened, in this case being [●]
First Bidder	Bidder whose name appears first 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, at or above which the Offer Price and the Anchor Investor Offer Price will be finalized and below which no Bids will be accepted

Term	Description									
Fresh Issue	The fresh issue of up to [●] Equity Shares of face value of ₹10 each aggregating up to ₹ 1,000 million by our Company									
Fugitive Economic Offender	An individual who is declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018									
“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 BRLM									
Gross Proceeds	The Offer Proceeds, less proceeds of the Offer for Sale									
Mutual Fund(s)	Mutual fund(s) registered with the SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996									
Mutual Fund Portion	5% of the Net QIB Portion, or [●] Equity Shares of face value of ₹10 each, which shall be available for allocation only to Mutual Funds on a proportionate basis, subject to valid Bids being received at or above the Offer Price									
Net Proceeds	The Gross Proceeds of the Fresh Issue less the Offer related expenses. For further information regarding use of the Net Proceeds and the Offer expenses, see “ <i>Objects of the Offer</i> ” beginning on page 88									
Net QIB Portion	The QIB Portion less the number of Equity Shares allocated to the Anchor Investors									
Non-Institutional Bidder(s)	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									
Non-Institutional Portion	The portion of the Offer being not more than 15% of the Offer, of [●] Equity Shares of face value of ₹ 10 each, which shall be available for allocation to Non-Institutional Bidders in accordance with the SEBI ICDR Regulations, out of which one-third of such portion shall be reserved for Bidders with application size of more than ₹ 200,000 and up to ₹ 1,000,000 and two-thirds of such portion shall be reserved for Bidders with application size of more than ₹ 1,000,000, provided that the unsubscribed portion in either of such sub-categories may be allocated to applicants in the other sub-category of 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 the FEMA, including eligible NRIs, FPIs and FVCIs									
Offer	The initial public offer of up to [●] Equity Shares of face value of ₹10 each for cash at a price of ₹ [●] per Equity Share (including a share premium of ₹[●] per Equity Share) aggregating up to ₹ 1,000 million comprising the Fresh Issue and Offer for Sale of up to 3,715,150 Equity Shares of face value of ₹ 10 each aggregating up to ₹ [●] million									
Offer Agreement	The agreement dated March 27, 2025 entered into among our Company, the Selling Shareholders and the BRLM, pursuant to which certain arrangements are agreed to in relation to the Offer									
Offer for Sale	The offer for sale of up to 3,715,150 Equity Shares of face value of ₹10 each aggregating up to ₹ [●] million by the Selling Shareholders for a cash price of ₹ [●] per Equity Share, as set out below: <table><tr><th>Name of Selling Shareholder</th><th>Type</th><th>Number of Shares Offered / Amount</th></tr><tr><td>SIS Limited</td><td>Promoter Selling Shareholder</td><td>Up to 1,795,346 Equity Shares of face value of ₹ 10 each aggregating up ₹ [●] million</td></tr><tr><td>SMC Integrated Facility Management Solutions Limited</td><td>Promoter Group Selling Shareholder</td><td>Up to 1,919,804 Equity Shares of face value of ₹ 10 each aggregating up ₹ [●] million</td></tr></table>	Name of Selling Shareholder	Type	Number of Shares Offered / Amount	SIS Limited	Promoter Selling Shareholder	Up to 1,795,346 Equity Shares of face value of ₹ 10 each aggregating up ₹ [●] million	SMC Integrated Facility Management Solutions Limited	Promoter Group Selling Shareholder	Up to 1,919,804 Equity Shares of face value of ₹ 10 each aggregating up ₹ [●] million
Name of Selling Shareholder	Type	Number of Shares Offered / Amount								
SIS Limited	Promoter Selling Shareholder	Up to 1,795,346 Equity Shares of face value of ₹ 10 each aggregating up ₹ [●] million								
SMC Integrated Facility Management Solutions Limited	Promoter Group Selling Shareholder	Up to 1,919,804 Equity Shares of face value of ₹ 10 each aggregating up ₹ [●] million								
Offer Price	The final price (within the Price Band) at which Equity Shares will be Allotted to successful Bidders (except for the Anchor Investors) 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 in consultation with the BRLM in terms of the Red Herring Prospectus and the Prospectus. The Offer Price will be decided by our Company, in consultation with the BRLM, on the Pricing Date in accordance with the Book Building Process and the Red Herring Prospectus and the Prospectus									
Offer Proceeds	The Net Proceeds and the proceeds of the Offer for Sale which shall be available to the Selling Shareholders. For further information about use of the Offer Proceeds, see “ <i>Objects of the Offer</i> ” beginning on page 88									
Offered Shares	Up to 3,715,150 Equity Shares for face value of ₹10 each being offered for sale by the Selling Shareholders in the Offer for Sale									
Price Band	Price band of a minimum price of ₹ [●] per Equity Share (i.e., the Floor Price) and the maximum price of ₹ [●] per Equity Share (i.e., the Cap Price), including any revisions thereof. The Price Band and the minimum Bid Lot for the Offer will be decided by our Company in consultation with the BRLM and shall be advertised in [●] in all editions of the English national daily newspaper [●] and all editions of the Hindi national daily newspaper [●] (Hindi being the regional language of Bihar, 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									

Term	Description
Pricing Date	The date on which our Company, in consultation with the BRLM, will finalize the Offer Price
Prospectus	The prospectus for the Offer to be filed with the RoC on or after the Pricing Date in accordance with Section 26 of the Companies Act, 2013 and the SEBI ICDR Regulations, containing, <i>inter alia</i> , 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(s)	‘No-lien’ and ‘non-interest-bearing’ bank account opened in accordance with Section 40(3) of the Companies Act, 2013 with the Public Offer Account Bank to receive money from the Escrow Account(s) and the ASBA Accounts maintained with the SCSBs on the Designated Date
Public Offer Account Bank(s)	The bank(s) which are clearing members and registered with the SEBI as bankers to an issue and with which the Public Offer Account shall be opened, being [●]
QIB Portion	The portion of the Offer being not less than 75% of the Offer, or not less than [●] Equity Shares of face value of ₹10 each, which shall be available for allocation on a proportionate basis to QIBs, including the Anchor Investor Portion (in which allocation shall be on a discretionary basis, as determined by our Company, in consultation with the BRLM), subject to valid Bids being received at or above the Offer Price or the Anchor Investor Offer Price, as applicable
“Qualified Institutional Buyers”, “QIBs” or “QIB Bidders”	Qualified institutional buyers as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations. AIFs that are owned or controlled by Non-Resident investors, VCFs and Non-Resident investors, including multilateral and bilateral financial institutions and any or any other QIB that is a Non-Resident and/or owned or controlled by Non-Residents/persons resident outside India, as defined under FEMA are not eligible to participate in this Offer
“Red Herring Prospectus” or “RHP”	The red herring prospectus for the Offer to be issued by our Company in accordance with Section 32 of the Companies Act, 2013 and the SEBI ICDR Regulations, which will not have complete particulars of the Offer Price, including any addenda or corrigenda thereto. The Red Herring Prospectus will be filed with the RoC at least three Working Days before the Bid/Offer Opening Date and will become the Prospectus upon filing with the RoC on or after the Pricing Date
Refund Account(s)	Account opened with the Refund Bank(s) from which refunds, if any, of the whole or part of the Bid Amount to the Bidders shall be made
Refund Bank(s)	The bank which are a clearing member registered with SEBI under the Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994, with whom the Refund Account(s) will be opened, in this case being [●]
Registered Broker(s)	Stockbrokers registered with the stock exchanges having nationwide terminals, other than the members of the Syndicate, and eligible to procure Bids in terms of SEBI Master Circular dated November 11, 2024, with reference no. SEBI/HO/CFD/PoD-1/P/CIR/2024/0154 and the UPI Circulars, issued by SEBI
Registrar Agreement	The agreement dated March 27, 2025 entered into among 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
“Registrar and Share Transfer Agents” or “RTAs”	Registrar and share transfer agents registered with the SEBI and eligible to procure Bids at the Designated RTA Locations as per the lists available on the website of the BSE and NSE, and the UPI Circulars
“Registrar to the Offer” or “Registrar”	MUFG Intime India Private Limited (<i>Formerly Link Intime India Private Limited</i>)
“Retail Individual Bidder(s)” or “RIBs”	Individual Bidders, who have Bid for Equity Shares for an amount of not more than ₹ 200,000 in any of the bidding options in the Offer (including HUFs applying through the <i>karta</i>)
Retail Portion	The portion of the Offer being not less than 10% of the Offer, or [●] Equity Shares of face value of ₹10 each, 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 the Bidders to modify the quantity of Equity Shares or the Bid Amount in their Bid cum Application Forms or any previous Revision Forms. QIBs and Non-Institutional Bidders are not allowed to withdraw or lower their Bids (in terms of the 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 the Bid/Offer Closing Date
Share Escrow Agent	Share escrow agent to be appointed pursuant to the Share Escrow Agreement, namely [●]
Share Escrow Agreement	Agreement to be entered among our Company, the Selling Shareholders and the Share Escrow Agent in connection with the transfer of the Offered Shares by the Selling Shareholders and the credit of the Equity Shares to the demat account of the Allottees
SCORES	Securities and Exchange Board of India Complaint Redress System
“Self-Certified Syndicate Banks” or “SCSBs”	The banks registered with SEBI, offering ASBA services: (a) in relation to ASBA (other than using the UPI Mechanism), where the Bid Amount will be blocked by authorising an SCSB, a list of which is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34 and https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35 , as applicable or such other website as may be prescribed by SEBI from time to time; and (b) in relation to ASBA (using the UPI Mechanism), a list of which is available on the website of SEBI at

Term	Description
	https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40, or such other website as may be prescribed by SEBI from time to time. In accordance with the SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, and SEBI Master Circular SEBI/HO/CFD/PoD-1/P/CIR/2024/0154 2023 dated November 11, 2024, UPI Bidders using UPI Mechanism may apply through the SCSBs and mobile applications (apps) whose name appears on the SEBI website. 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 and at such other websites as may be prescribed by SEBI from time to time
Specified Locations	Bidding Centres where the Syndicate will accept ASBA Forms from the Bidders, a list of which is available on the website of SEBI (www.sebi.gov.in) and updated from time to time
Sponsor Bank(s)	[●], being a Banker to the Offer, 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 Retail Individual Bidders using the UPI and carry out other responsibilities, in terms of the UPI Circulars
“Syndicate” or “Members of the Syndicate”	The BRLM and the Syndicate Members, collectively
Syndicate Agreement	The agreement to be entered into among the BRLM, the Syndicate Members, the Selling Shareholders and our Company in relation to the collection of Bid cum Application Forms by the Syndicate
Syndicate Members	Intermediaries registered with the SEBI who are permitted to carry out activities as an underwriter, being [●]
Systemically Important NBFC	In the context of a Bidder, a non-banking financial company registered with the RBI and as defined under Regulation 2(1)(iii) of the SEBI ICDR Regulations
Underwriter(s)	[●]
Underwriting Agreement	The agreement among the Underwriters, the Selling Shareholders and our Company to be entered into on or after the Pricing Date but prior to the filing of the Prospectus with the RoC
“Unified Payments Interface” or “UPI”	An instant payment mechanism developed by the NPCI
UPI Bidder(s)	Collectively, individual investors applying as Retail Individual Bidders in the Retail Portion and individuals applying as Non-Institutional Bidders with a Bid Amount of up to ₹ 500,000 in the Non-Institutional Portion. Pursuant to SEBI Master Circular SEBI/HO/CFD/PoD-1/P/CIR/2024/0154 2023 dated November 11, 2024, all individual investors applying in public issues where the application amount is up to ₹ 500,000 shall use the UPI Mechanism and shall provide their UPI ID in the Bid cum Application Form submitted with: (i) a Syndicate Member, (ii) a stock broker registered with a recognised stock exchange (whose name is mentioned on the website of the stock exchange as eligible for such activity), (iii) a depository participant (whose name is mentioned on the website of the stock exchange as eligible for such activity), and (iv) a registrar to an issue and share transfer agent (whose name is mentioned on the website of the stock exchange as eligible for such activity)
UPI Circulars	Collectively, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, SEBI RTA Master Circular (i.e. SEBI master circular bearing number SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024) (to the extent that such circulars pertain to the UPI Mechanism), SEBI ICDR Master Circular (i.e. SEBI master circular number SEBI/HO/CFD/PoD-1/P/CIR/2024/0154 dated November 11, 2024), along with the circulars issued by the Stock Exchanges in this regard, including the circular issued by the NSE having reference number 25/2022 dated August 03, 2022, and the circular issued by BSE having reference number 20220803-40 dated August 03, 2022 and any subsequent circulars or notifications issued by SEBI or Stock Exchanges in this regard from time to time
UPI ID	An ID created on the UPI for single-window mobile payment system developed by the NPCI
UPI Mandate Request	A request (intimating the UPI Bidder by way of a notification on the UPI linked mobile application as disclosed by SCSBs on the website of SEBI and by way of an SMS on directing the UPI Bidder to such UPI linked mobile application) to the UPI Bidder initiated by the Sponsor Bank to authorize blocking of funds on the UPI application equivalent to Bid Amount and subsequent debit of funds in case of Allotment
UPI Mechanism	The bidding mechanism that may be used by an UPI Bidder in accordance with the UPI Circulars to make an ASBA Bid in the Offer
UPI PIN	Password to authenticate UPI transaction
U.S. Securities Act	The United States Securities Act of 1933, as amended
“Wilful Defaulter or “Fraudulent Borrower”	A wilful defaulter or a fraudulent borrower, as defined under the SEBI ICDR Regulations
Working Day(s)	All days on which commercial banks in Mumbai are open for business. In respect of announcement of Price Band and Bid/Offer Period, Working Day shall mean all days, excluding Saturdays, Sundays and public holidays, on which commercial banks in Mumbai are open for business. In respect of the

Term	Description
	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 in India, as per circulars issued by SEBI, including the UPI Circulars

Industry/Business Related Terms

Abbreviations	Full form
ATM	Automated teller machine
BOS	Bank outsourcing solutions
CACP	Cash assistant / cash peon
Capex	Capital Expenditure
CIC	Cash in circulation
CIT	Cash-in-transit
CUI	Cash usage indicator
DBT	Direct Benefit Transfer
DSB	Doorstep banking
EBIT	EBIT is calculated as profit for the period/year minus other income plus finance costs and total tax Expenses. EBIT can also be calculated as profit before tax plus finance cost minus other income.
EBIT Margin	EBIT Margin is EBIT expressed as a percentage of revenue from operations
EBITDA	EBITDA is calculated as profit for the period/year minus other income plus finance costs, depreciation and amortisation expense and total tax expenses.
EBITDA Margin	EBITDA Margin is EBITDA expressed as a percentage of revenue from operations
FLM	First Level Maintenance
MSPs	Managed service providers
NCS	Note Circulation Scheme
Net Debt-to-Equity Ratio	Net Debt-to-Equity Ratio is calculated as Net Debt (calculated as the sum of non-current borrowings, current borrowings and lease liabilities less cash and cash equivalents, bank balances other than cash and cash equivalents, margin money in the form of fixed deposits and fixed deposits maturing after 12 months) divided by total equity
PAT Margin	PAT Margin is PAT expressed as a percentage of revenue from operations
“PAT” or “Profit After Tax”	Profit for the period/year
WLA	White Label ATM
WPI	Wholesale Price Index
YoY	Year on Year

Key Performance Indicators used in this Draft Red Herring Prospectus

Term	Description
Days Sales outstanding (DSO) (in days)	Days Sales outstanding (DSO) is a financial metric that measures the number of days it takes a company to collect payment after a sale. DSO of the Company has been calculated by considering the most recent sales, which allows the Company to evaluate the impact of recent credit terms and collections metrics effectively.
Return on Equity (ROE)	Profit after Tax (profit for the period / year) divided by Average Total Equity, calculated as (total equity at the beginning of the period/year plus total equity at the end of the period/year) divided by two.
Return on Capital Employed (ROCE)	EBIT (as defined below) divided by Average Capital Employed, calculated as (Capital Employed (as defined below) at the beginning of the period/year plus Capital Employed at the end of the period/year) divided by two. EBIT is calculated as profit before tax plus finance cost minus other income (“EBIT”). Capital Employed is calculated as Net Debt plus total equity (“Capital Employed”). Net Debt is calculated as Total Borrowings (non-current borrowings plus current borrowings) plus lease liabilities (current & non-current) minus (cash & cash equivalent, other bank balances and fixed deposits having maturity more than 12 months & margin money deposited) (“Net Debt”).
Operating Cash Flows to EBITDA	Net cash flow generated from operating activities divided by EBITDA (
Capital expenditure	Purchase of property, plant and equipment and changes in capital work in progress including capital creditors and capital advances.
Net Debt to EBITDA	Net Debt (calculated as Total Borrowings (non-current borrowings plus current borrowings) plus lease liabilities (current & non-current) minus (cash & cash equivalent, other bank balances and fixed deposits having maturity more than 12 months & margin money deposited)) divided by EBITDA.

Revenue from New Solutions as a percentage of revenue from operations	Revenue from New Solutions divided by revenue from operations.
New Solutions growth in revenue	Percentage increase in revenue from New Solutions from one Fiscal compared to the previous Fiscal.
Revenue from direct contracts with banks as a percentage of revenue from operations	Revenue from banks directly with no intermediaries divided by revenue from operations for the reference period.
Revenue from ATM Business as a percentage of revenue from operations	Revenue from ATM business divided by revenue from operations for the reference period.
Revenue from Non-ATM business as a percentage of revenue from operations	Revenue from Non-ATM business divided by revenue from operations for the reference period.

Conventional and General Terms/Abbreviations

Term	Description
“Alternative Investment Funds” or “AIFs”	Alternative investment funds as defined in, and registered under, the SEBI AIF Regulations
“AS” or “Accounting Standards”	Accounting Standards issued by the Institute of Chartered Accountants of India
“Companies Act” or “Companies Act, 2013”	The Companies Act, 2013, read with the rules, regulations, clarifications and modifications notified thereunder, as amended
“DP” or “Depository Participant”	A depository participant as defined under the Depositories Act
“FEMA Non-debt Instruments Rules” or the “FEMA NDI Rules”	The Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended
“Financial Year” or “Fiscal” or “Fiscal Year” or “FY”	Unless stated otherwise, the period of 12 months ending March 31 of that particular year
“Government” or “Government of India”	The government of India
“U.S.” or “USA” or “United States”	United States of America, its territories and possessions, any State of the United States, and the District of Columbia
“USD” or “US\$”	United States Dollars
“Year” or “calendar year”	Unless the context otherwise requires, shall mean the twelve-month period ending December 31
B&M	Brick-and-Mortar
Banking Regulation Act	The Banking Regulation Act, 1949, as amended
BIS	Bureau of Indian Standards
Bn	Billion
BPS	Basis Points
BSE	BSE Limited
CAGR	Compounded Annual Growth Rate
Capex	Capital expenditure
CCTV	Closed Circuit Television
CDSL	Central Depository Services (India) Limited
CEO	Chief executive officer
CGMSE	Credit Guarantee Fund Scheme for Micro and Small Enterprises
CGTMSE	Credit Guarantee Fund Trust for Micro and Small Enterprises
CIN	Corporate Identity Number
COD	Cash on Delivery
Companies Act, 1956	The Companies Act, 1956, read with the rules, regulations, clarifications and modifications notified thereunder
CPI	Consumer Price Index
CRR	Cash Reserve Ratio
CSR	Corporate social responsibility
CWIP	Capital Work-In-Progress
CY	Calendar Year
Depositories	NSDL and CDSL
Depositories Act	The Depositories Act, 1996, as amended
DIN	Director identification number
DP ID	Depository Participant’s identification number

Term	Description
DPIIT	Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India (<i>earlier known as the Department of Industrial Policy and Promotion</i>)
EGM	Extraordinary general meeting
EPS	Earnings Per Share
ERP	Enterprise Resource Planning
FDI	Foreign Direct Investment
FDI Policy	Consolidated Foreign Direct Investment Policy notified by the DPIIT through notification dated October 15, 2020, effective from October 15, 2020, as amended
FEMA	The Foreign Exchange Management Act, 1999, read with the rules and regulations thereunder, as amended
FIR	First information report
FPI(s)	Foreign portfolio investors as defined in, and registered with, the SEBI under the SEBI FPI Regulations
FVCI	Foreign venture capital investors as defined in, and registered with, the SEBI under the SEBI FVCI Regulations
FVTPL	Fair value through profit or loss
GAAP	Accounting standards notified under section 133 of the Companies Act, 2013, read with Companies (Accounting Standards) Rules, 2006, as amended and the Companies (Accounts) Rules, 2014, as amended.
GDP	Gross domestic product
GPS	Global Positioning System
GST	Goods and services tax
GW	Gigawatt
HR	Human resources
HUF	Hindu undivided family
IBC	Insolvency and Bankruptcy Code, 2016, as amended
ICAI	The Institute of Chartered Accountants of India
ICSI	The Institute of Company Secretaries of India
ID	Identity document
IFRS	International Financial Reporting Standards of the International Accounting Standards Board
IIG	India Investment Grid
IMF	International Monetary Fund
Income-tax Act, 1961	The Income-tax Act, 1961, as amended
Ind AS	The Indian Accounting Standards prescribed under section 133 of the Companies Act, 2013, as notified under Companies (Indian Accounting Standard) Rules, 2015, as amended
India	Republic of India
INR	Indian rupees
IoT	Internet of Things
IPC	Indian Penal Code, 1860, as amended
IPO	Initial public offering
IRDAI	Insurance Regulatory and Development Authority of India
IRDAI Investment Regulations	Insurance Regulatory and Development Authority of India (Investment) Regulations, 2016, as amended
IST	Indian Standard Time
IT	Information technology
IT Act	Information Technology Act, 2000, as amended
JAM	Jan Dhan-Aadhaar-Mobile
KPI	Key Performance Indicators
KUY	Krishi Unnati Yojana
MAT	Minimum alternate tax
MCA	Ministry of Corporate Affairs, Government of India
MCLR	Marginal cost of funds-based lending rate
MGNREGS	Mahatma Gandhi National Rural Employment Guarantee Scheme
MHA	Ministry of Home Affairs, Government of India
Mn	Million
MNREGA	Mahatma Gandhi National Rural Employment Guarantee Act
MoSPI	Ministry of Statistics and Program Implementation
Motor Vehicles Act, 1988	Motor Vehicles Act, 1988, as amended
MPC	Monetary Policy Committee
MSE	Micro and Small Enterprises
MSF	Marginal Standing Facility
MSME	Micro, Small and Medium Enterprises
NAV	Net asset value

Term	Description
NBFC	Non-banking financial company
NBFC-ND-SI	Systemically important non-deposit taking non-banking financial company
NEFT	National Electronic Fund Transfer
NM	Not meaningful
NNI	Net National Income
NPCI	National Payments Corporation of India
NRI	An individual resident outside India, who is a citizen of India
NSDL	National Securities Depository Limited
NSE	The National Stock Exchange of India Limited
NSO	National Statistical Office
Opex	Operating expenses
ORP	Organized retail penetration
OTC	One Time Combination
P&L	Profit and loss
P/E Ratio	Price/Earnings Ratio
PAN	Permanent account number allotted under the Income-tax Act, 1961
PAT	Profit after tax
PM KISAN	Pradhan Mantri Kisan Samman Nidhi
PMAY	PM Awas Yojana
PMJDY	Pradhan Mantri Jhan Dhan Yojana
PMJJBY	Pradhan Mantri Jeevan Jyoti Bima Yojana
PMMVY	Pradhan Mantri Matru Vandana Yojana
PMSBY	Pradhan Mantri Suraksha Bima Yojana
PM-STIAC	Prime Minister's Science, Technology and Innovation Advisory Council
PMUY	Pradhan Mantri Ujjwala Yojana
PoS	Point of Sale
QR Code	Quick Response code
RBI	Reserve Bank of India
RoNW	Return on Net Worth
RoU	Right-of-Use
RTGS	Real Time Gross Settlement
SCRA	Securities Contracts (Regulation) Act, 1956, as amended
SCRR	Securities Contracts (Regulation) Rules, 1957, as amended
SEBI	The Securities and Exchange Board of India constituted under the SEBI Act
SEBI Act	Securities and Exchange Board of India Act, 1992, as amended
SEBI AIF Regulations	Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012, as amended
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019, as amended
SEBI FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000, as amended
SEBI ICDR Master Circular	The SEBI master circular SEBI/HO/CFD/PoD-1/P/CIR/2024/0154 dated November 11, 2024
SEBI ICDR Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended
SEBI Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended
SEBI Merchant Bankers Regulations	Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992, as amended
SEBI RTA Master Circular	The SEBI master circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 7, 2024, to the extent it pertains to UPI
SEBI Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended
SEBI VCF Regulations	Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996 as repealed by the SEBI AIF Regulations, as amended
SIDBI	Small Industries Development Bank of India
SLA	Service level agreement
SRO	Self-Regulatory Organisation
State Government	The government of a state of India
Stock Exchanges	The BSE and the NSE
STT	Securities transaction tax
SURU	Semi Urban and Rural
TAN	Tax deduction and collection account number allotted under the Income-tax Act, 1961
Tn	Trillion
UDAN	Ude Desh ka Aam Naagrik

Term	Description
USSD	Unstructured Supplementary Service Data
UTs	Union territories
VCFs	Venture capital funds as defined in and registered with the SEBI under the SEBI VCF Regulations
WEO	World Economic Outlook
WPI	Wholesale Price Index
YoY	Year on Year

OFFER DOCUMENT SUMMARY

The following is a general summary of certain disclosures and terms of the Offer included in this Draft Red Herring Prospectus and is neither exhaustive, nor purports to contain a summary of all the disclosures in this Draft Red Herring Prospectus or the Red Herring Prospectus or the Prospectus when filed, or all details relevant to prospective investors. This summary should be read in conjunction with, and is qualified in its entirety by, the more detailed information appearing elsewhere in this Draft Red Herring Prospectus, including the sections “Risk Factors”, “The Offer”, “Capital Structure”, “Objects of the Offer”, “Industry Overview”, “Our Business”, “Our Promoter and Promoter Group”, “Financial Information”, “Management’s Discussions and Analysis of Financial Position and Results of Operations”, “Outstanding Litigation and Material Developments”, “Offer Structure”, “Offer Procedure” and “Description of Equity Shares and Terms of the Articles of Association” on pages 28, 62, 78, 88, 123, 172, 243, 258, 323, 368, 404, 408 and 429, respectively.

Summary of the primary business of the Company

We have been providing cash logistics solutions in India for 13 years. We provide the following traditional cash logistics services: (1) cash in transit services; (2) retail cash management (doorstep banking) services; (3) automated teller machine (ATM) cash replenishment and first level maintenance services; and (4) cash assistant-cash peon services. We also provide additional value added and synergistic solutions for a range of valuables, including cash, which we refer to collectively as “New Solutions”. These solutions integrate with our traditional cash logistics services and/or our existing assets with a bundling component to deliver enhanced value to clients.

Summary of the Industry

India remains highly reliant on cash, with the amount of cash in circulation in India continuing to increase. Cash in circulation in India has grown at a CAGR of approximately 12.3% from Fiscal 2001 (at Rs. 2.2 trillion) to Fiscal 2024 (at Rs. 35.1 trillion). As of fiscal 2024, the market size of traditional cash logistics services currently stands at approximately Rs. 33 billion which is estimated to reach around Rs. 68 billion as of fiscal 2029, growing at a CAGR of ~16%. Cash logistics companies are expanding their offerings beyond traditional services, introducing new solutions that are gaining significant traction. Further, growing outsourcing trends among banks are significantly boosting the industry’s growth trajectory. (source: CRISIL Report).

Name of Promoters

As on date of this Draft Red Herring Prospectus, SIS Limited, Singpai Pte. Ltd., LUXPAĬ CIT S.À R.L., Prosegur Global CIT Row, S.L.U. and Prosegur Cash, S.A., are the Promoters of the Company. For further details, see “Our Promoter and Promoter Group” beginning on page 243.

Offer size

Initial public offering of up to [●] Equity Shares of face value of ₹ 10 each of our Company for cash at a price of ₹ [●] per Equity Share (including a premium of ₹ [●] per Equity Share) aggregating up to ₹ [●] million, comprising a Fresh Issue of up to [●] Equity Shares of face value of ₹ 10 each by our Company aggregating up to ₹ 1,000.00 million and an Offer for Sale of up to 3,715,150 Equity Shares of face value of ₹ 10 each aggregating up to ₹ [●] million comprising of Offer of Sale of up to 1,795,346 Equity Shares by SIS Limited and up to 1,919,804 Equity Shares by SMC Integrated Facility Management Solutions Limited.

For further details, see “The Offer” and “Offer Structure” on pages 62 and 404, respectively.

Objects of the Offer

The objects for which the Net Proceeds shall be utilized are as follows:

(in ₹ million)		
S. No.	Particulars	Estimated Amount
1.	Funding of capital expenditure requirements for the purchase of cash vehicles and fabrication of the secured vehicle	375.89
2.	Pre-payment or scheduled re-payment of a portion of certain outstanding borrowings availed by our Company	298.07
3.	General corporate purposes*	[●]
Total		[●]

*To be determined upon finalisation of the Offer Price and updated in the Prospectus prior to filing with the RoC. The amount to be utilised for general corporate purposes shall not exceed 25% of the Gross Proceeds, in accordance with the SEBI ICDR Regulations.

For further details, see “Objects of the Offer” beginning on page 88.

Aggregate pre-Offer and post-Offer shareholding of Promoters, members of our Promoter Group and Selling Shareholders as a percentage of our paid-up Equity Share capital

The aggregate pre-Offer and post-Offer shareholding of our Promoters, members of the Promoter Group (other than the Promoters) and the Selling Shareholders as a percentage of the pre-Offer paid-up share capital of the Company, as on the date of this Draft Red Herring Prospectus is set out below.

a) Promoters

Name of Promoters	Pre-Offer		Post-Offer**	
	No. of Equity Shares held	Percentage of the Equity Share capital (%)	No. of Equity Shares held	Percentage of the Equity Share capital (%)
SIS Limited	7,788,892 [^]	39.31	[●]	[●]
Singpai Pte. Ltd.	9,708,695	49.00	[●]	[●]
LUXPAI CIT S.À R.L.	Nil	Nil	[●]	[●]
Prosegur Global CIT Row, S.L.U.	Nil	Nil	[●]	[●]
Prosegur Cash, S.A.	Nil	Nil	[●]	[●]
Total	17,497,587	88.31	[●]	[●]

**To be updated at the Prospectus stage

[^]This includes one Equity Share each held by Bikash Chandra Mishra, Sanjay Shanker Ojha and Vinaya Kumar Srivastawa as the registered owners, however, SIS Limited is the beneficial owner of such three Equity Shares.

b) Promoter Group

Name of Promoter Group	Pre-Offer		Post-Offer**	
	No. of Equity Shares held	Percentage of the Equity Share capital (%)	No. of Equity Shares held	Percentage of the Equity Share capital (%)
SMC Integrated Facility Management Solutions Limited	1,919,804	9.69	[●]	[●]
Total	1,919,804	9.69	[●]	[●]

**To be updated at the Prospectus stage.

c) Selling Shareholders

Name of Selling Shareholder	No. of Equity Shares held	Percentage of the pre- Offer Equity Share capital (%)	Post-Offer**	
			No. of Equity Shares held	No. of Equity Shares held
SIS Limited	7,788,892 [^]	39.31	[●]	[●]
SMC Integrated Facility Management Solutions Limited	1,919,804	9.69	[●]	[●]
Total	9,708,696	49.00	[●]	[●]

[^]This includes one Equity Share each held by Bikash Chandra Mishra, Sanjay Shanker Ojha and Vinaya Kumar Srivastawa as the registered owners, however, SIS Limited is the beneficial owner of such three Equity Shares.

**To be updated at the Prospectus stage.

Aggregate pre-Offer shareholding of our Promoters, our Promoter Group and the additional Top 10 Shareholders

The aggregate pre-Offer shareholding of our Promoters, our Promoter Group and the additional top 10 Shareholders as a percentage of the pre-Offer paid-up Equity Share capital of our Company is set out below:

S. No.	Name of the shareholder	Pre-Offer shareholding		Post-Offer shareholding as at the date of Allotment ⁽¹⁾			
		No. of Equity Shares held	Percentage of the Equity Share capital on a fully diluted basis (%)	At the lower end of the price band (₹ [●])		At the upper end of the price band (₹ [●])	
				Number of Equity Shares	Shareholding (in %)	Number of Equity Shares	Shareholding (in %)
Promoter							
1.	SIS Limited	7,788,892*	39.31	[●]	[●]	[●]	[●]
2.	Singpai Pte. Ltd.	9,708,695	49.00				
Promoter Group							
1.	SMC Integrated Facility Management Solutions Limited	1,919,804	9.69	[●]	[●]	[●]	[●]
Additional top 10 shareholders							
1.	Gujarat Fusion Glass LLP	396,273	2.00	[●]	[●]	[●]	[●]
Total		19,813,664	100	[●]	[●]	[●]	[●]

* This includes one Equity Share each held by Bikash Chandra Mishra, Sanjay Shanker Ojha and Vinaya Kumar Srivastawa as the registered owners, however, SIS Limited is the beneficial owner of such three Equity Shares.

(1) Based on the Offer Price of ₹ [●] and subject to finalisation of basis of allotment.

Summary of Selected Financial Information

Set out below is a summary of the select financial information of our Company as of the dates and the periods indicated below, derived from the Restated Consolidated Financial Information:

(in ₹ million, except per share data)

Particulars	As at and for nine months period ending December 31, 2024	As at and for Fiscal		
		2024	2023	2022
Equity share capital	198.14	198.14	198.14	198.14
Net Worth ⁽¹⁾	1,933.88	1,545.21	1,046.25	852.47
Revenue from operations	5,298.58	6,338.25	5,430.34	3,925.87
Profit after Tax	387.41	501.59	188.54	47.52
Earnings per equity share (basic, in ₹) ⁽²⁾	19.55*	25.32	9.52	2.40
Earnings per equity share (diluted, in ₹) ⁽²⁾	19.55*	25.32	9.52	2.40
Net Asset Value per Equity Share ⁽³⁾	97.60	77.99	52.80	43.02
Total Borrowings ⁽⁴⁾	1,916.02	2,059.34	2,385.64	2,201.42

*Not annualised

Notes:

⁽¹⁾Net Worth: means 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

⁽²⁾Basic and diluted EPS: Basic and diluted EPS are computed in accordance with Indian Accounting Standard 33 notified under the Companies (Indian Accounting Standards) Rules of 2015 (as amended)

⁽³⁾Net Asset Value per Equity Share: Net asset value per equity share is calculated by dividing total equity of the Company by number of equity shares outstanding at the end of the relevant period/year.

⁽⁴⁾ Total borrowings is calculated as the sum of non-current borrowings and current borrowings of the Company on a consolidated basis as per the Restated Consolidated Financial Information.

For further details, see “Financial Information” beginning on page 258.

Key Performance Indicators

List of KPIs as identified by the Company	For the nine months period ended December 31, 2024	As at and for Fiscal		
		2024	2023	2022
Days Sales Outstanding (DSO) (in days)	75	77	77	81
Return on Equity (ROE) (in %)	22.27%*	38.71%	19.86%	5.76%
Return on Capital Employed (ROCE) (in %)	23.26%*	27.59%	14.00%	9.10%
Operating Cash Flows to EBITDA (in %)	114.59%*	111.85%	128.80%	180.64%
Capital expenditure (₹ in million)	392.90	594.39	845.72	811.02
Net Debt to EBITDA (ratio)	0.91*	1.14	1.79	2.80
Revenue from New Solutions as a percentage of revenue from operations (in %)	8.71%	5.53%	4.07%	5.00%
New Solutions growth in revenue (in %)	NA	58.30%	12.83%	NA
Revenue from direct contracts with Banks as a percentage of revenue from operations (in %)	76.35%	76.29%	75.99%	76.29%
Revenue from ATM Business as a percentage of revenue from operations (in %)	17.08%	20.08%	21.04%	21.74%
Revenue from Non-ATM business as a percentage of revenue from operations (in %)	82.92%	79.92%	78.96%	78.26%

* Not annualised.

Notes:

1. Days Sales outstanding (DSO) is a financial metric that measures the number of days it takes a company to collect payment after a sale. The DSO of the Company has been calculated by considering the most recent sales, which allows the Company to evaluate the impact of recent credit terms and collections metrics effectively.
2. ROE (in %) is calculated as Profit after Tax (profit for the period / year) / Average Total Equity, calculated as (total equity at the beginning of the period/year plus total equity at the end of the period/year) divided by two ("Average Total Equity").
3. ROCE (in%) is calculated as EBIT (as defined below) / Average Capital Employed, calculated as (Capital Employed (as defined below) at the beginning of the period/year plus Capital Employed at the end of the period/year) divided by two ("Average Capital Employed").
4. Capital Employed is calculated as Net Debt plus total equity ("Capital Employed").
5. Operating Cash Flows to EBITDA is calculated net cash flow generated from operating activities / EBITDA (as defined below)
5. Net Debt is calculated as Total Borrowings (non-current borrowings plus current borrowings) plus lease liabilities (current & non-current) minus (cash & cash equivalent, other bank balances and fixed deposits having maturity more than 12 months & margin money deposited) ("Net Debt").
6. EBIT is calculated as profit before tax plus finance cost minus other income ("EBIT").
7. EBITDA is calculated as EBIT plus depreciation & amortisation expense ("EBITDA").
8. Revenue from New Solutions as a percentage of revenue from operations is calculated as revenue from New Solutions / revenue from operations. New Solutions are value added and synergetic solutions for a range of valuables, including cash. These solutions integrate traditional cash services and/or existing company assets with a bundling component to deliver enhanced value to clients.
9. New Solutions growth in revenue (in %) is calculated as (revenue from New Solutions in the reference period minus revenue from New Solutions in the previous reference period) / revenue from New Solutions in the previous reference period. The Restated Consolidated Financial Information do not contain financial statements for the nine months ended December 31, 2023, and for the financial year ended on March 31, 2021, so no comparison for the period ended December 31, 2024, and for the financial year ended on March 31, 2022 are included in the table.
10. Revenue from direct contracts with banks as a percentage of revenue from operations is calculated as revenue from banks directly with no intermediaries / revenue from operations.
11. Revenue from ATM business (which is revenue from ATM cash replenishment and first level maintenance service) as a percentage of revenue from operations is calculated as revenue from ATM business/ revenue from operations.
12. Revenue from non-ATM business (which is all revenue other than revenue from ATM cash replenishment and first level maintenance services) as a percentage of revenue from operations is calculated as revenue from non-ATM business/ revenue from operations.
13. Capital Expenditure represents purchase of property, plant and equipment and changes in capital work in progress including capital creditors and capital advances.

Auditor qualifications which have not been given effect to in the Restated Consolidated Financial Information

Our Statutory Auditor has not included any qualifications in the audit report that have not been given effect to in the Restated Consolidated Financial Information.

Summary of outstanding litigation

A summary of outstanding litigation proceedings involving our Company, our Subsidiaries, our Directors, our Key Managerial Personnel, our Senior Management and our Promoters, as of the date of this Draft Red Herring Prospectus, as also disclosed in “*Outstanding Litigation and Material Developments*” beginning on page 368, in terms of the SEBI ICDR Regulations and the Materiality Policy, is provided below in a tabular format:

Particulars	Number of Criminal Proceedings	Number of Tax Proceedings	Number of Statutory or Regulatory Proceedings	Number of Material Civil Proceedings	Aggregate amount involved (in ₹ million) ⁽¹⁾
Company					
Against our Company	11	17	Nil	1	109.35
By our Company	2	Nil	NA	2	44.30
Directors					
Against our Directors	1	Nil	Nil	Nil	Nil
By our Directors	Nil	Nil	Nil	Nil	Nil
Promoters					
Against our Promoters	23	33	Nil	Nil	345.17
By our Promoters	13	Nil	NA	Nil	4.61
Subsidiaries					
Against our Subsidiaries	3	8	Nil	Nil	315.05
By our Subsidiaries	1	Nil	NA	Nil	1.57
Key Managerial Personnel					
Against our Key Managerial Personnel	Nil	NA	Nil	NA	Nil
By our Key Managerial Personnel	Nil	NA	Nil	NA	Nil
Senior Management					
Against our Senior Management	Nil	NA	Nil	NA	Nil
By our Senior Management	Nil	NA	Nil	NA	Nil

⁽¹⁾To the extent ascertainable

Our Group Companies are not a party to any pending litigation which has a material impact on our Company.

Risk Factors

Specific attention of the Bidders is invited to the section “*Risk Factors*” on page 28. Bidders are advised to read the risk factors carefully before taking an investment decision in the Offer. Set forth below are details of the top 10 risk factors applicable to our Company:

S. No.	Description of the risk
1.	Our business is highly dependent on demand for cash solutions in India. Therefore, a material decrease in the use of cash as the mode of payment by the public in India would have a material adverse effect on our business, financial condition, results of operations and cash flows.
2.	Our business is highly dependent on the banking sector in India to generate revenues and any decrease in their demand for cash services could have a material adverse effect on our business, results of operations, cash flows and financial condition.
3.	We derive a substantial portion of our revenue from a limited number of clients. If one or more of our key clients ceased doing business with us or substantially reduced its dealings with us or we renewed our contracts with them on less favorable terms, our revenues could decline, which could have an adverse effect on our business, results of operations, cash flows and financial condition.
4.	We are currently dependent on the continued efforts, contribution and strategic support of Prosegur Compañía de Seguridad, S.A. and its subsidiaries and SIS Limited and its subsidiaries for the success of our business and if they cease to support or be associated with our Company, it could have a material adverse effect on our business, financial condition, results of operations and cash flows.
5.	If we experience losses of our clients’ valuables, if our business is subjected to criminal attacks or incidents involving the use of firearms and ammunition by our personnel that could cause damage to third parties or if we are unable to obtain adequate insurance coverage for such losses at reasonable rates, or if our insurance claims get rejected, our financial condition, results of operations and cash flows could be materially and adversely affected.
6.	Material increases in employee benefit expense could have an adverse effect on our business, financial condition, results of operations and cash flows.
7.	Failure or disruption of our information technology systems or breach of data security, including cyberattacks, could adversely affect our business, financial condition, results of operations and cash flows.
8.	We engage in a competitive business in a regulated environment and if we fail to compete effectively or if regulations change, it would have a material adverse effect on our business, financial condition, results of operations and cash flows.

S. No.	Description of the risk
9.	The success of our business depends substantially on our Key Managerial Personnel and Senior Management. The loss of or our inability to attract or retain such persons could adversely affect our business, financial condition and results of operations and cash flows.
10.	Any shutdown of our National Operations Centre and our Cash Processing Centres could have an adverse effect on our business, results of operations, cash flows and financial condition.

Summary of contingent liabilities

The following is a summary of our contingent liabilities as on December 31, 2024, derived from our Restated Consolidated Financial Information:

(in ₹ million)	
Particulars	As at December 31, 2024
Claims against the Group not acknowledged as debt:	
- Litigation matters with respect to direct taxes	352.81
- Litigation matters with respect to indirect taxes	75.13
Total	427.94

For further details of our contingent liabilities, see “Financial Information” on page 258.

Summary of related party transactions

The details of related party transactions entered by our Company for the nine months period ended December 31, 2024, and for the Financial Years ended March 31, 2024, 2023 and 2022, as per Ind AS 24 – Related Party Disclosures read with SEBI ICDR Regulations are as set out in the table below:

(in ₹ million)						
S. No.	Particulars	Name of the Party	For the nine months period ended December 31, 2024	For the Fiscal		
				2024	2023	2022
1	Purchase of property, plant and equipment	RSYA Dhanbad Auto Private Limited	-	6.75	-	-
		RSYA Durgapur Private Limited	-	6.64	-	-
2	Receiving of services	SIS Limited	8.37	16.27	14.90	14.13
		Prosegur Cash, S.A.	-	-	1.00	2.31
		Prosegur Compañía de Seguridad S.A.	-	-	-	1.67
		SMC Integrated Facility Management Solutions Limited	2.21	2.60	2.64	2.33
		Terminix SIS India Private Limited	0.13	0.13	3.83	5.77
		Prosegur CIT Integral Systems India Pvt Ltd	29.73	46.52	37.86	56.18
		SIS Business Support Services and Solutions Private Limited	1.46	0.13	-	-
		International Institute of Security and Safety Management	0.01	0.14	0.06	-
		RSYA Dhanbad Auto Private Limited	-	0.18	-	-
		Dusters Total Solutions Services Private Limited	-	-	0.25	-
		Tech SIS Limited	-	-	0.93	-
3	Rendering of services	SIS Limited	3.44	2.50	1.42	0.51
		SMC Integrated Facility Management Solutions Limited	0.13	0.96	1.30	1.30
		SLV Security Services Private Limited	-	0.03	-	-
		Terminix SIS India Private Limited	-	-	-	0.20
		Prosegur CIT Integral Systems India Pvt Ltd	0.04	-	-	-
4	Sale of contracts	SIS Limited	-	8.72	-	-
5	Loans repaid	Prosegur CIT Integral Systems India Private Limited	-	50.00	-	-
6	Redemption of bonds, debentures and notes	SIS Limited	50.00	50.00	-	-
		Singpai Pte. Ltd.	-	50.00	147.00	-
		SMC Integrated Facility Management Solutions Limited	-	50.00	147.00	-
7	Interest expense on debentures / loans	SIS Limited	10.07	17.63	19.26	19.25
		Singpai Pte. Ltd.	-	0.92	20.32	21.67

S. No.	Particulars	Name of the Party	For the nine months period ended December 31, 2024	For the Fiscal		
				2024	2023	2022
		SMC Integrated Facility Management Solutions Limited	-	0.92	20.32	21.67
		Prosegur CIT Integral Systems India Private Limited	10.31	17.52	19.25	19.25
8	Contribution to CSR expenditure	Annapurna S.P, Sinha Welfare Activities & Social Awareness Reforms Charitable Trust	2.18	1.72	0.04	-
9	Remuneration	Palak Balwant Jain	0.13	-	-	-
		Karan Kathuria	0.01	-	-	-
		Rama Subramaniam Gandhi	0.10	-	-	-
		Ravindra Pandey	0.10	-	-	-
		Aishwarya Malhi	0.10	-	-	-
		Mohit Aggarwal	0.10	-	-	-

For more details of the related party transactions, see “Financial Information – Note 31.1 Related party disclosures” beginning on page 310.

Details of all financing arrangements whereby Directors and their relatives have financed the purchase by any other person of securities of the Company (other than in the normal course of the business of the financing entity) during the period of six months immediately preceding the date of this Draft Red Herring Prospectus

Our Directors and their relatives have not financed the purchase by any other person of securities of our Company (other than in the normal course of business of a financial entity) during the period of six months immediately preceding the date of this Draft Red Herring Prospectus.

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

The weighted average price at which specified securities were acquired by our Promoters and the Selling Shareholders in the last one year preceding the date of this Draft Red Herring Prospectus is set forth below:

Name of the Promoters/Selling Shareholders	Number of Equity Shares acquired	Weighted average price of acquisition per Equity Share (in ₹) ⁽¹⁾
Promoters		
SIS Limited*	NIL	NA
Singpai Pte. Ltd.	NIL	NA
LUXPAI CIT S.À R.L.	NIL	NA
Prosegur Global CIT Row, S.L.U.	NIL	NA
Prosegur Cash, S.A.	NIL	NA
Selling Shareholder		
SMC Integrated Facility Management Solutions Limited	NIL	NA

⁽¹⁾As certified by Independent Chartered Accountant, by way of their certificate dated March 27, 2025.

* Also the Promoter Selling Shareholder

Average cost of acquisition of Equity Shares for the Promoters and the Selling Shareholders

The average cost of acquisition of Equity Shares by the Promoters as of the date of this Draft Red Herring Prospectus is as set out below:

Name of the Promoters	Number of Equity Shares held	Average cost of acquisition per Equity Share (in ₹) ⁽¹⁾
SIS Limited	7,788,892^	56.85
Singpai Pte. Ltd.	9,708,695	114.93
LUXPAI CIT S.À R.L.	Nil	NA
Prosegur Global CIT Row, S.L.U.	Nil	NA
Prosegur Cash, S.A.	Nil	NA

⁽¹⁾ As certified by Independent Chartered Accountant, by way of their certificate dated March 27, 2025.

[^]This includes one Equity Share each held by Bikash Chandra Mishra, Sanjay Shanker Ojha and Vinaya Kumar Srivastawa as the registered owners, however, SIS Limited is the beneficial owner of such three Equity Shares.

The average cost of acquisition of Equity Shares for the Selling Shareholders as of the date of this Draft Red Herring Prospectus is as set out below:

Name of the Selling Shareholders	Number of Equity Shares held	Average cost of acquisition per Equity Share (in ₹) ⁽¹⁾
SIS Limited	7,788,892 [^]	56.85
SMC Integrated Facility Management Solutions Limited	1,919,804	256.62

⁽¹⁾ As certified by Independent Chartered Accountant, by way of their certificate dated March 27, 2025.

[^]This includes one Equity Share each held by Bikash Chandra Mishra, Sanjay Shanker Ojha and Vinaya Kumar Srivastawa as the registered owners, however, SIS Limited is the beneficial owner of such three Equity Shares.

Details of price at which Equity Shares were acquired in the last three years preceding the date of this Draft Red Herring Prospectus by the Promoters, members of the Promoter Group, the Selling Shareholders or shareholder(s) with the rights to nominate Director(s) or other special rights

The price at which Equity Shares were acquired in the last three years preceding the date of this Draft Red Herring Prospectus by the Promoters, members of the Promoter Group, the Selling Shareholders and shareholders with rights to nominate Directors or any other special rights is as below:

Name of Shareholder	Date of acquisition	Number of Equity Shares acquired	Acquisition price per Equity Share (in ₹) ⁽¹⁾
Promoter			
SIS Limited ⁽²⁾⁽³⁾	NA	NIL	NA
Singpai Pte. Ltd. ⁽³⁾	NA	NIL	NA
LUXPAI CIT S.À R.L.	NA	NIL	NA
Prosegur Global CIT Row, S.L.U.	NA	NIL	NA
Prosegur Cash, S.A.	NA	NIL	NA
Member of Promoter Group			
SMC Integrated Facility Management Solutions Limited ⁽⁴⁾	NA	NIL	NA

⁽¹⁾ As certified by Independent Chartered Accountant, pursuant to the certificate dated March 27, 2025.

⁽²⁾ Also the Promoter Selling Shareholder.

⁽³⁾ Also the Shareholder with right to nominate Director(s) or other special right.

⁽⁴⁾ Also the Promoter Group Selling Shareholder.

Weighted average cost of acquisition for all Equity Shares transacted over the preceding three years, 18 months and one year preceding the date of this Draft Red Herring Prospectus

Period	Weighted Average Cost of Acquisition (in ⁽¹⁾ ₹)	Cap Price is 'X' times the Weighted Average Cost of Acquisition*	Range of acquisition price: Lowest Price – Highest Price (in ₹) ⁽¹⁾
Last one year	NA	[●]	NA
Last 18 months prior to the date of this Draft Red Herring Prospectus	NA	[●]	NA
Last three years	NA	[●]	NA

⁽¹⁾ As certified by Independent Chartered Accountant, pursuant to the certificate dated March 27, 2025

*To be updated upon finalization of the Price Band.

Pre-IPO placement

Our Company is not contemplating any pre-IPO placement.

Any issuance of Equity Shares in the last one year for consideration other than cash

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

Any split / consolidation of Equity Shares in the last one year

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

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

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

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”, “Central Government” or the “State Government” are to the Government of India, central or state, as applicable. All references to the “U.S.”, “USA” or the “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

Our Company’s financial year commences on April 1 of the immediately preceding calendar year and ends on March 31 of that particular calendar year, so all references to a particular Financial Year, Fiscal Year, Fiscal or FY are to the 12-month period commencing on April 1 of the immediately preceding calendar year and ending on March 31 of that particular calendar year.

Unless the context requires otherwise, the financial information in this Draft Red Herring Prospectus is derived from the restated consolidated statement of assets and liabilities of the Company and the Subsidiaries (collectively, the “**Group**”) as at December 31, 2024, March 31, 2024, March 31, 2023 and March 31, 2022, restated consolidated statement of profit and loss (including other comprehensive income), restated consolidated statement of cash flows, restated consolidated statement of changes in equity, statement of restatement adjustments to audited consolidated financial statements, statement of material accounting policies and other explanatory information for the nine months period ended December 31, 2024 and for the years ended March 31, 2024, March 31, 2023 and March 31, 2022 (collectively, the “**Restated Consolidated Financial Information**”), which have been prepared specifically for inclusion in this Draft Red Herring Prospectus prepared by the Company in connection with the Offer in accordance with Section 26 of Part I of Chapter III of the Companies Act, 2013, the SEBI ICDR Regulations, and the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the ICAI. The Restated Consolidated Financial Information comply in all material aspects with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013, Companies (Indian Accounting Standards) Rules, 2015, as amended and other relevant provisions of the Companies Act, 2013. The Restated Consolidated Financial Information are included in “*Financial Information*” beginning on page 258.

All figures, including financial information, in decimals (including percentages) have been rounded off to one or two decimals. However, where any figures may have been sourced from third-party industry sources, such figures may be rounded-off to such number of decimal points as provided in such respective sources. In this Draft Red Herring Prospectus, (i) the sum or percentage change of certain numbers may not conform exactly to the total figure given; and (ii) the sum of the numbers in a column or row in certain tables may not conform exactly to the total figure given for that column or row. Any such discrepancies are due to rounding off.

Unless stated or the context requires otherwise, any percentage amounts in this Draft Red Herring Prospectus have been calculated on the basis of the Restated Consolidated Financial Information.

Non-Generally Accepted Accounting Principles Financial Measures (“Non-GAAP Measures”)

In evaluating our business, we consider and use certain Non-GAAP financial measures and key performance indicators, including Days sales outstanding, Return on equity, Return on capital employed, Operating cash flows to EBITDA, Capital expenditure incurred by the Company, Net Debt to EBITDA, revenue from New Solutions as compared with total revenue, New Solutions growth, direct contracts with banks as compared with total revenue, revenue from ATM business, revenue from non-ATM business, PAT Margin EBITDA, EBIT, EBITDA Margin, EBIT Margin, and Net Debt-to-Equity Ratio, which have been included in this Draft Red Herring Prospectus. The presentation of these non-GAAP financial measures is not intended to be considered in isolation or as a substitute for the financial information prepared and presented in accordance with Ind-AS. We present these Non-GAAP financial measures because they are used by our management to evaluate our operating performance and formulate business plans.

These Non-GAAP financial measures are not defined under Ind-AS and are not presented in accordance with Ind-AS. The Non-GAAP financial measures have limitations as analytical tools. Further, these Non-GAAP financial measures may differ from similar information used by other companies, including peer companies, and therefore their comparability may be limited. Therefore, these metrics should not be considered in isolation or construed as an alternative to profit before tax or any other measure of performance or as an indicator of our operating performance, liquidity or profitability or results of operations. For further details, see *“Risk Factor –We have included certain Non-GAAP financial measures and certain other selected statistical information related to our business, financial condition, results of operations and cash flows in this Draft Red Herring Prospectus. These Non-GAAP financial measures and statistical information could vary from any standard methodology that is applicable across our industry and therefore may not be comparable with financial or statistical information of similar nomenclature computed and presented by other companies.”* on page 55.

Currency and Units of Presentation

All references to “₹” or “Rupees” or “Rs.” or “INR” are to Indian Rupees, the official currency of the Republic of India.

All references to “US\$” or “USD” are to United States Dollars, the official currency of the United States of America.

Certain numerical information has been presented in this Draft Red Herring Prospectus in “million” units. 1,000,000 represents one million and 1,000,000,000 represents one billion. However, where any figures that may have been sourced from third-party industry sources are expressed in denominations other than millions, such figures may appear in this Draft Red Herring Prospectus expressed in such denominations as provided in their respective sources.

Exchange Rates

This Draft Red Herring Prospectus contains conversions 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 table below sets forth, for the dates indicated, information with respect to the exchange rate between the Rupee and the respective foreign currencies.

Currency	Exchange Rate as on: (in ₹)			
	December 31, 2024	March 31, 2024*	March 31, 2023	March 31, 2022
1 USD	85.62	83.37	82.22	75.81

Source: RBI reference rate and www.fbil.org.in

Note: Exchange rate is rounded off to two decimal places

* Since March 31, 2024, was a Sunday, March 30, 2024, was a Saturday and March 29, 2024, was a public holiday on account of Good Friday, the exchange rate was considered as on March 28, 2024.

Industry and Market Data

Industry and market data used in this Draft Red Herring Prospectus have been obtained or derived from publicly available information as well as industry publications and the report titled *“Report on Cash Logistic Services Industry in India”* (the **“CRISIL Report”**), which was issued in March 2025, and prepared by CRISIL Market Intelligence & Analytics, a division of CRISIL Limited (**“CRISIL”**). Our Company commissioned CRISIL to prepare the CRISIL Report specifically for the purpose of confirming our understanding of the industry exclusively in connection with the Offer pursuant to an engagement letter dated October 16, 2024. The CRISIL Report is available on our Company’s website at www.sisprosegur.com/investor-relations/ipo.

CRISIL vide their letter dated March 27, 2025, has accorded their no objection and consent to use of the CRISIL Report, in full or in part, in relation to the Offer. Further, CRISIL, vide their letter, has confirmed that they are an independent agency, and confirmed that they are not related to our Company, our Directors, Key Managerial Personnel, or the Book Running Lead Manager.

For details in relation to risks involving the CRISIL Report, see *“Risk Factors – Statistical and industry data in this Draft Red Herring Prospectus are derived from the CRISIL Report, which was commissioned and paid for by us for the purpose of the Offer. Reliance on information from the CRISIL Report for making an investment decision in the Offer is subject to inherent risks”* on page 58.

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”, “are likely”, “believe”, “continue”, “expect”, “estimate”, “intend”, “objective”, “plan”, “goal”, “project”, “propose”, “seek to”, “shall”, “likely”, “will”, “will continue”, “will pursue”, or other words or phrases of similar import. Similarly, statements that describe our expected financial condition, results of operations, business, prospects, strategies, objectives, plans or goals are also forward-looking statements. However, these are not the exhaustive means of identifying forward looking statements. All forward-looking statements are based on our current plans, estimates, presumptions and expectations and 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 the forward-looking statements due to risks or uncertainties associated with our expectations with respect to, but not limited to, regulatory changes pertaining to the industry 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 and globally, which have an impact on our 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 laws, regulations and taxes, changes in competition in our industry, incidence of natural calamities and/or acts of violence. Important factors that could cause actual results to differ materially from our Company’s expectations include, but are not limited to, the following:

1. High dependency on demand for cash solutions in India
2. High dependency on banking sector in India to generate revenue
3. Substantial portion of revenue from limited number of clients and failure of such clients doing business with us or reduces dealings or non-renewal of their agreements
4. Dependency on efforts, contribution and strategic support of Prosegur and SIS
5. Exposure to operational risks, including loss of clients’ valuables and our inability to obtain adequate insurance coverage
6. Material increases in employee benefit expense
7. Failure or disruption of our information technology systems or breach of data security, including cyberattacks
8. Competitive business in a regulated environment, failure to compete effectively if regulations change, that may have material adverse effect on our business, financial condition, results of operations and cash flows
9. Dependency on efforts and ability of our Key Managerial Personnel and Senior Management
10. Shutdown of our National Operations Centre and our Cash Processing Centres could have an adverse effect on our business, results of operations, cash flows and financial condition.

For further discussion of factors that could cause the actual results to differ from the expectations, see “Risk Factors”, “Our Business” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” on pages 28, 172 and 324, 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 in the future could materially differ from those that have been estimated and are not a guarantee of future performance.

We cannot assure investors that the expectation reflected in these forward-looking statements will prove to be correct. Given the uncertainties, investors are cautioned not to place undue reliance on such forward-looking statements and not to regard such statements as a guarantee of future performance.

Forward-looking statements reflect the current views of our Company 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. Accordingly, we cannot assure investors that the expectations reflected in these forward-looking statements will prove to be correct and given the uncertainties, investors are cautioned not to place undue reliance on such forward-looking statements. None of our Company, our Directors, our KMPs, the Selling Shareholders, the Syndicate or any of their respective affiliates has 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, the BRLM and the Selling Shareholders will ensure that investors are informed of material developments from the date of this Draft Red Herring Prospectus until the date of Allotment. In accordance with the requirements of SEBI and as prescribed under the applicable law, each of the Selling Shareholder will, severally and not jointly, ensure that investors are informed of material developments in relation to the statements and undertakings specifically made or confirmed by

such Selling Shareholder in relation to itself as a Selling Shareholder and its respective portion of the Offered Shares from the date of this Draft Red Herring Prospectus until the date of Allotment pursuant to the Offer.

SECTION II: RISK FACTORS

An investment in the Equity Shares involves a high degree of risk. Prospective investors should carefully consider all the information in this Draft Red Herring Prospectus, including the risks and uncertainties described below, before evaluating our business and making an investment in the Equity Shares pursuant to the Offer.

This section should be read in conjunction with “Industry Overview”, “Our Business”, “Financial Information”, “Key Regulations and Policies”, “Outstanding Litigation and Material Developments” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” on pages 123, 172, 258, 206, 368 and 323, respectively, before making an investment decision in relation to the Equity Shares.

The risks and uncertainties described in this section are not the only risks that are relevant to us or the Equity Shares or the industry in which we operate. Additional risks and uncertainties not currently known to us or that we currently believe to be immaterial could also have an adverse effect on our business, financial condition, results of operations and cash flows. If any of the following risks or other risks that are not currently known or are now deemed immaterial actually occur, our business, financial condition, results of operations and cash flows could be adversely affected, and the trading price of the Equity Shares could decline and you could lose all or part of your investment. The financial and other related implications of risks concerned, wherever quantifiable, have been disclosed in the risk factors described below. However, there are certain risk factors where such implications are not quantifiable, and hence any quantification of the underlying risks has not been disclosed in such risk factors.

In making an investment decision, prospective investors must rely on their own examination of our Company and the terms of the Offer, including the merits and risks involved. You should consult your tax, financial and legal advisors about the particular consequences to you of an investment in the Equity Shares.

This section contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in such forward-looking statements. For details, see “Forward-Looking Statements” on page 26.

Unless otherwise indicated, industry and market data used in this section has been derived from the report titled “Report of Cash Logistic Services Industry in India” dated March 2025 (the “**CRISIL Report**”), which was prepared by CRISIL Limited (“**CRISIL**”). We commissioned CRISIL to prepare the CRISIL Report specifically for the purpose of the Offer for an agreed fee pursuant to the engagement letter dated October 16, 2024. For more details on the CRISIL Report, see “Certain Conventions, Presentation of Financial Information, Industry and Market Data – Industry and Market Data” beginning on page 25. The CRISIL Report forms part of the material contracts for inspection and will be accessible on our Company’s website at <https://www.sisprosegur.com/>.

INTERNAL RISKS

1. **Our business is highly dependent on demand for cash solutions in India. Therefore, a material decrease in the use of cash as the mode of payment by the public in India would have a material adverse effect on our business, financial condition, results of operations and cash flows.**

We provide the following cash services: (1) cash-in-transit services; (2) retail cash management (doorstep banking) services; (3) automated teller machine (“**ATM**”) cash replenishment and first level maintenance services; (4) cash assistant-cash peon services (collectively referred to as “**Traditional Cash Logistics Services**”) and (5) new solutions, which are value added and synergetic for a range of valuables, including cash, which integrate traditional cash services and/or our existing assets with a bundling component to deliver enhanced value to clients (“**New Solutions**”). For more details, see “Our Business – “Our Services” beginning on page 190. The following tables provide our revenue from operations from business lines and the percentage of total revenue from operations attributed to our business lines for the period and fiscal years indicated.

Particulars	Nine months ended December 31, 2024	
	Revenue from operations (₹ in million)	% of revenue from operations
Cash-in-transit services [A]	2,534.50	47.83%
Retail cash management (doorstep banking) services [B]	1,331.52	25.13%
ATM cash replenishment and first level maintenance services [C]	904.85	17.08%
Cash assistant-cash peon services [D]	66.07	1.25%
Traditional Cash Logistics Services [E=A+B+C+D]	4,836.94	91.29%

Particulars	Nine months ended December 31, 2024	
	Revenue from operations (₹ in million)	% of revenue from operations
New Solutions*	461.64	8.71%
Revenue from operations	5,298.58	100.00%

Business Lines	Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Revenue from operations (₹ in million)	% of revenue from operations	Revenue from operations (₹ in million)	% of revenue from operations	Revenue from operations (₹ in million)	% of revenue from operations
Cash in transit services [A]	2,840.48	44.81%	2,416.68	44.50%	1,720.75	43.83%
Retail cash management (doorstep banking) services [B]	1,749.13	27.60%	1,519.79	27.99%	1,051.00	26.77%
ATM cash replenishment and first level maintenance services [C]	1,272.84	20.08%	1,142.65	21.04%	853.67	21.74%
Cash assistant-cash peon services [D]	125.52	1.98%	129.94	2.39%	104.34	2.66%
Traditional Cash Logistics Services [E=A+B+C+D]	5,987.97	94.47%	5,209.06	95.93%	3,729.75	95.00%
New Solutions*	350.28	5.53%	221.28	4.07%	196.12	5.00%
Revenue from operations	6,338.25	100.00	5,430.34	100.00	3,925.87	100.00

Note:

* “New Solutions” are value added and synergetic solutions for a range of valuables, including cash. These solutions integrate traditional cash services and/or our existing assets with a bundling component to deliver enhanced value to clients.

India remains highly reliant on cash, with the amount of cash in circulation in India continuing to increase (source: CRISIL Report). Cash in circulation in India has grown at a CAGR of approximately 12.3% from Fiscal 2001 to Fiscal 2024 (source: CRISIL Report). As of October 2024, around 98.9% of the currency was held in the form of banknotes, reflecting a strong preference for cash transactions (source: the CRISIL Report). The use of cash as the predominant method of payment in India has historically been driven primarily by consumer and retailer preferences for cash, and challenges related to cashless and other methods of non-cash payments, including additional surcharges and fees often levied for their use (source: CRISIL Report)). For details on the use of cash in India see “Industry Overview – Role of Cash in Indian Economy” on page 133.

Digital payments have transformed the way transactions are conducted in India, driven by rapid advancements in technology, government initiatives like Digital India, and the widespread adoption of platforms like UPI (source: CRISIL Report). Between Fiscal 2021 and Fiscal 2024, the volume of digital payments transactions has increased from 43.7 billion to 164.4 billion, growing at a CAGR of approximately 56% (source: CRISIL Report). These systems provide cashless options for individuals and businesses, offering convenience and traceability (source: the CRISIL Report). A continued shift in consumer trends in India with respect to the use of cashless payment methods could result in a significant reduction in the use of cash as a payment method (source: CRISIL Report).

Further, the RBI has stated in its Payments Vision 2025 that it is taking steps to expand the reach of digital payment transactions across different strata of the population, while enhancing outreach and cybersecurity (source: the CRISIL Report). While digitalization has resulted in an increase in card and UPI payments, cash payments are likely to continue to dominate (Source: the CRISIL Report). However, in the event such Government initiatives take effect and achieve what they set out to accomplish, or there is a shift in consumer trends in India with respect to the use of cashless payment methods or there is a decline in the use of cash as a mode of payment for any other reason, it would have an adverse effect on our business, results of operations, cash flows and financial condition. Further, as we are dependent on handling large volumes of cash, which allows us to offset our fixed operational costs, a reduction in volume, including as a result of changes in client preferences, could impact our financial performance. As cash volumes decrease, we might be forced to reduce our prices in order to retain clients, which could further reduce our margins.

Further, there is uncertainty regarding whether measures such as the currency demonetization imposed by the Government in November 2016 and May 2023, could be adopted by the Government of India in the future. If such measures are

implemented in the future, it could lead to a reduction in the liquidity of cash in the economy. This could affect our cash operations as it may disrupt cash in circulation and reduce demand for cash services, which could consequently adversely affect our business, results of operations, cash flow and financial condition.

2. ***Our business is highly dependent on the banking sector in India to generate revenues and any decrease in their demand for cash services could have a material adverse effect on our business, results of operations, cash flows and financial condition.***

The primary users of our services are banks. The tables below set forth our revenue from operations by industry/sector for the period and fiscal years indicated.

Industry/Sector	Nine months ended December 31, 2024	
	Revenue from operations (₹ in million)	% of revenue from operations
Banking	4,045.53	76.35%
Retail and others	1,253.05	23.65%
Revenue from operations	5,298.58	100.00%

Industry/Sector	Year ended March 31,					
	2024		2023		2022	
	Revenue from operations (₹ in million)	% of revenue from operations	Revenue from operations (₹ in million)	% of revenue from operations	Revenue from operations (₹ in million)	% of revenue from operations
Banking	4,835.39	76.29%	4,126.65	75.99%	2,995.22	76.29%
Retail and others	1,502.86	23.71%	1,303.69	24.01%	930.65	23.71%
Revenue from operations	6,338.25	100.00%	5,430.34	100.00%	3,925.87	100.00%

Demand by banks for outsourcing cash services could be adversely affected if, among other things, (i) any new regulations were implemented that prevented or restricted banks from outsourcing the cash services companies provide, (ii) banks decide to develop their own cash services infrastructure to save on third-party costs, reducing the amount of those services that they outsource to third-party providers, and/or (iii) banks decide to curtail or stop offering cash services to their business customers, although the demand for such services could shift to other service providers, potentially mitigating some of the impact. Any decrease in the demand for the services that we provide to the banking sector would have a material adverse effect on our business, financial condition, results of operations and cash flows. Further, in the event of a rising trend in the closure of bank branches and ATMs, the demand for cash services could decrease, which could affect our ability to grow our cash business.

3. ***We derive a substantial portion of our revenue from a limited number of clients. If one or more of our key clients ceased doing business with us or substantially reduced its dealings with us or we renewed our contracts with them on less favorable terms, our revenues could decline, which could have an adverse effect on our business, results of operations, cash flows and financial condition.***

We are dependent on certain key clients. The table below sets forth the revenue derived from our top three clients, top five clients and top 10 clients in the period and fiscals indicated and such amounts as a percentage of our revenue from operations:

Particulars	Nine months ended December 31, 2024	
	Revenue (₹ in million)	% of revenue from operations
Top three clients	1,998.24	37.71%
Top five clients	2,714.80	51.24%
Top 10 clients	3,891.80	73.45%
Revenue from operations	5,298.58	100.00%

Particulars	Year ended March 31,					
	2024		2023		2022	
	Revenue (₹ in million)	% of revenue from operations	Revenue (₹ in million)	% of revenue from operations	Revenue (₹ in million)	% of revenue from operations
Top three clients	2,479.51	39.12%	2,063.80	38.00%	1,766.80	45.01%
Top five clients	3,293.48	51.96%	2,818.47	51.90%	2,431.93	61.95%

Particulars	Year ended March 31,					
	2024		2023		2022	
	Revenue (₹ in million)	% of revenue from operations	Revenue (₹ in million)	% of revenue from operations	Revenue (₹ in million)	% of revenue from operations
Top 10 clients	4,775.39	75.34%	4,126.75	75.99%	3,420.85	87.14%
Revenue from operations	6,338.25	100.00%	5,430.34	100.00%	3,925.87	100.00%

Note: Our top 10 customers include Axis Bank Limited, Central Bank of India, HDFC Bank Limited, ICICI Bank Limited, NCR Corporation India Private Limited, State Bank of India, The IDBI Bank Limited and Union Bank of India. The disclosure of client names has only been made for such clients who have consented to being named, and such names are listed in alphabetical order. The names of two of our top 10 clients are not mentioned herein due to non-receipt of consent.

While our revenue derived from our top 10 clients decreased from 87.14% in Fiscal 2022 to 75.99%, 75.34% and 73.45% in Fiscals 2023 and 2024 and the nine months ended December 31, 2024, respectively, we cannot assure that this trend of decreasing revenue concentration will continue. As such, we could continue to remain reliant on our top 10 clients for a substantial portion of our revenue. The loss of any of our top 10 clients or a loss of revenue from sales to these clients could have a material adverse effect on our business, financial condition, results of operations and cash flows. There have been no instances of termination or non-renewal of contracts by our top 10 clients since April 1, 2021.

Our contracts with our clients are subject to periodic renewal. Our contracts with private banks typically last more than 10 years, while contracts with public banks typically range from three to five years, though at times extended longer. Some of our client contracts may also be terminated by any party by notice without cause, although a notice period must be provided as per such contracts. Further, penalties may be imposed if we fail to meet the conditions outlined in the service level agreements we enter into with our clients. Such failures could result from a variety of operational issues such as staff attrition or staff absenteeism, which could lead to insufficient personnel being available to meet client demands; faulty vehicles, which could delay or disrupt our service delivery; or inadequate planning and backup measures which may result in operational inefficiencies. Such failures could lead to penalties, reputational damage, and potential loss of business. For details, see “- Failure to meet service levels in agreements with clients could lead to penalties, reputational damage, and loss of business.” on page 37. When we enter into an arrangement to provide services to our clients, we provide our clients with a performance bank guarantee in certain cases. If we are unable to satisfactorily fulfil such guarantees, we may incur penalties and other liabilities, harm our reputation and relationships with our clients, and we may also not be invited or permitted to participate in future tenders for contracts.

Our clients may also elect not to renew their contracts with us upon expiration. However, even if renewed, such contracts may be on terms that are less favorable to us compared to the current agreements, which could impact our business, financial condition, and results of operations.

4. We are currently dependent on the continued efforts, contribution and strategic support of Prosegur Compañía de Seguridad, S.A. and its subsidiaries and SIS Limited and its subsidiaries for the success of our business and if they cease to support or be associated with our Company, it could have a material adverse effect on our business, financial condition, results of operations and cash flows.

In 2011, SIS Limited, one of the leading security service providers in the Asia Pacific region (source: CRISIL Report), which had been offering cash management services through a separate division, entered into a joint venture agreement dated May 25, 2011 (the “JV Agreement” and together with the Assignment Agreement (as defined below) and other addendum agreements, the “JV Agreements”) with Prosegur Compañía de Seguridad, S.A. (“Prosegur”) to establish a joint venture company to provide cash management and allied services. Prosegur is one of the leading global security services companies (source: CRISIL Report) and offers a wide range of solutions, including alarms, security, cash management, cybersecurity (Cipher), and AVOS Tech (technology solutions for business processes). Subsequently, by way of an assignment agreement dated June 16, 2011 (the “Assignment Agreement”), Prosegur assigned its rights, interests and obligations under the JV Agreement to Singpai Pte Ltd, an indirect subsidiary of Prosegur Cash S.A. (“Prosegur Cash”), a company listed on the Barcelona, Bilbao, Madrid and Valencia Stock Exchanges, Spain, and the world’s third largest player in the global cash-in-transit and related services market as of 2023 (source: CRISIL Report). Prosegur Cash is a subsidiary of Prosegur. Subsequently, our Company was incorporated on September 27, 2011, pursuant to the JV Agreement. As on the date of this Draft Red Herring Prospectus, SIS Limited and Singpai Pte. Ltd together held 88.31% of our Company’s outstanding share capital. For further details, see “Our Promoter and Promoter Group” on page 243.

The JV Agreements outline the support to be provided to us by Prosegur and SIS Limited and its subsidiaries (collectively “SIS”), including in relation to co-branding, sharing of technology, allocation of resources, shared services, operational support, and liaising with regulatory authorities. SIS’ established network, proven track record and execution foundation

are integral to the success of our cash services business, while the support provided by Prosegur is instrumental in enabling the successful implementation of new and innovative solutions for developing and developed markets in relation to cash services operations.

We rely on Prosegur for certain of the technology solutions that are essential to our operations. Pursuant to the terms of the JV Agreement, Prosegur provides advisory support for upgrading business processes and offers assistance in respect of certain technology services. Pursuant to the technology license agreement dated February 9, 2012, entered into with our Company (“**Technology License Agreement**”), Prosegur has shared, and will continue to share, its cash services technology, including potential improvements and new product developments, subject to the JV Agreements continuing to be in force. Further, in line with the Technology License Agreement, Prosegur supports us in organizing, coordinating, and executing the deployment, installation, adaptation, and localization of the shared technology, and also provides training to our personnel on the effective use of such technology. The technology licensed under the Technology License Agreement will cease upon termination, in accordance with the terms and conditions outlined therein. In addition, our brand and logo



contain the trademarks of SIS and Prosegur, which we are licensed to use for the purpose of our business pursuant to the Co-brand Agreement. This co-brand was developed for use in our business within the territory of India, and in accordance with terms of the Co-Brand Agreement, our Company has registered the co-brand as a trademark in India. However, both SIS and Prosegur have the right to terminate the Co-Brand Agreement upon the occurrence of certain events. For details on the Co-brand Agreement and our rights to use these names and logos, see “*History and Certain Corporate Matters-Key terms of other material agreements-Co-Brand Agreement between Prosegur, SIS and our Company (“Co-brand Agreement”) dated February 9, 2012*” on page 218. Further, for certain of our growth strategies, such as expanding into the Indian territories and continuing to implement international best practices in operations, we are dependent on SIS Limited and Prosegur. For further details, see “*Our Business – Our Strategies*” on page 185.

We are currently dependent on the continued efforts and contributions of Prosegur and SIS for the success of our business. If Prosegur or SIS ceases to be associated with our Company, or if the JV Agreements are terminated, we may no longer be able to receive the support required for our cash services operations or implement certain of our growth strategies, which could have a material adverse effect on our business, financial condition, results of operations, and cash flows.

5. ***If we experience losses of our clients’ valuables, if our business is subjected to criminal attacks or incidents involving the use of firearms and ammunition by our personnel that could cause damage to third parties or if we are unable to obtain adequate insurance coverage for such losses at reasonable rates, or if our insurance claims get rejected, our financial condition, results of operations and cash flows could be materially and adversely affected.***

Given the large volumes of cash and other valuables we handle for our clients, we are exposed to the risk of losses of clients’ valuables, as a result of, among others, theft, robbery, misappropriation, infidelity and embezzlement. We are generally liable to reimburse our clients for losses of their valuables under our control, however caused. We have implemented a risk management policy to ensure the safety and reliability of our operations as well as to mitigate the risks relating to losses of clients’ valuables. We prioritize employee development, dedicating 25 hours of internal and external training per employee annually, which is supported through our eight training centres and an exclusive online platform. We also have policies in place to promote employees’ adherence to standards and minimizing deviations, which include rewarding and recognizing employees who demonstrate exemplary behaviour. Additionally, we implement a four-layer verification process for direct staff conducted by an independent third party. Our staff utilizes proprietary technology to enhance operational control and productivity. This includes our fleet app for tracking total route fuel consumption and our SOL mobile apps for staff attendance and services tracking and completion, enabling seamless processing of key service variables for payroll, reporting and billing. Further, as part of our risk management efforts, we employ advanced technology, including remote verification through our National Operations Centre, CYCLO software for reconciliation, vehicle tracking system (VTS), audit app, one time combination enabled vaults door opening software integrated with our ERP, and online CCTV recording through cameras installed outside and inside our vehicles. Our operational processes are jointly analysed by the operations and risk teams to create standard operating procedures which outline the most efficient way to perform tasks while managing its inherent risks. The standard operating procedures outline not only the steps for performing operations but also include the necessary records, controls, and, where applicable, the technology required to effectively manage them. These standard operating procedures are documented, and key aspects are incorporated into company policies and into individual, department, branch and region based performance indicators, forming part of our comprehensive audit programs. The results of these indicators are used as input for employee performance evaluations and, consequently, help shape their annual compensation review. Further, we have a whistle-blower policy in place for our staff. To ensure the highest standards of security and reliability, our employees undergo comprehensive training, and further accreditation by the Currency Cycle Association, a self-regulatory organization for the cash logistics industry as per RBI guidelines for cash outsourcing services for banks. For further details on our risk management processes, see “*Our Business - Risk Management*” on page 201.

The table below sets forth our (i) net losses of clients' valuables, (ii) net losses of clients' valuables post recovery of insurance claims and (iii) the amount of insurance premium paid covering losses of clients' valuables and the amounts for (ii) and (iii) as a percentage of our revenue from operations for the period and fiscal years indicated.

Particulars	Nine months ended December 31, 2024	Year ended March 31,		
		2024	2023	2022
Net losses of clients' valuables ⁽¹⁾ (₹ in million) [A]	0.00	6.48	15.02	3.98
Net losses of clients' valuables post recovery of insurance claims (B) ⁽²⁾ (₹ in million)	0.00	2.00	4.00	2.00
Net losses of clients' valuables post recovery of insurance claims as a percentage of revenue from operations (%) [C=B/F]	0.00%	0.10%	0.28%	0.10%
Amount of insurance premium paid covering losses of clients' valuables (₹ in million) [D]	15.21	30.82	34.97	41.66
Amount of insurance premium paid covering losses of clients' valuables as a percentage of revenue from operations (%) [E=C/F]	0.29%	0.49%	0.64%	1.06%
Revenue from operations (₹ in million) [F]	5,298.58	6,338.25	5,430.34	3,925.87

Notes:

(1) Net losses refers to the losses of clients' valuables less the amounts recovered from perpetrators.

(2) Losses of clients' valuables are calculated as the losses, net of any recovered insurance claims, plus the deductible amount.

As shown in the table above, for the nine months ended December 31, 2024, and for Fiscals 2024, 2023, and 2022, we have recorded low, nominal losses (net of insurance claims) as a percentage of revenue from operations, which reflects our strong risk management practices. However, we cannot assure you that we will continue to be able to record such low, minimal losses.

Our business operates in a high-risk environment, where there is possibility of criminal attacks or incidents involving the use of weapons by our employees or third-party personnel, which could pose threats to the safety of third parties such as customers, employees, members of the public or other persons. Such risks are inherent in cash services, where large sums of cash and valuable assets are handled, including in areas of instability. Attempts could be made to target our operations, while incidents involving the use of firearms and ammunition by our personnel or third-party personnel, which are intended to protect themselves and the cash or valuables of our clients, could result in injury or death to third parties. The occurrence of such events could lead to reputational damage and potential liabilities, which could have a material adverse effect on our business, results of operations, cash flows and financial condition. Since April 1, 2021, other than the ₹0.08 million paid by us to an individual for medical expenses resulting from an accidental firing by one of our armed personnel in Patna, Bihar on July 4, 2022, no harm has been caused to any individuals through the actions of our armed personnel, and we have incurred no liability as a result of the same.

In addition to taking efforts to decrease the amount of losses of client valuables, we also mitigate the risk by purchasing insurance coverage for losses of client valuables. Insurance coverage has been obtained from various insurance companies at negotiated premium rates and terms. Our principal types of insurance coverage include directors and officers liability insurance, fidelity guarantee insurance, insurance for our machines, fire and burglary insurance, marine cargo open policy insurance, employment practice liability insurance, commercial vehicle insurance, and terrorism insurance. Our policies may expire in the normal course of our operations and we typically renew our insurance policies in a timely manner.

The premiums we are charged are subject to fluctuations depending on market conditions. Our claims related to these losses, and similar claims by other companies in our industry, affect the insurance premium rates. While our insurance policies cover losses from most causes, certain of our insurance policies have exclusions for risks such as war and nuclear risks, along with other typical exclusions found in such policies. Our insurance policies may also not provide adequate coverage in certain circumstances and are subject to certain deductibles and limits on coverage. Therefore, if cash losses are lower than the deductible amounts, or fall under exclusions within the policy, we may be required to absorb the full financial burden. In such cases, we could face significant financial strain, which may adversely affect our business operations, cash flows, and overall financial condition. We believe the availability of high-quality and reliable insurance coverage is an important factor in obtaining and retaining clients and managing the risks of our business. Since April 1, 2021, we have not experienced any instances of rejection of our renewal requests for insurance covering losses of client valuables. However, our Company had filed a complaint against United India Insurance Co. Ltd for deficiency of service in providing our claim arising from the special contingency insurance policy. There is no certainty that we will have a positive outcome in respect of this claim.

The table below sets forth the premiums for insurance policies covering losses of clients' valuables and such expenses as a percentage of our total expenses and revenue from operations for the period and fiscal years indicated.

Particulars	Nine months ended December 31, 2024	Year ended March 31,		
		2024	2023	2022
		₹ in million, except percentages		
Amount of insurance premium paid covering losses of clients' valuables [A]	15.21	30.82	34.97	41.66
Amount of insurance premium paid covering losses of clients' valuables as a percentage of total expenses [B = A/D] (%)	0.31%	0.53%	0.65%	1.06%
Amount of insurance premium paid covering losses of clients' valuables as a percentage of revenue from operations [C = A/E] (%)	0.29%	0.49%	0.64%	1.06%
Total expenses [D]	4,830.84	5,832.16	5,344.43	3,934.14
Revenue from operations [E]	5,298.58	6,338.25	5,430.34	3,925.87

If our losses increase, or if we are unable to obtain adequate insurance coverage for such losses at reasonable rates, our financial condition, results of operations and cash flows could be materially and adversely affected.

6. Material increases in employee benefit expense could have an adverse effect on our business, financial condition, results of operations and cash flows.

Employee benefit expense was our largest expense in the nine months ended December 31, 2024 and Fiscals 2024, 2023 and 2022. The table below sets forth our employee benefit expenses and such amounts as a percentage of our revenue from operations and total expenses for the period and fiscal years indicated.

Particulars	Nine months ended December 31, 2024	Year ended March 31,		
		2024	2023	2022
		₹ in million, except percentages		
Employee benefit expense [A]	1,803.52	2,226.35	1,848.37	1,514.96
Employee benefit expense as a percentage of total expenses [B = A/D] (%)	37.33%	38.17%	34.58%	38.51%
Employee benefit expense as a percentage of revenue from operations [C = A/E] (%)	34.04%	35.13%	34.04%	38.59%
Total expenses [D]	4,830.84	5,832.16	5,344.43	3,934.14
Revenue from operations [E]	5,298.58	6,338.25	5,430.34	3,925.87

Our employee benefit expense could increase as a result of, among other things, increased competition for employees, higher employee attrition rates, inflationary pressures on employee wages and salaries or other employee benefits costs, changes in government laws and regulations governing the salaries, wages and other benefits of our employees, agreed increases in the salaries, wages and other benefits of our employees subject to collective bargaining agreements or the entering into of new collective bargaining agreements with higher agreed salaries, wages and other benefits. As at February 28, 2025, none of our employees were members of unions or subject to collective bargaining agreements.

The table below sets forth the attrition and the attrition rate of all of our employees for the period and fiscal years indicated.

Particulars	As at and for the nine months ended December 31, 2024	As at and for the year ended March 31,		
		2024	2023	2022
Attrition of employees for the period/year [A]	3,316	4,630	3,695	2,703
Attrition rate of employees for the period/year [B = A/D] (%)	21.91%	29.50%	26.00%	23.26%
Total employees at the end of the period/year [C]	11,818	11,067	10,517	8,919
Total employees at the end of the period/year plus employees who left during the period/year [D = A + C]	15,134	15,697	14,212	11,622

We may be unable to increase prices in order to pass future increased employee benefit expenses, in which case our margins and results of operations would be negatively affected. We have only been able to include a repricing term under some of

our client contracts. In some instances, on a case-by-case basis, we have been able to negotiate with our clients for a price increase. The risk of increasing our prices to cover increased employee benefit expenses could adversely affect sales volumes and/or client retention, and thereby adversely affect our business, financial condition, results of operations and cash flows.

In addition to our employees, our workforce also includes third-party sourced personnel, which include drivers, loaders, gunmen, back-office executives, security and cleaning personnel. For more details, “*Our Business-Workforce*” and “*– We are dependent on third-party sourced personnel and if we are unable to obtain such services at reasonable rates it will have an adverse effect on our business, financial condition, results of operations and cash flows. In addition, even if we have already paid the independent contractors who directly engage these personnel, we may be responsible for paying the wages of such personnel if the independent contractors default on their obligations to them, and such obligations could have an adverse effect on our cash flows until such amount is recovered from the independent contractors and on our results of operations and financial condition in the event we are unable to recover such amount from the independent contractors.*” on pages 203 and 45.

7. *Failure or disruption of our information technology systems or breach of data security, including cyberattacks, could adversely affect our business, financial condition, results of operations and cash flows.*

The success of our businesses depends largely upon our ability to effectively deploy, implement and use information technology (“IT”) systems and advanced technology initiatives in a cost effective and timely basis. Our IT systems include data centres and multiple applications and other systems that allocate resources, exchange data, plan daily routes and facilitate internal and external information and communications, enabling us to coordinate and make quick decisions across our business. Our IT systems also rely on, and interact with, IT systems of our clients and end-users.

In order to mitigate against the risk of disruptions to or breaches of our IT systems, we maintain systems redundancies and back-ups, adhere to standard IT security practices, undertake regular monitoring of our IT systems, including 24/7 oversight and periodic security reviews by our internal teams. We cannot assure you that the measures we take to prevent system failures will be successful or that we will not experience service interruptions.

If we experience disruptions or other problems with our IT systems and infrastructure, or in connection with the interaction between our IT systems and those of our clients or other third parties, such as telephone or IT infrastructure failure, cyber security or other external security breaches, viruses and other disruptive events, or that result from events beyond our control, such as fire, natural disasters, unauthorized entry, power loss, telecommunications failure, computer viruses, terrorist acts and war, our ability to service our clients, and conduct and manage our business, as well as our reputation with our clients, could be adversely affected, and we could lose client contracts and/or business volumes, and incur significant penalties and expenses, each of which could have a material adverse effect on our business, results of operations, cash flows and financial condition. Since April 1, 2021, we have not encountered any material disruptions to or breaches of our IT systems that have resulted in loss of revenue, client contracts or business volumes.

In addition, our clients undertake periodic audits of our IT systems and may provide additional compliance requirements or security requirements for our systems or infrastructure, which could require us to overhaul our IT systems substantially or require us to expend significant resources in ensuring compliance. If we fail to implement the recommendations of security audits, we may be subject to penalties, termination of contracts or a reduction in business volumes affected by our clients. Since April 1, 2021, we have not encountered any instances of penalties, business volumes decrease or loss of clients or termination of contracts due to our failure to implement the recommendations of any such IT audit reports of clients.

8. *We engage in a competitive business in a regulated environment and if we fail to compete effectively or if regulations change, it would have a material adverse effect on our business, financial condition, results of operations and cash flows.*

The markets in which we sell our services are competitive. We have in the past experienced periods of increased competition from our competitors attempting to increase their market share. For details on our competitors, see “*Our Business–Competition*” on page 203.

For details on operational and financial benchmarking for us and our competitors, see “*Industry Overview–Peer Comparison*” on page 165. In addition, for details in relation to a comparison of the KPIs and certain Ind AS financial measures of our Company with our peer group, see ‘*Basis for Offer Price - Comparison of our key performance indicators with the listed industry peers*’ on page 102.

Globally, the cash logistics industry is consolidating, with the top two players often controlling a majority of the market share in countries like Spain, Australia, France and Sweden (source: CRISIL Report). This consolidation is driven by the need for market participants to leverage their scale and geographic footprint to enhance productivity, as well as to make substantial investments in technologies and risk management (source: CRISIL Report). In our industry, there is a positive correlation between market share, network reach and profitability (source: CRISIL Report). The Indian cash logistics industry has been consolidating due to the increase in competition, growing client demands and changes in regulations designed in line with international practices to ensure that cash logistics companies meet certain minimum operating standards with respect to the handling of cash (source: CRISIL Report). As this process continues, some of our competitors could consolidate or merge with large domestic or international competitors with more resources than us, which could further increase the competition we face to sell our services. To the extent that our competitors utilise those resources or other means to introduce new services or utilise improved technologies to gain further efficiencies, it may be more difficult for us to sell our services and compete effectively, which could result in us losing business or clients to competitors. We may also not be able to effectively respond to technological, industry, or other changes that impact our services, which could affect our ability to keep pace with our competitors. Similarly, consolidation among our clients and potential clients may significantly increase their negotiation power and ability to require terms of service that are more favourable to them, including in respect of price. Any of these developments could result in further competition for cash services under increased pricing pressures. We are also dependent on handling large volumes of cash and valuables, which allows us to offset our fixed operational costs. A loss of volume, arising from, inter alia, the result of consolidation among our clients, shifts in demand, or changes in client preferences, could impact our financial performance. As volumes decrease, we could be forced to reduce our prices in order to retain clients, which could further reduce our margins. Further, in a competitive environment, we may need to invest in capital expenditures to operate efficiently. If we are unable to maintain sufficient volume or effectively manage increased pricing pressures, it could materially adversely affect our profitability and cash flows. In order to be able to compete under these circumstances, we might be required to implement costly restructurings or capital investments or reduce our prices, which may reduce our margins, and we cannot assure you that we will have the resources to undertake such measures, or that any such measures will be successful. Further, in the event the Indian cash logistics industry is subject to deregulation, barriers to entry could be lowered, which would result in the emergence of new entrants, which could further intensify competition and impact our market presence. Conversely, if regulations become more restrictive, it could increase operational challenges and limit market opportunities. In either case, if we fail to compete effectively, it could have a material adverse effect on our business, financial condition and results of operations and cash flows.

9. *The success of our business depends substantially on our Key Managerial Personnel and Senior Management. The loss of or our inability to attract or retain such persons could adversely affect our business, financial condition and results of operations and cash flows.*

Our business and results of operations depends substantially on the efforts and abilities of our Key Managerial Personnel and Senior Management. For details on our Key Managerial Personnel and Senior Management, see “Our Management” beginning on page 225. From time to time, there have been changes in our management team. The table below sets forth the attrition and attrition rate of each of our Key Management Personnel and Senior Management during the period and fiscal years indicated.

Particulars	As at and for the nine months ended December 31, 2024	As at and for the year ended March 31,		
		2024	2023	2022
Attrition of Key Managerial Personnel for the period/year [A]	1	-	-	1
Attrition rate of Key Managerial Personnel for the period/year [B = A/D] (%)	25.00%	-	-	100.00%
Total Key Managerial Personnel at the end of the period/year [C]	3	2	1	-
Total Key Managerial Personnel at the end of the period/year plus Key Managerial Personnel who left during the period/year [D = A + C]	4	2	1	1
Attrition of Senior Management for the period/year [E]	0	-	-	-
Attrition rate of Senior Management for the period/year [F = E/H] (%)	0.00%	-	-	-
Total Senior Management at the end of the period/year [G]	2	-	-	-
Total Senior Management at the end of the year plus Senior Management who left during the period/year [H = E + G]	2	-	-	-

We cannot assure you that we will be able to retain any or all of the Key Managerial Personnel and Senior Management. Further, we cannot assure you that if one or more Key Managerial Personnel and Senior Management are unable or unwilling to continue in their present positions, we would be able to replace such member(s) in a timely and cost-effective manner or at all. Any loss of members of our Key Managerial Personnel or Senior Management could delay or prevent the achievement of our business objectives, affect our succession planning and adversely affect our business and thereby adversely affect our financial condition, results of operations and cash flows.

10. Any shutdown of our National Operations Centre and our Cash Processing Centres could have an adverse effect on our business, results of operations, cash flows and financial condition.

Our National Operations Centre is housed in our Corporate Office in New Delhi. Our National Operations Centre serves as a centralized control hub for risk mitigation, providing 24/7 monitoring and correction of process deviations across transportation and vault operations. Our Cash Processing Centres have been designed and built, following new and international standards in India, to mitigate operational risks and enhance productivity. They feature advanced security systems designed to facilitate efficient workflows and reduce errors. Our National Operations Centre and our Cash Processing Centres are subject to operating risks, including the shutdown, breakdown or failure of equipment and electronic systems, the unavailability of electricity, communications or Wi-Fi, and their damage or destruction caused by fire or natural disasters, such floods or earthquakes.

We have back-up power arrangements at our National Operations Centre and at each of our Cash Processing Centres in case of the unavailability of electricity from the grid. In the event of a Wi-Fi service outage, we have LAN connection available at our National Operations Centre, at all our Cash Processing Centres and vaulting locations. Additionally, in case of an emergency, we can connect to the virtual private server service via hotspot.

If our National Operations Centre becomes inoperable, operations can be managed by the local security control room through our decentralized system. In order to monitor the secured vehicles under such situations, we have a unified platform that can be accessed remotely via computers in order to control operations. This would include the ability to issue an access password to open the vault doors. On September 7, 2023, April 10, 2024, and September 8, 2024, we encountered a temporary inability to open vaults doors due to a malfunction of the lock installed on the vault door in Bhopal, Ludhiana and Mumbai, respectively, caused by a software issue and a low battery. However, these incidents did not result in any material disruption to our operations or business loss. Certain of our contracts with our clients include force majeure clauses, so we are not liable for any losses suffered by our clients in the event of disruptions to our operations caused by extraordinary circumstances, such as those described above, or other events that are beyond our control. Further, if our Cash Processing Centres are unable to function, we would be able to operate from the nearest branch without any material disruption to operations. We have not faced any material disruptions at our National Operations Centre, vaulting locations and our Cash Processing Centres since April 1, 2021. While systems are in place to ensure business continuity, there remains a possibility of material disruptions to operations, which could result in increased expenses, damage to our reputation and have an adverse impact on our results of operations and cash flows.

11. Negative publicity about our name or brands could have an adverse effect on our reputation, business, financial condition, results of operations and cash flows. In addition, as our brand names and logos contains the brand names and logos of SIS and Prosegur, negative publicity about any company in the SIS Group or the Prosegur Group could have an adverse effect on our reputation, business, financial condition, results of operations and cash flows.

The services that we provide to banks and other clients form a critical function of their businesses, and accordingly, trust and reliability are of utmost importance. As a result, our reputation for delivering quality services that they can rely on is a key factor to the success of our business and our long-term relationships with many of our clients. If we are associated with actual or perceived breaches of conduct, such as theft, embezzlement, fraud, unethical behaviour or reporting errors, and such behaviour is made public, our brand and reputation could be adversely affected, resulting in us losing the trust of and business from our current clients or opportunities for business from new clients, which could have a material adverse effect on our business, results of operations, cash flows and financial condition. Since April 1, 2021, there have been no instances of negative publicity about our name or brands that has had an adverse effect on our business, financial condition, results of operations and cash flows.

In addition, as our brand names and logos contain the brand names and logos of SIS and Prosegur, negative publicity about any company in the SIS Group or the Prosegur Group could have an adverse effect on our reputation, business, financial condition, results of operations and cash flows.

12. Failure to meet service levels in agreements with clients could lead to penalties, reputational damage, and loss of business. We also provide performance bank guarantees and security deposits in favour of our clients to mitigate risks

associated with our services. The invocation of such guarantees or retention of security deposits may adversely impact our financial performance, harm our reputation, and potentially lead to the loss of business.

As a company involved in providing cash solutions and services, meeting the service levels defined in our agreements with clients is crucial to maintaining relationships with clients. These agreements outline specific requirements in relation to the delivery of services, including cash transportation and secure handling. We issue credit notes to clients if we fail to meet defined service levels in our agreements (“SLA”) with clients, such as delays or substandard performance. Such failures could result from a variety of operational issues such as staff attrition or staff absenteeism, which could lead to insufficient personnel being available to meet client demands; faulty vehicles, which could delay or disrupt our service delivery; or inadequate planning and backup measures which may result in operational inefficiencies. While necessary to uphold our commitment to clients, these credit notes can negatively affect our financial performance. To mitigate the financial effect of these credit notes, we have focused on enhancing service delivery through different staff management measures including rewarding objective performance, IT tools implementation to track and give visibility to operations, and more efficient operational protocols. Our clients impose deductions for any shortfalls or failures to meet service performance standards. To mitigate the financial effect of these deductions, we continue taking efforts to strengthen our risk management measures such as conducting audits including surprise and mass audits along with reinforcing human resources practices and policies. As shown in the table below, this approach has resulted in a measurable reduction in the amount of SLA penalties and deductions as a percentage of our revenue from operations for the period and fiscal years indicated:

Particulars	Nine months ended December 31, 2024	Year ended March 31,		
		2024	2023	2022
		₹ in million, except percentages		
SLA penalties and deductions [A]	19.07	37.81	36.67	40.12
SLA penalties and deductions as a percentage of revenue from operations [C = A/B] (%)	0.36%	0.60%	0.68%	1.02%
Revenue from operations [B]	5,298.58	6,338.25	5,430.34	3,925.87

While this trend reflects our ongoing efforts to improve our performance, there is no guarantee it will continue in the future. External factors, unforeseen disruptions or operational challenges, could lead to more SLA penalties and deductions, which could, in turn, result in increased amounts, negatively affect our financial performance, damage our reputation, and potentially lead to a loss of business. Further, the service agreements we enter into with our clients may require us to provide performance bank guarantees or security deposits to cover potential risks associated with the provision of our services. These guarantees or deposits are intended to protect the client in the event of a loss attributable to our performance. Our clients could invoke such guarantees or retain security deposits under certain circumstances specified in our service agreements, including where the loss incurred is attributable to our actions or omissions. In such cases, we may have limited or no recourse to contest the invocation or retention of these funds. Moreover, if the loss exceeds the value of the guarantee or deposit, we may be liable to pay the differential amount within the time frame specified in the service agreement.

The invocation of bank guarantees or the retention of security deposits could negatively affect our financial performance and damage our reputation. Additionally, these events may lead to loss of client trust, and potential termination of contracts, which could negatively affect our financial performance and business prospects.

13. Our Company, our Subsidiaries, the Promoters, and the Directors are involved in certain legal and regulatory proceedings. We are also party to several litigation proceedings initiated by our former or current employees. Any adverse decision in such proceedings could have an adverse effect on our business, results of operations, financial condition and cash flows.

There are certain outstanding legal and regulatory proceedings involving our Company, our Subsidiaries, the Promoters, and the Directors that are pending at different levels of adjudication before various courts, tribunals and other authorities. Such proceedings could divert the management’s time and attention and consume financial resources in their defence or prosecution. The summary of such outstanding material legal and regulatory proceedings as on the date of this Draft Red Herring Prospectus is set out below:

Particulars	Number of Criminal Proceedings	Number of Tax Proceedings	Number of Statutory or Regulatory Proceedings	Number of Material Civil Proceedings	Aggregate amount involved (in ₹ million) ⁽¹⁾
Company					
Against our Company	11	17	Nil	1	109.35
By our Company	2	Nil	NA	2	44.30

Particulars	Number of Criminal Proceedings	Number of Tax Proceedings	Number of Statutory or Regulatory Proceedings	Number of Material Civil Proceedings	Aggregate amount involved (in ₹ million) ⁽¹⁾
Directors					
Against our Directors	1	Nil	Nil	Nil	Nil
By our Directors	Nil	Nil	Nil	Nil	Nil
Promoters					
Against our Promoters	23	33	Nil	Nil	345.17
By our Promoters	13	Nil	NA	Nil	4.61
Subsidiaries					
Against our Subsidiaries	3	8	Nil	Nil	315.05
By our Subsidiaries	1	Nil	NA	Nil	1.57
Key Managerial Personnel					
Against our Key Managerial Personnel	Nil	NA	Nil	NA	Nil
By our Key Managerial Personnel	Nil	NA	Nil	NA	Nil
Senior Management					
Against our Senior Management	Nil	NA	Nil	NA	Nil
By our Senior Management	Nil	NA	Nil	NA	Nil

Note:

(1) To the extent quantified.

Our Company is involved in certain matters which involve claims under the Motor Vehicles Act, 1988 including cases pertaining to vehicle accidents. As on the date of this Draft Red Herring Prospectus, eleven first information reports and compensation applications have been filed before the Motor Vehicle Accident Claim Tribunal of various states against our Company, involving an aggregate amount of ₹ 27.79 million. As required under the Motor Vehicles Act, 1988, we have an insurance policy for each of our vehicles. However, if any of these outstanding matters are not decided in favour of our Company, we cannot assure you that we would be fully compensated under these insurance policies for any damages we are required to pay.

For further information on the litigation summarised in the table above, see “*Outstanding Litigation and Other Material Developments*” on page 368.

We cannot assure you that any of the outstanding matters will be settled in favour of our Company, our Subsidiaries, Promoters, or Directors, respectively, or that no additional liability will arise out of these proceedings. An adverse outcome in any of these proceedings may have an adverse effect on our reputation, business, financial condition, results of operations and cash flows.

14. ***Our cash services business operations include the carrying and handling of firearms and ammunition by certain of our workforce including third-party sourced personnel. Any misuse or contravention of laws or policies relating to firearms by our workforce, including third-party sourced personnel may adversely affect our reputation and expose us to potential liabilities.***

We are exposed to certain risks associated with our Company hiring armed guards and the appointment of independent armed guard services and their handling of firearms and ammunition. As at December 31, 2024, we have 1,365 armed guards and 3,990 third-party sourced personnel who were licensed to carry and operate firearms. Our armed guards and the independent third-party contractors have obtained licenses for the firearms and ammunition carried by the appointed armed guards, and are responsible for the purchase and maintenance of their firearms and ammunition, and renewals of necessary licenses. This aspect of our business operations exposes us to significant risks where the requirement of carrying firearms and ammunition is necessitated by the Private Security Agencies (Regulations) Act 2005, issued by the states of India in accordance with the regulations of the Ministry of Home Affairs, and the relevant rules made thereunder, to ensure enhanced security in relation to high-value associated services. We could be exposed to direct or indirect liability (including vicarious liability) or suffer reputational damage in the event of misuse or contravention of laws or policies by such armed personnel. Since April 1, 2021, we have not encountered any event of misuse or contravention of laws or policies by our armed personnel. However, should such events occur in the future, they could adversely affect our reputation and expose us to liabilities, resulting in an adverse effect on our business, financial condition, results of operations and cash flows.

15. ***We are required to obtain and maintain a number of statutory and regulatory licenses, registrations, permits and approvals for carrying out our business. A few of these approvals are granted for a limited duration and require renewal from time to time. While we plan to apply for renewal of these approvals as and when they are due to expire, we cannot***

assure you that such renewals will be issued or granted to us in a timely manner, or at all. Further, the approvals, licenses, registrations, and permits issued by relevant central and state authorities under various rules and regulations are subject to several conditions and we cannot assure you that we will be able to continuously meet such conditions, which could lead to their cancellation, revocation or suspension. If we fail to obtain, keep and renew such licenses, registrations, permits and approvals, it could have a material adverse effect on our business, financial condition, results of operation of cash flows.

We are required to obtain and maintain a number of statutory and regulatory licenses, permits and approvals for carrying out our business. For example, we are required to obtain licenses under the Private Security Agencies (Regulations) Act, 2005, and the corresponding state specific rules from the relevant state authorities. We are also required to maintain labour licenses under various applicable central and state labour laws in force in India for our employees and also various shops and establishments registrations under the applicable provisions of the shops and establishments legislation of relevant states for the branches where we have our operations. For more details on these regulatory licenses, permits and approvals, see “Government and Other Approvals” on page 378. While we have all required licenses, permits and approvals that are material for our business, a few of these approvals are granted for a limited duration and require renewal from time to time. While we plan to apply for renewal of these approvals as and when they are due to expire, we cannot assure you that such renewals will be issued or granted to us in a timely manner, or at all. If we do not receive such approvals or are not able to renew the approvals in a timely manner, it could have a material adverse effect on our business, financial condition, results of operation of cash flows.

Further, the approvals, licenses, registrations, and permits issued by relevant central and state authorities under various rules and regulations are subject to several conditions and we cannot assure you that we will be able to continuously meet such conditions, which could lead to cancellation, revocation or suspension of such approvals, licenses, registrations, and permits. If there is any failure by us to comply with the applicable regulations, we could be subject to penalties, have our licenses, approvals and permits revoked or suffer a disruption in our operations, any of which could have a material adverse effect on our business, financial condition, results of operation and cash flows. Since April 1, 2021, none of our material approvals, licenses, registrations, consents and permits have been suspended or revoked for non-compliance with any terms or conditions thereof or pursuant to any regulatory action.

16. *Our financing agreements contain covenants that limit our flexibility in operating our business. Any future failure to meet the conditions under our financing arrangements or obtain any consents thereunder could have a material adverse effect on our business, financial condition, results of operations and cash flows.*

As at December 31, 2024, our non-current borrowings, current-borrowings and outstanding bank guarantees totalled ₹2,752.91 million. For details, see “Financial Indebtedness” on page 320.

Our facility agreements with various lenders impose restrictive and other covenants, including limitations on the use of loans for specified purposes, the timely provision of information and documents, the creation of security within stipulated timelines, obtaining prior consent from existing lenders, and the maintenance of financial ratios. Additionally, many of our loan agreements include restrictive covenants requiring prior written approval from the respective lender for certain corporate actions. These include changes in management, control, or Promoter shareholding, mergers, amalgamations, restructurings, or amendments to our constitutional documents.

Furthermore, our term loans, working capital facilities, and vehicle loans are secured by a first *pari passu* charge on all present and future current assets, and hypothecation of present and future fixed assets and vehicles financed through loan proceeds. These security arrangements restrict our ability to transfer or dispose of the secured assets. In the event of default on our debt obligations, lenders have the right to enforce the security created for our borrowings, which may include disposing of our assets to recover outstanding amounts. Such actions could adversely impact our business, financial condition, and operational results. As of the date of this Draft Red Herring Prospectus, we have obtained all necessary consents from our lenders in connection with the Offer. For further details, please see “Financial Indebtedness” on page 320.

If we fail to comply with covenants in our finance agreements, it could result in an event of default, which could accelerate repayment of the relevant loan(s) and/or increase applicable interest rates and trigger cross-defaults under our other financing agreements containing cross-default provisions. Further, a breach of our finance agreements could also trigger a right of the lenders to enforce the security provided. An event of default could also affect our ability to raise new funds or renew maturing borrowings that could be needed to conduct our operations and pursue our growth initiatives. In addition, our ability to obtain further financing on terms and conditions acceptable to us could be severely and negatively impacted as a result of these restrictions and breaches, and we cannot guarantee that we will be able to repay our loans in full, or at all, upon receiving a recall or acceleration notice, or otherwise. A failure to comply with repayment schedules and other

conditions prescribed under financing arrangements could have an adverse effect on our credit ratings, and any loan agreement termination and subsequent action taken by our lenders could individually or in aggregate have a material adverse effect on our business, results of operations, cash flows and financial condition. Since April 1, 2021, we have not been in breach of any covenants under our financing agreements.

17. Any downgrade of our debt ratings could lead to an increase in our borrowing costs and constrain our access to future borrowings.

The cost and availability of borrowings is dependent, among other factors, on our debt ratings. The following table sets forth the debt ratings we have received since April 1, 2021.

Rating Agency	Facility	Debt Rating	Date
CRISIL Ratings	Long-term bank facilities	CRISIL A+/Stable	November 25, 2024
	Short term facilities	CRISIL A1	
CRISIL Ratings	Long-term bank facilities	CRISIL A/Positive	July 10, 2023
	Short term facilities	CRISIL A1	
CRISIL Ratings	Long-term bank facilities	CRISIL A/Stable	July 7, 2022
	Short term facilities	CRISIL A1	
CRISIL Ratings	Long-term bank facilities	CRISIL A-/Positive	May 31, 2021
	Short term facilities	CRISIL A2+	

As shown in the above table above, since April 1, 2021, there has been no downgrade to any of our debt ratings.

Any deterioration in our financial condition or results of operations or a general downturn in the industry could result in a downgrade of our debt ratings. Any downgrade of our debt ratings could lead to an increase in our borrowing costs and constrain our access to new borrowings, which could adversely affect our business, financial condition, results of operations and cash flows. In addition, any downgrade of our debt ratings could result in a default under our financing arrangements or lenders imposing additional terms and conditions in any future financing or refinancing arrangements.

18. Increases in interest rates would adversely affect our financial condition, results of operations and cash flows.

Certain of our borrowings are subject to floating rates of interest, which fluctuate based on changes in the marginal cost of funds-based lending rate (MCLR) or prime lending rate of the respective lenders. Increases in these rates would increase the interest rates payable on our borrowings subject to floating rates of interest, which would adversely affect our financial condition, results of operations and cash flows.

The following table sets forth our borrowings with floating interest rates and such amounts as a percentage of our Gross Debt (as defined below) as at the dates indicated:

Particulars	As at December 31, 2024	As at March 31,		
		2024	2023	2024
	₹ in million, except percentages			
Borrowings with floating interest rates [A]	120.11	136.84	320.15	396.43
Borrowings with floating interest rates as a percentage of gross debt [C = A/B] (%)	5.01%	5.61%	11.66%	15.51%
Gross Debt ⁽¹⁾ [B]	2,396.30	2,440.64	2,744.89	2,555.46

Note:

(1) Gross Debt is calculated as the sum of non-current borrowings, current borrowings and total lease liabilities.

19. We have entered into and will continue to enter into related party transactions. We cannot assure you that we could not have achieved more favourable terms had such transactions not been entered into with related parties.

We have entered into transactions with several related parties, including our Promoters, in relation to, among other things, purchase of equipment, the provision and receipt of services, assignment of contracts, loans repayment and interest expense on debentures/loans. The table below sets forth the details of our related party transactions for the period and fiscal years indicated.

Particulars	Nine months ended December 31, 2024	Year ended March 31,		
		2024	2023	2022
	₹ in million, except percentages			
Related party transactions [A]	118.63	330.28	437.38	166.24
Related party transactions as a percentage of revenue from operations [B = A/C] (%)	2.24%	5.21%	8.05%	4.23%
Revenue from operations [C]	5,298.58	6,338.25	5,430.34	3,925.87

For further details, see “Offer Document Summary - Summary of related party transactions” and “Financial Statements – Notes to the Restated Consolidated Financial Information – Note 31” on pages 20 and 309, respectively. While we believe that all such transactions comply with the Companies Act, 2013, and were conducted in the ordinary course of business, and on an arms-length basis, there can be no assurance that we could not have achieved more favourable terms had such transactions not been entered into with related parties.

We will continue to enter into related party transactions in the future. While in terms of the Companies Act, 2013 and the SEBI Listing Regulations, certain related party transactions require Audit Committee and Shareholders’ approval, there can be no assurance any future related party transactions that we enter into, individually or in the aggregate, will not have an adverse effect on our business, financial condition, results of operations and cash flows.

20. If we fail to successfully enforce our intellectual property rights or the agreement pursuant to which we have the non-exclusive license to use the trademarks “SIS” and “PROSEGUR” is terminated, our business, results of operations and cash flows would be adversely affected.

Our Company has entered into a co-brand agreement dated February 9, 2012, with SIS Limited and Prosegur (the “Co-Brand Agreement”), pursuant to which our Company has been granted a conditional, restricted, revocable, royalty-free, non-exclusive, non-transferable, non-assignable and non-sub licensable license to use the trademarks “SIS” and “Prosegur” as part of the co-brand trademark developed by the parties to the Co-Brand Agreement for the specific purpose of conducting our business. The Co-Brand Agreement is valid until it is terminated. The Co-Brand Agreement may be terminated by SIS Limited or Prosegur, upon the occurrence of certain events, including a breach of the agreement by our Company remaining unrectified for 30 days of receiving written notice, termination of the JV Agreements, any party other than SIS Limited or Prosegur becoming the beneficial owner of more than 50% of our Company’s shares, or a change in control of SIS Limited or Prosegur. Such termination could have a material adverse effect on our business as the brand names “SIS” and “Prosegur” are integral to our identity and for client recognition. Further, the inability to use these trademarks for our business could lead to marketing challenges, and the same may force us to undertake rebranding initiatives, which could impact our reputation, market recognition, client base and significant costs could be incurred.

We have also obtained trademark registrations for the word “SISPROSEGUR” under class 35, 36, 37 and 39 under the Trademarks



Act 1999 and for the “device” under class 35, 36, 37 and 39 under the Trademarks Act 1999. The registrations provided to our trademarks are for a limited duration of 10 years and are required to be renewed from time to time. There can be no assurance that we will be able to successfully renew our registrations in a timely manner or at all. We have also applied for certain trademarks registrations which have been either refused or opposed by certain third parties. We cannot assure you that trademark applications will result in registrations. Failure to successfully obtain and maintain trademark registrations could impact our use of such trademarks, which in turn could adversely affect our market recognition, reputation, business and operations. For details see “Government and other Approvals-Applications filed by our Company” on page 380.

We may apply for the registration of other trademarks in the future and there can be no assurance that such applications will be granted. We may not be able to prevent infringement of our trademarks and our action under law may not provide sufficient protection until such time that the registration is granted.

If a dispute arises with respect to any of our intellectual property rights or proprietary information, we will be required to produce evidence to defend or enforce our claims, and we may become party to litigation, which may strain our resources and divert the attention of our management. We cannot assure you that any infringement claims that are material will not arise in the future or that we will be successful in defending any such claims when they arise. Unauthorised use of our intellectual property rights by third parties could adversely affect our reputation. Any adverse outcome in such legal

proceedings or our failure to successfully enforce our intellectual property rights may adversely affect our ability to use intellectual property, which could have an adverse effect on our business, results of operations and cash flows.

21. We may not be successful in implementing our growth strategies, which could have a material adverse effect on our business, financial condition, results of operations and cash flows.

The success of our business depends greatly on our ability to effectively manage our business and implement our strategies. As part of our growth strategy, we plan to expand the market presence of our Banking Outsourcing Solutions and New Solutions, diversify our revenue streams, and drive cross-selling and synergistic growth. Further, we aim to deepen our penetration within India, extending beyond tier-2 cities. We will also continue to implement international best practices in our operations and pursue selective, value-accretive strategic acquisitions to fuel our growth. For further details, see “Our Business – Our Strategies” on page 185.

In pursuing our growth strategies, we will require significant capital investments, which could have a material adverse effect on our financial condition and results of operations. If our internally generated capital resources and available credit facilities are insufficient to finance our growth plans, we could, in the future, have to avail additional financing from banks and financial institutions. Our ability to arrange financing and the costs of capital of such financing are dependent on numerous factors, including general economic and capital market conditions, credit availability from banks, investor confidence, the continued success of our operations. If we decide to meet our capital requirements through availing sanctioned debt facilities, we could be subject to additional restrictive covenants.

We could also be exposed to certain risks, including difficulties arising from operating a larger and more complex organisation; the failure to efficiently and optimally allocate management, technology and other resources across our organisation; the failure to compete effectively with competitors; the inability to control our costs; unexpected delays in completing acquisitions; and unforeseen legal, regulatory, property, labour or other issues.

As we continue our growth by introducing new business lines, we could encounter personnel-related, IT issues and other difficulties that could increase our expenses and/or delay our plans.

There can be no assurance that our growth strategies will be successfully implemented or completed or that if completed, they will result in the anticipated growth in our revenues or improvement in our results of operations. We also cannot assure you that we will be able to continue to expand further, or at the same rate. Further, we expect our growth strategies to place significant demands on our management, financial and other resources and require us to continue developing and improving our operational, financial and other internal controls. We cannot assure you that our existing or future management, operational and financial systems, procedures and controls will be adequate to support future operations or establish or develop business relationships beneficial to future operations. Failure to manage growth effectively could have an adverse effect on our business, financial condition, results of operations and cash flows.

22. Our ability to service contracts with public sector banks and other government bodies may involve added complexity and be adversely affected by political and administrative decisions.

We enter into direct client relationships with Indian public sector banks and other government bodies in connection with the provision of, among other services, cash in transit service, currency chest services and retail cash management services. The table below sets forth the revenue from contracts with Indian public sector banks and other government bodies, and such amounts as a percentage of our total revenue from operations for the period and fiscal years indicated below.

Particulars	Nine months ended December 31, 2024	Year ended March 31,		
		2024	2023	2022
	₹ in million, except percentages			
Revenue from contracts with Indian public sector banks and other government bodies [A]	1,882.27	1,833.13	1,527.33	814.46
Revenue from contracts with Indian public sector banks and other government bodies as a percentage of revenue from operations [B = A/C] (%)	35.52%	28.92%	28.13%	20.75%
Revenue from operations [C]	5,298.58	6,338.25	5,430.34	3,925.87

Our contracts for services undertaken for public sector banks are usually entered into following a tender process that has strict qualification criteria and pricing requirements. By its nature, a tender process is a competitive process, and there can be no assurance that we will meet any such qualification criteria, or that the pricing of our services will meet the bank's requirements. As a result, historically there have been certain contracts we have bid for that we have not won, in whole or

in part, and this may be the case with contracts that we bid for in the future. Further, due to the strict pricing requirements of public sector clients tenders, any contracts that we secure for public sector clients may not be as profitable than certain of our other client contracts, or at all, which could result in lower margins, reduced cash flow, and adversely affect our results of operations. In addition, the performance of our services for public sector clients may be affected by political and administrative decisions concerning levels of public spending and public opinion on outsourcing in general, or can even be terminated due to a change of local, state or central government. In certain cases, due to applicable regulations, certain terms of public sector contracts, such as pricing terms, contract period, and use of subcontractors, are less flexible than comparable private sector contracts.

In addition, to the extent we provide services to the Government, any contract with the Government will be subject to audit by the Comptroller and Auditor General of India, which audits all receipts and expenditure of the Government and the state governments. Payments from public sector clients may be, and have been, subject to delays, due to regulatory scrutiny and procedural formalities, including audit by the Comptroller and Auditor General of India. In addition, to the extent that payments under our contracts with governmental and public sector clients are delayed, our cash flows may be impacted. Additionally, any decisions to decrease spending as a result of an economic downturn, or otherwise, may result in the termination or downscaling of public sector contracts, which could have a material adverse effect on our business, results of operations or financial condition.

23. *We may face difficulties and incur additional expenses in operating outside tier-1 and tier-2 cities, where infrastructure may be limited, which could have an adverse effect on our results of operations, cash flows and financial condition.*

One of our strategies is to increase our operations outside tier-1 and tier-2 cities and penetrate deeper into tier-3 to tier-7 Indian cities. For more details, see “Our Business-Our Strategies- Deeper penetration in India” beginning on page 188. We may incur additional expenses in operating in those markets due to the limited or unreliable infrastructure, particularly with respect to procuring adequate security measures and enhancing IT systems, as well as having access to adequate road transportation, premises and utilities, such as electricity and telecommunications. In addition, the distances that need to be travelled between clients and the time taken to travel between clients will be more in less densely populated areas, thereby increasing our expenses. There can be no assurance that providing services in tier-3 to tier-7 Indian cities will be profitable, as the costs of providing services in those areas could exceed the revenues that we earn from providing those services. If we are unable to earn sufficient revenue or control our expenses for providing services in tier-3 to tier-7 Indian cities in line with our plans, price our services to cover the planned increase in expenses in these areas, or generate sufficient revenue from such services, our expansion into these cities could adversely affect our operations, cash flows, and financial condition.

24. *We rely on Prosegur’s licensed technology and support for technology solutions that are implemented, developed and upgraded by them, and for which we receive training for the effective use of such technology. If such license terminates, or if Prosegur’s technology solutions is not upgraded to meet market trends or otherwise becomes unavailable or ineffective to us, we would have to incur expense for such technology to be purchased, developed and implemented, which could have an adverse impact on our business, results of operations, financial condition and cash flow.*

The financial services industry, which is a key consumer of cash logistic services, is characterized by rapid technological evolution, changes in client requirements and preferences, frequent introduction of new features, services and products embodying new technologies, and the emergence of new industry standards and practices (source: CRISIL Report). Technology plays a transformative role in modern cash logistics, offering enhanced efficiency, accuracy and control over processes, thus mitigating the inherent operational risks (source: CRISIL Report). Operational efficiency is enhanced by automating repetitive tasks, and optimizing processes, which reduce errors and downtime (source: CRISIL Report). Our operations are dependent on the effectiveness and fitness of our technological platform and security measures and the ability to handle and process large volumes of cash on a daily basis and in a timely manner to provide a seamless experience to our clients.

We rely on Prosegur for certain of the technology solutions which are essential to our cash services operations. Pursuant to the terms of the JV Agreements, Prosegur provides advisory support for upgrading business processes and offers assistance in respect of certain technology services. Pursuant to the technology license agreement dated February 9, 2012, entered into with our Company (“**Technology License Agreement**”), Prosegur has shared its cash services technology, including potential improvements and new product developments, with us. Further, in line with the Technology License Agreement, Prosegur supports us in organizing, coordinating, and executing the deployment, installation, adaptation, and localization of the shared technology, and also provides training to our personnel on the effective use of such technology.

The technology licensed under the Technology License Agreement will cease upon termination of the agreement, in accordance with the terms and conditions outlined therein. Additionally, if Prosegur’s technology solutions become

unavailable, ineffective or outdated to us for any reason, we would be required to incur significant costs to purchase, develop, and implement alternative technology solutions. Further, there can be no assurance that we will be able to continually use new technologies effectively or adapt our existing technological infrastructure to meet client requirements or emerging industry standards. Additionally, delays in the transfer or adoption of new technologies or the development of products to meet evolving client requirements may affect our business strategies, including relationship with our clients.

25. ***One of our growth strategies is to selectively acquire companies or businesses to unlock potential efficiency and synergy benefits. If we are unable to acquire and integrate such companies or businesses, it could have a material adverse effect on our growth, business, financial condition, result of operations and cash flows.***

We intend to grow inorganically by selectively acquiring companies or businesses to unlock potential efficiency and synergy benefits in order to increase our revenues and profitability. For details, see “Our Business-Our Strategies-Grow through selective value accretive strategic acquisitions” on page 190. The completion of acquisitions and, if completed, the successful integration of such newly acquired companies/businesses into our operations may be difficult for a variety of reasons, including differing culture or management styles, poor records or internal controls and difficulty in establishing immediate control over cash flows. As a result, future acquisitions pose significant risks to our existing operations, including:

- additional demands placed on our Key Management Personnel and Senior Management;
- increased overall operating complexity of our business, requiring increased personnel and other resources;
- additional operating expenses and/or cash expenditures to integrate acquisitions; and
- incurrence of additional debt to finance acquisitions and higher debt service costs related thereto.

Moreover, when making acquisitions it may not be possible for us to conduct a detailed investigation of the nature of the assets being acquired due to, for example, time constraints in making acquisition decisions and other factors. We may also become responsible for additional liabilities or obligations not foreseen at the time of an acquisition. Moreover, even if we are successful in integrating newly acquired assets and acquiring additional assets, expected synergies and cost savings may not materialise, resulting in lower than expected benefits from such acquisitions.

26. ***We are dependent on third-party sourced personnel and if we are unable to obtain such services at reasonable rates it will have an adverse effect on our business, financial condition, results of operations and cash flows. In addition, even if we have already paid the independent contractors who directly engage these personnel, we may be responsible for paying the wages of such personnel if the independent contractors default on their obligations to them, and such obligations could have an adverse effect on our cash flows until such amount is recovered from the independent contractors and on our results of operations and financial condition in the event we are unable to recover such amount from the independent contractors.***

Our workforce comprises employees and third-party sourced personnel. As at December 31, 2024, we had 11,818 employees and 5,575 third-party sourced personnel.

In order to retain flexibility and thereby control costs, we appoint independent contractors who in turn engage personnel for performance of certain of our operations, such as drivers and armed guards. The table below sets forth the charges incurred for third-party sourced personnel, which we call cash van crew charges, for the period and fiscal years indicated.

Particulars	Nine months ended December 31, 2024	Year ended March 31,		
		2024	2023	2022
		₹ in million, except percentages		
Cash van crew charges [A]	1,042.60	1,140.46	834.36	504.47
Cash van crew charges as a percentage of revenue from operations [B = A/C] (%)	19.68%	17.99%	15.36%	12.85%
Revenue from operations [C]	5,298.58	6,338.25	5,430.34	3,925.87

If the rates we are charged for third-party sourced personnel increase and we are unable to pass on these increased costs in the form of increased prices to our clients, our margins and results of operations would be negatively affected. The rates we are charged could increase due to, among other things, increases in the salary costs of the third party contractors, which could increase as a result of, among other things, increased competition for employees, higher employee attrition rates, inflationary pressures on employee wages and salaries or other employee benefits costs, changes in government laws and regulations governing the salaries, wages and other benefits of their employees. We have only been able to include a repricing term under some of our client contracts. In some instances, on a case-by-case basis, we have been able to negotiate with our clients for a price increase. The risk of increasing our prices to cover increased cash van crew charges could

adversely affect sales volumes and/or client retention, and thereby adversely affect our business, financial condition, results of operations and cash flows.

Although we do not directly employ third-party sourced personnel, there is a possibility that we could be held responsible for wage payments if independent contractors fail to meet their obligations. In such cases, any wages paid on their behalf would be recoverable from the independent contractors. However, we have not encountered any instances of independent contractors defaulting on their obligations since April 1, 2021. Nevertheless, any requirement to fund the wage requirements of the engaged labourers may have an adverse effect on our cash flows until such amount is recovered from the contractor and on our results of operations and financial condition in the event we are unable to recover such amount from the independent contractor. Further, while we have obtained the relevant approvals for hiring contract labourers, pursuant to the Contract Labour (Regulation and Abolition) Act, 1970, as amended, the appropriate government may, after consultation with the Central Advisory Contract Labour Board or the State Advisory Contract Labour Board, prohibit, by notification, the employment of contract labour in any process, operation or other work in any establishment. Any such order from a regulatory body or court would increase our costs and decrease our flexibility to increase or decrease our workforce in response to changes in demand for our services and would have an adverse effect on our business, financial condition, results of operations and cash flows.

27. Our insurance coverage may be inadequate to protect us against all potential losses, which may have an adverse effect on our financial condition, results of operations, and cash flows.

We maintain a range of insurance policies, directors and officers liability insurance, fidelity guarantee insurance, insurance for our machines, fire and burglary insurance, marine cargo open policy insurance, employment practice liability insurance, commercial vehicle insurance, and terrorism insurance. While our insurance policies cover losses from most causes, certain of our insurance policies have exclusions for risks such as, war, and nuclear risks, along with other typical exclusions found in such policies. For further details, see “Our Business – Insurance” on page 203 and “- If we experience losses of our clients’ valuables, if our business is subjected to criminal attacks or incidents involving the use of firearms and ammunition by our personnel that could cause damage to third parties or if we are unable to obtain adequate insurance coverage for such losses at reasonable rates, or if our insurance claims get rejected, our financial condition, results of operations and cash flows could be materially and adversely affected.” on page 32.

While we believe that the insurance coverage which we maintain would be adequate to cover the standard risks associated with the operation of our business, we cannot assure you that we have taken out sufficient insurance to cover all our potential losses or that any claim under the insurance policies maintained by us will be honoured fully, in part or on time. Since April 1, 2021, we have not had a claim under an insurance policy denied by our insurers. However, we filed a complaint against United India Insurance Company Limited before the District Consumer Dispute Redressal Commission at Dwarka, New Delhi on October 29, 2020, for deficiency of service in providing our claim of ₹24.35 million arising from the special contingency insurance policy, which matter is pending. For more details, see “Outstanding Litigation and Material Developments- Litigation involving our Company – Material civil litigation by our Company” on page 370.

Our insurance policies may not provide adequate coverage in certain circumstances and are subject to certain deductibles, exclusions and limits on coverage. In addition, our insurance coverage expires from time to time. We apply for the renewal of our insurance coverage in the normal course of our business, but we cannot assure you that such renewals will be granted in a timely manner, at acceptable cost or at all. To the extent that we suffer loss or damage for which we did not obtain or maintain insurance, and which is not covered by insurance or exceeds our insurance coverage or where our insurance claims are rejected, the loss would have to be borne by us and our financial condition, results of operations and cash flows could be adversely affected. Since April 1, 2021, we have not suffered any material uninsured losses.

The table below sets forth our insurance cover as at December 31, 2024.

Particulars	As at December 31, 2024
Insurance Cover for Insurable Assets ⁽¹⁾ (₹ in million) [A]	2,256.05
Net Book Value of Insurable Assets ⁽¹⁾⁽²⁾ (₹ in million) [B]	1,957.75
Insurance Cover (%) [C=A/B]	115.24

Notes:

(1) Insurable Assets comprises property, plant and equipment (except Right of Use Assets), inventories and capital work in progress.

(2) Given the nature of our business, we own numerous vehicles, each of which is required to have a separate insurance policy in compliance with the Motor Vehicles Act, 1988. The insurance value has been considered equivalent to the net book value of these vehicles as reflected in the Restated Consolidated Financial Information.

In addition to taking efforts to decrease the amount of losses of client valuables, we also mitigate the risk by purchasing insurance coverage for losses of client valuables. For details, see “- If we experience losses of our clients’ valuables, if our business is subjected to criminal attacks or incidents involving the use of firearms and ammunition by our personnel that

could cause damage to third parties or if we are unable to obtain adequate insurance coverage for such losses at reasonable rates, or if our insurance claims get rejected, our financial condition, results of operations and cash flows could be materially and adversely affected.” on page 32.

28. Any realisation of our contingent liabilities could adversely affect our financial condition, results of operations and cash flows.

Our Restated Consolidated Financial Information disclosed and reflected the following contingent liabilities as at the dates indicated:

Particulars	As at December 31, 2024	As at March 31,		
		2024	2023	2024
	₹ in million			
Claims against the Group not acknowledged as debt:				
- Litigation matters with respect to direct taxes	352.81	351.38	350.82	350.82
- Litigation matters with respect to indirect taxes	75.13	67.89	2.51	2.51
Total	427.94	419.27	353.33	353.33

If any of these contingent liabilities as at December 31, 2024 materialise or if at any time we are compelled to pay all or a material proportion of these contingent liabilities, it could have an adverse effect on our financial condition, results of operations and cash flows. Furthermore, there can be no assurance that we will not incur contingent liabilities in the future.

29. If we fail to maintain an effective system of internal controls, we may not be able to successfully manage or accurately report our financial or operational risks.

Effective internal controls are necessary for us to prepare reliable financial reports and effectively avoid fraud. Moreover, any internal controls that we may implement, or our level of compliance with such controls, could deteriorate over time, due to evolving business conditions. There can be no assurance that additional deficiencies in our internal controls will not arise in the future, or that we will be able to implement and continue to maintain adequate measures to rectify or mitigate any such deficiencies in our internal controls. If we are unable to detect, rectify or mitigate any such deficiencies in our internal controls, it could adversely affect our ability to accurately report, or successfully manage, our operational and/or financial risks, and to avoid fraud, internal or external losses, each of which could have an adverse effect on our business, financial condition, results of operations and cash flows. We have not faced any material disruption in our internal controls since April 1, 2021.

30. Certain observations have been included in the Erstwhile Statutory Auditor’s reports on our audited standalone financial statements for the years ended March 31, 2024, March 31, 2023 and March 31, 2022 as required under the Companies (Auditor’s Report) Order, 2020. In addition, the Statutory Auditor’s report on the special purpose interim consolidated financial statements of the Group as at and for the nine months period ended 31 December 2024 includes an emphasis of matter in relation to those financial statements being special purpose financial statements.

Certain observations have been included in the Erstwhile Statutory Auditor’s reports on our audited financial statements for the years ended March 31, 2024, March 31, 2023 and March 31, 2022, as required under the Companies (Auditor’s Report) Order, 2020 (“CARO 2020 Order”), in respect of our Company in the manner set forth hereunder:

For the year ended March 31, 2024

In respect of statutory dues:

- According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/accrued in the books of account in respect of undisputed statutory dues including provident fund, employees’ state insurance, income tax, goods and service tax and other material statutory dues have generally been regularly deposited during the year by the Company with the appropriate authorities. As explained to us, the Company did not have any dues on account of service tax, value-added tax sales tax, duty of customs, duty of Excise and Cess. There were no outstanding dues (as mentioned above) as of 31st March 2024 for a period of more than six months from the date they became payable.
- According to the information and explanations given to us statutory dues relating to Goods and Service Tax, Provident Fund, Employee State Insurance, Income Tax, or other statutory dues which have not been deposited

on account of any dispute are as follows [sic]:

Nature of statute	Nature of Dues	Amount (in ₹ Million)	Period to which the amount relates	Forum where dispute is pending
Finance Act, 1994	Service Tax	2.51	Jan 2013 to March 2015	Joint Commissioner, Central Tax, Delhi
GST Act, 2017	GST	0.20	Apr 2018 - Mar 2019	Excise And Taxation
GST Act, 2017	GST	10.41	Jul 2017 - March 2018	Sales Tax Officer Class II
GST Act, 2017	GST	14.64	Apr 2018 - Mar 2019	Sales Tax Officer Class II
GST Act, 2017	GST	0.12	July 2017 - Mar 2018	Deputy Commissioner
GST Act, 2017	GST	1.63	Apr 2018 – Mar 2019	Deputy Commissioner
GST Act, 2017	GST	0.31	Jul 2017 – Mar 2018	Deputy Commissioner
GST Act, 2017	GST	10.21	Apr 2019 – Mar 2020	Assistant Commissioner of State Tax
GST Act, 2017	GST	0.86	Apr 2018 – Mar 2019	Assistant Commissioner of State Tax
GST Act, 2017	GST	0.42	Apr 2018 – Mar 2019	Assistant Commissioner
GST Act, 2017	GST	1.40	Apr 2018 – Mar 2019	Assistant Commissioner of Revenue
GST Act, 2017	GST	0.32	Apr 2019 – Mar 2020	Assistant Commissioner
GST Act, 2017	GST	1.35	Apr 2018 – Mar 2019	Assistant Commissioner, State Tax

For the year ended March 31, 2023

In respect of statutory dues:

- (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/accrued in the books of account in respect of undisputed statutory dues including provident fund, employees' state insurance, income tax, goods and service tax and other material statutory dues have generally been regularly deposited during the year by the Company with the appropriate authorities. As explained to us, the Company did not have any dues on account of service tax, value added tax, sales tax, duty of customs, duty of Excise and Cess. There were no outstanding dues (as mentioned above) as of 31st March 2023 for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us statutory dues relating to Goods and Service Tax, Provident Fund, Employee State Insurance, Income Tax, or other statutory dues which have not been deposited on account of any dispute are as follow [sic]:

Nature of statute	Nature of Dues	Amount (in ₹ Million)	Period to which the amount relates	Forum where dispute is pending
Finance Act, 1994	Service Tax	2.51	Jan 2013 - Mar- 2015	Joint commissioner, Delhi

For the year ended March 31, 2022

In respect of statutory dues:

- (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company amounts deducted /accrued in the books of account in respect of undisputed statutory dues including provident fund, employees state insurance, income tax, goods and service tax and other material statutory dues have generally been regularly deposited during the year by the Company with the appropriate authorities. As explained to us, the Company did not have any dues on account of service tax, value-added tax, sales tax, duty of customs, duty of Excise and Cess.
- (b) There were no outstanding dues (as mentioned above) as at 31st March 2022 for a period of more than six months from the date they became payable.
- (c) According to the information and explanations given to us, statutory dues relating to Goods and Service tax. Provident fund, Employees state insurance, Income-tax, or other statutory dues which have not been deposited on account of any dispute are as follows:

Nature of statute	Nature of Dues	Amount (in ₹ Million)	Period to which the amount relates	Forum where dispute is pending
Service Tax Rules	Service Tax	2.51	Apr – 12 to Mar - 15	Commissioner of Central Tax, Appeal-II, Delhi

While these observations do not require any adjustments to the Restated Consolidated Financial Information and no additional liabilities have been incurred by our Company on account of these observations, there can be no assurance that any similar remarks or observations will not form part of our financial statements for future fiscal periods.

The Statutory Auditor has audited the special purpose interim consolidated financial statements of the Group as at and for the nine months period ended 31 December 2024 (the “**Special Purpose Interim Consolidated Financial Statements**”). The Special Purpose Interim Consolidated Financial Statements and the Statutory Auditor’s report thereon are not included in this Draft Red Herring Prospectus. The Statutory Auditor’s report on the Special Purpose Interim Consolidated Financial Statements expresses an unmodified opinion and includes an Emphasis of Matter and other matter paragraph as stated below:

“We draw attention to Note 2.1 to the accompanying Special Purpose Interim Consolidated Financial Statements, which describes the basis of its preparation:

“The Special Purpose Interim Consolidated Financial Statements have been prepared by the Holding Company’s management, solely for the preparation of Restated Consolidated Financial Information of the Group for the nine-month period ended 31 December 2024, to be included in Draft Red Herring Prospectus (“DRHP”), which is to be filed by the Holding Company with the Securities and Exchange Board of India, National Stock Exchange of India Limited and BSE Limited as per requirements of Section 26 of Part I of Chapter III of the Act, read with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2018, as amended from time to time (‘SEBI ICDR Regulations’) of the Act read with Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time, in pursuance of provisions of Securities and Exchange Board of India Act, 1992 (the “ICDR Requirements”) in connection with the proposed initial public offering of equity shares of the Holding Company. Therefore, the Special Purpose Interim Consolidated Financial Statements may not be suitable for another purpose. Our report is issued solely for the aforementioned purpose, and accordingly, should not be used, referred to or distributed for any other purpose or to any other party without our prior written consent. Further, we do not accept or assume any liability or any duty of care for any other purpose for which or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing. Our opinion is not modified with respect to this matter.”

- 31. We lease or license all of our offices, including our Corporate office (which houses our National Operations Centre), our Cash Processing Centres and our branch offices. If our leases or licenses are terminated or we are unable to renew our leases on commercially acceptable terms, it could have an adverse effect on our results of operations, cash flows and financial condition.**

As at December 31, 2024, our operations were spread across India through our Corporate Office (which houses our National Operations Centre), 15 regional offices, 96 branch and hub offices, 31 processing centres, 50 vaults and eight training centres. All of the aforesaid branches, offices, vaults and training centres are operated from leased premises. Further, our Company utilizes its Registered Office, which is situated at Annapurna Bhawan, Telephone Exchange Road, Kurji, Patna, Bihar, India, 800 001, India, pursuant to a lease deed dated September 27, 2011, entered into with Rita Kishore Sinha. The lease is for a period of 11 months, and auto-renews for a period of 11 months unless terminated by either of the parties to the lease deed. The current lease provides for rent of ₹ 1,000 per month. For details, see “Our Business - Properties” on page 204. If there is any deficiency in the title document of the owner from whom we leased or licensed any of these properties, or if we are unable to renew a lease or license agreement on commercially acceptable terms, we would be required to vacate the premises and find alternative premises. Further, certain of our lease agreements can be terminated without cause, although a notice period must be provided as per such agreements. Such alternative premises may not be located as favourably as the current premises and may be at a higher rent and we would have to incur additional expenses toward civil works, the moving of furniture, fittings and fixtures, installing necessary security systems and other related expenses. Further, such alternative premises may result in additional daily running routes for our cash services business. Any additional expenses that could potentially be associated with less favourably located alternative premises could have an adverse effect on our results of operations, cash flows and financial condition.

- 32. We have a large fleet of secured vehicles and increases in the prices of fuel and lubricants, particularly, if these increases are sharp and sudden, could have an adverse effect on our financial condition, results of operations and cash flows.**

Secured vehicles are an essential part of our business for transporting cash and valuables for clients. Our secured vehicles require fuel and lubricants to operate. The table below sets forth our fuel and lubricants expenses, which are primarily costs incurred by our secured vehicles, and such expenses as a percentage of our revenue from operations for the period and Fiscals indicated.

Particulars	Nine months ended December 31, 2024	Year ended March 31,		
		2024	2023	2022
		₹ in million, except percentages		
Fuel and lubricants expenses [A]	734.76	988.14	821.24	539.70
Fuel and lubricants expenses as a percentage of revenue from operations [B = A/C] (%)	13.87%	15.59%	15.12%	13.75%
Revenue from operations [C]	5,298.58	6,338.25	5,430.34	3,925.87

If the costs of fuel and lubricants increase and we are unable to pass on these increased costs in the form of increased prices to our clients, our margins and results of operations would be negatively affected. The costs of fuel and lubricants are subject to external macroeconomic pressures over which we do not have control, including international crude oil prices, which has fluctuated in the past and may continue to fluctuate in the future, and Government policies. Increases in the prices of fuel and lubricants, particularly, if these increases are sharp and sudden, could have an adverse effect on our financial condition, results of operations and cash flows. Our contracts with clients only rarely include a repricing term for the costs of fuel and lubricants. In some instances, on a case-by-case basis, we have been able to negotiate with our clients for a price increase in response to increases in the costs of fuel and lubricants. If we were unable to increase our prices to cover increased costs of fuel and lubricants, it could adversely affect sales volumes and/or clients retention, and thereby adversely affect our business, financial condition, results of operations and cash flows.

33. ***We failed to appoint a company secretary during the periods from January 20, 2021, to July 27, 2021 and from October 20, 2021 to January 11, 2024. In addition, during Fiscal 2022, we did not establish a vigil mechanism for the directors and employees in accordance with section 177 (9) and (10) of the Companies Act 2013. We cannot assure you that no legal proceedings or regulatory actions will be initiated against us in the future in connection with this non-appointment.***

During the period from January 20, 2021, to July 27, 2021, and from October 20, 2021, to January 11, 2024, we failed to appoint a company secretary as required by section 203(1) the Companies Act, 2013 (“**First Non-Compliance**”). Further, during Fiscal 2022, our Company failed to establish a vigil mechanism as required by sections 177(9) and (10) of the Companies Act, 2013 (“**Second Non-Compliance**”). In connection with rectification of the aforesaid non-compliances, we had filed suo-moto applications for adjudication on January 10, 2025, with the Registrar of Companies, Patna (“**RoC**”). Following the applications, on February 13, 2025, the RoC, issued adjudication orders against our Company and its officers namely Sweta Prasad, Rituraj Kishore Sinha, Ravindra Kishore Sinha, Ajaykumar Ramnayan Vishwakarma, Sanjoy Kumar Nahata, Devesh Desai, Bhupesh Chhajer, and Tarkeshwar Chourasia (“**Officers in Default**”). For the First Non-Compliance, penalties amounting to ₹ 500,000 on our Company and ₹ 500,000 on each of the Officers in Default, excluding Sweta Prasad, were imposed. For Second Non-Compliance, penalties amounting to ₹ 500,000 on our Company and ₹ 100,000 each of the Officers in Default were imposed. The orders mandated the rectification of the default and payment of the penalties within 90 days of receiving the order. Our Company filed appeal applications against the orders before the Regional Director, Kolkata on February 13, 2025. As on the date of this Draft Red Herring Prospectus, the matter is currently pending. We cannot assure you that regulatory proceedings or actions will not be initiated against us in the future, or that we will not be subject to any penalty in respect of this non-appointment.

34. ***We could be subject to industrial unrest, which could adversely affect our business, financial condition, results of operations and cash flows.***

We are subject to stringent labour legislations in place that protect the interests of workers, including legislation that sets forth detailed procedures for the establishment of unions, dispute resolution and employee removal. As at February 28, 2025, none of our employees were members of labour unions. While we believe that we generally have a good working relationship with our employees, there have been instances of labor disruptions, typically related to wage disputes, which have arisen and lasted between one to three days until resolved. These disruptions have not materially impacted our business. We can also not guarantee that our employees will not take part in strikes, work stoppages or other slowdown mechanisms, any of which could adversely affect our operations. Although labour strikes are considered a force majeure event under certain of our agreements, these events could result in penalties for failure to comply with certain of our service agreements. They may also lead to a reduction in services or the termination of service agreements by clients, pursuant to the terms and conditions of our agreements. These outcomes would have an adverse effect on financial condition, results of operations and cash flows.

35. ***Our Promoters will continue to exercise influence over our Company after the completion of the Offer.***

As at the date of this Draft Red Herring Prospectus, our Promoters together hold 17,497,587 Equity Shares, which represents 88.31% of our issued, subscribed and paid-up Equity Share capital. After the completion of the Offer, our

Promoters will continue to hold majority of our post-Offer Equity Share capital. Accordingly, our Promoters will continue to exercise influence over our business, including, but not limited to, the formulation of the business plan and strategy, the management and operating structure, and all matters requiring Shareholders' approval. These matters include the composition of our Board of Directors, the adoption of amendments to our constitutional documents, the approval of mergers, strategic acquisitions, joint ventures, or the sale of substantially all of our assets, as well as policies regarding dividends, investments, financing, and capital expenditures. The Promoters may also implement a management and operating structure to exercise this influence, in accordance with the procedures prescribed under applicable laws. This fraction of ownership could also delay, defer or even prevent a change in control of our Company and could make some transactions more difficult or impossible without the support of our Promoters. Further, the Promoters' shareholding could limit the ability of a third party to acquire control. The interests of our Promoters, as our Company's controlling Shareholders, could conflict with our Company's interests or the interests of our other Shareholders. There is no assurance that our Promoters will act to resolve any conflicts of interest in our Company's or our other Shareholders' favour.

36. *The Promoters and certain members of the Promoter Group could have interests in us other than normal remuneration benefits or reimbursements of expenses incurred.*

We have entered into related party transactions with our Promoters and certain members of the Promoter Group in relation to, among other things, purchase of equipment, the provision and receipt of services, assignment of contracts, loans repayment, and interest expense on debentures/loans. For details, see Note 31 to our Restated Consolidated Financial Information included in "Restated Consolidated Financial Information" and "— We have entered into and will continue to enter into related party transactions. We cannot assure you that we could not have achieved more favourable terms had such transactions not been entered into with related parties" on pages 309 and 41, respectively.

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

We intend to utilise the Net Proceeds as set forth in "Objects of the Offer" on page 88. 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 as disclosed in this Draft Red Herring Prospectus 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 or controlling shareholders 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, at a price and manner as prescribed by SEBI. Additionally, the requirement on Promoters or controlling shareholders to provide an exit opportunity to such dissenting shareholders may deter the Promoters or controlling shareholders 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 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 any unutilized proceeds of the Fresh Issue, if any, 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, which may adversely affect our business and results of operations.

38. *Our funding requirements and the proposed deployment of Net Proceeds have not been appraised and our Company will have broad discretion over the use of the Net Proceeds.*

We intend to utilise the Net Proceeds towards funding of capital expenditure requirements for purchase of specially fabricated secured vehicles, pre-payment or scheduled re-payment of a portion of certain outstanding borrowings availed by our Company and general corporate purposes. For further details, see "Objects of the Offer – Net Proceeds" on page 88. The Objects of the Offer have not been appraised by any bank or financial institution, and our funding requirement is based management estimates, current circumstances of our business and prevailing market conditions, which are subject to changes in external factors, such as financial and market conditions, market feedback and demand of our products, competition, business strategy and interest/exchange rate fluctuations, which may not be within the control of our management. Further, as on the date of this Draft Red Herring Prospectus, the size of the Fresh Issue does not exceed ₹ 1,000 million and consequently, as per Regulation 41 of the SEBI ICDR Regulations, we are not required to appoint a monitoring agency for the use of the Net Proceeds. Based on the competitive nature of our industry, we may have to revise our business plan and/or management estimates from time to time and consequently our funding requirements may also change. Such internal estimates may differ from the value that would have been determined by third party appraisals, which

may require us to reschedule or reallocate our expenditure, subject to applicable laws. In case of increase in actual expenses or shortfall in requisite funds, additional funds for a particular activity will be met by any means available to us, including internal accruals and additional equity and/or debt arrangements, and may have an adverse impact on our business, results of operations, financial condition and cash flows. Accordingly, investors in our Equity Shares will be relying on the judgment of our management regarding the application of the Net Proceeds.

Further, pursuant to Section 27 of the Companies Act and other applicable law, any variation in the Objects of the Offer would require a special resolution of the shareholders and 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 of the Offer, at such price and in such manner in accordance with applicable law.

Our Company, in accordance with the applicable law and to attain the objects set out above, will have the flexibility to deploy the Net Proceeds. Pending utilization of the Net Proceeds for the purposes described above, our Company may temporarily deposit the Net Proceeds within one or more scheduled commercial banks included in the Second Schedule of Reserve Bank of India Act, 1934 as may be approved by our Board.

39. ***We are required to make certain payments in relation to statutory dues including contributions towards employee provident fund and employee state insurance fund and labour welfare fund. In the past, there have been instances of non-payment of contributions towards employee state insurance fund, provident fund, labour welfare fund and payments under the Income-tax Act, 1961 with statutory authorities. While no action has been initiated against us, there can be no assurance that such actions will not be initiated in the future in relation to non-payment of statutory dues.***

In the past, there have been instances of defaults or non-payment of statutory dues including in respect of contributions towards the employee state insurance corporation fund, the provident fund and the labour welfare fund with statutory authorities. The details of such defaults or non-payment of statutory dues payable by us as at December 31, 2024, are as follows:

Name of Statute	Nature of dues	Amount payable (₹ in millions)	Period to which the amount relates	Due Date	Amounts and date(s) paid (₹ in millions)	Amount unpaid (₹ in millions)	Reason of Delay
Employee Provident Fund	Provident Fund	0.61	July 2024	15-August 2024	A sum of INR 0.35 dated January 13, 2025 via TRRN No. 140250100570, sum of INR 1.33 dated January 29, 2025 via TRRN No. 1402501010092 and sum of INR 0.04 dated March 14, 2025 via TRRN No. 1402503006079 has been deposited.	1.07	This Amount pertains to employees who have yet to be registered with Employers Provident Fund Organization / other local authorities and also few cases pertaining to Aadhaar mismatch.
		0.54	August 2024	15-September 2024			
		0.18	September 2024	15-October 2024			
		0.81	October 2024	15-November 2024			
		0.37	November 2024	15-December 2024			
		0.28	December 2024	15-January 2025			
Employee State Insurance Corporation	ESIC Payable	0.41	July 2024	15-August 2024	A sum of INR 1.03 dated January 28, 2025 via TRRN No. 2036327994 and sum of INR 0.39 dated March 14, 2025 via TRRN No. 2038944409 has been deposited.	0.29	These amounts pertain to employees who were not registered with Employee State Insurance Corporation and also few cases pertaining to non-linked with current establishment due to mismatch of ESIC No./DOB/Mobile No. It has subsequently been paid.
		0.36	August 2024	15-September 2024			
		0.26	September 2024	15-October 2024			
		0.43	October 2024	15-November 2024			
		0.15	November 2024	15-December 2024			
		0.11	December 2024	15-January 2025			

Name of Statute	Nature of dues	Amount payable (₹ in millions)	Period to which the amount relates	Due Date	Amounts and date(s) paid (₹ in millions)	Amount unpaid (₹ in millions)	Reason of Delay
The Labour Welfare Fund Act	Labour Welfare Fund	0.88	Till Fiscal Year 2023	Various dates	A sum of INR 0.03 dated November 20, 2024 via Receipt No. 792312, INR 0.01 dated February 23, 2024 via Receipt No. REC24851/2023-24, INR 0.04 dated December 17, 2024 via Receipt No. 797139, INR 0.01 dated July 31, 2023 via Receipt No. ONL/2023/T/0037287, INR 0.01 dated February 04, 2024 via Receipt No. ONL/2024/T/0017781, INR 0.03 dated February 23, 2024 via Receipt No. REC24739/2023-24 has been deposited.	1.43	The amount payable towards labour welfare has not yet been deposited on account of certain administrative issues.
		0.68	Fiscal Year 2024				

As at December 31, 2024, we had a total of 398 employees for whom we are required to make certain payments in relation to the employee Provident Fund. The table below provides details relating to the employees for which the Provident Fund is applicable, and the details of the relevant dues still unpaid:

Number of employees for whom the Provident Fund was not deposited on time as at December 31, 2024	Number of employees whose Provident Fund was paid post December 31, 2024	Number of employees whose Provident Fund is still unpaid	Amount of Provident Fund still unpaid (₹ in million)
398	346	52	1.07

As at December 31, 2024, we had a total of 319 employees for whom we are required to make certain payments in relation to the Employee State Insurance Corporation (ESIC). The table below provides details relating to the employees for which the ESIC is applicable, and the details of the relevant dues still unpaid:

Number of employees for whom the ESIC was not deposited on time as at December 31, 2024	Number of employees whose ESIC was paid post December 31, 2024	Number of employees whose ESIC is still unpaid	Amount of ESIC still unpaid (₹ in million)
319	285	34	0.29

Although no legal proceedings or regulatory actions have been initiated or pending against us in relation to such non-payment of statutory dues, if we are subject to any such proceedings or regulatory actions in the future, it may have an adverse effect on our reputation, financial condition and results of operations. Further, there can be no assurance that there will be no such non-payment of statutory dues or delays in payment of statutory dues or filing of statutory returns in the future and our Company will not be subject to adverse actions by the authorities on account of any non-payment of statutory dues or delays in filing of payment of statutory dues or filing of statutory returns, which may adversely affect our reputation.

40. We might unintentionally infringe upon the intellectual property rights of others, any misappropriation of which could harm our competitive position.

While we endeavour to comply with the intellectual property rights of others, we might unintentionally infringe upon the intellectual property rights of others. We could, therefore, be susceptible to claims from third parties asserting infringement and other related claims. If claims or actions are asserted against us, we could be required to obtain a licence, modify our existing technology or cease the use of such technology and design a new non-infringing technology. Such licences or design modifications can be extremely costly. Furthermore, necessary licences may not be available to us on satisfactory terms, if at all. In addition, we could decide to settle a claim or action against us, the settlement of which could be costly.

We could also be liable for any past infringement. Any of the foregoing could adversely affect our financial condition, results of operations and cash flows.

41. ***Our business is subject to seasonal fluctuations. Our revenue from operations is higher in the third quarter of each Fiscal than in the other quarters. Any slowdown in demand for our services during the third quarter of a Fiscal could have a material adverse effect on our financial condition, results of operations and cash flows for that Fiscal.***

We experience higher volumes of business in the run up to financial and calendar year-end closings, and close to and during festivals such as Dusshera, Diwali, and Christmas due to an increase in transactions in those periods, leading to higher volumes of cash transactions and consequently, higher revenues for us. As a result, we expect our revenue from operations to be higher in the third quarter of each Fiscal than in the other quarters. Our fixed costs, which we define as finance costs, employee benefit expenses, insurance expenses, and amortisation and depreciation expense (“**Fixed Costs**”), are relatively constant throughout the Fiscal and form a significant portion of our total expenses. Consequently, any slowdown in demand for our services during the third quarter of a Fiscal could have a material adverse effect on our financial condition, results of operations and cash flows for that Fiscal. The table below sets forth our Fixed Costs and such costs as a percentage of our total expenses and revenue from operations for the period and fiscals indicated.

Particulars	Nine months ended December 31, 2024	Year ended March 31,		
		2024	2023	2022
		₹ in million, except percentages		
Finance costs	175.19	234.40	261.47	205.77
Employee benefit expenses	1,803.52	2,226.35	1,848.37	1,514.96
Insurance expenses	45.42	74.39	67.49	82.22
Amortisation and depreciation expense	263.08	329.20	519.18	342.72
Fixed Costs [A]	2,287.21	2,864.34	2,696.51	2,145.67
Fixed Costs as a percentage of total expenses [B = A/D] (%)	47.35%	49.11%	50.45%	54.54%
Fixed Costs as a percentage of revenue from operations [C = A/E] (%)	43.17%	45.19%	49.66%	54.65%
Total expenses [D]	4,830.84	5,832.16	5,344.43	3,934.14
Revenue from operations [E]	5,298.58	6,338.25	5,430.34	3,925.87

42. ***We cannot assure payment of dividends on the Equity Shares in the future and our ability to pay dividends in the future will depend upon our future earnings, financial condition, cash flows, working capital requirements, capital expenditures and restrictive covenants in our financing arrangements.***

While we have adopted a dividend policy, we have not declared any dividend on the Equity Shares of our Company in the last three Fiscals and the period from April 1, 2024, until the date of this Draft Red Herring Prospectus. For details, see “Dividend Policy” on page 257.

The declaration and payment of dividends 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. We could retain all future earnings, if any, for use in the operations and expansion of the business and, therefore, we may not declare dividends in the foreseeable future. Any future determination as to the declaration and payment of dividends will be at the discretion of our Board and will depend on factors that our Board deems relevant, including among others, the distributable surplus available under law and the funding requirements of our businesses, as outlined in our dividend distribution policy. Our ability to pay dividends is restricted under certain financing arrangements we have entered into. We cannot assure you that we will be able to pay dividends in the future. If we do not pay dividends, the realization of a gain on the Shareholders’ investments in the Equity Shares will depend on the appreciation of the price of our Equity Shares. We cannot assure you that the Equity Shares will appreciate in value.

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

Our strategy to grow our business may require us to raise additional funds for our working capital or long term business plans. We cannot assure you that such funds will be available on favourable terms or at all. Additional debt financing will increase our financing costs. Our financing agreements may contain terms and conditions that may restrict our ability to operate and manage our business, such as terms and conditions that require us to maintain certain pre-set debt service coverage ratios and leverage ratios and require us to use our assets, including our cash balances, as collateral for our

indebtedness. If we are unable to raise additional funds on favourable terms or at all as and when required, our business, financial condition, results of operations and cash flows could be adversely affected.

44. The average cost of acquisition of Equity Shares by the Selling Shareholders could be less than the Offer Price.

The average cost of acquisition of Equity Shares by the Selling Shareholders may be less than the Offer Price. The details of the average cost of acquisition of Equity Shares held by the Selling Shareholders are set out below.

Name of the Selling Shareholder	Number of the Equity Shares held	Average cost of acquisition per Equity Shares (in ₹) ⁽¹⁾
SIS Limited	77,88,892 ⁽²⁾	56.85
SMC integrated Facility Management Solutions Limited	1,919,804	256.62

Notes:

(1) As certified by the Independent Chartered Accountant pursuant to the certificate dated March 27, 2025.

(2) This includes one Equity Share each held by Bikash Chandra Mishra, Sanjay Shanker Ojha and Vinaya Kumar Srivastawa as the registered owners, however, SIS Limited is the beneficial owner of such three Equity Shares.

The Offer Price is not indicative of the price at which our Company has issued the Equity Shares in the past or that will prevail in the open market following listing of the Equity Shares.

45. We have included certain non-GAAP financial measures and certain other selected statistical information related to our business, financial condition, results of operations and cash flows in this Draft Red Herring Prospectus. These non-GAAP financial measures and statistical information could vary from any standard methodology that is applicable across our industry, and therefore may not be comparable with financial or statistical information of similar nomenclature computed and presented by other companies.

Certain non-GAAP financial measures, and other statistical information relating to our business, financial condition, results of operation and cash flows have been included in this Draft Red Herring Prospectus. We compute and disclose such non-GAAP financial measures and such other 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 financial services businesses, many of which provide such non-GAAP financial measures and other statistical and operational information when reporting their financial results. Such non-GAAP measures are not measures of operating performance or liquidity defined by generally accepted accounting principles. These non-GAAP financial measures and other 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 our industry and therefore may not be comparable to financial measures and statistical information of similar nomenclature that may be computed and presented by other companies. For information on the non-GAAP financial measures, see “Certain Conventions, Presentation of Financial, Industry and Market Data and Currency of Presentation – Non-GAAP Financial Measures” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations – Key Performance Indicators and Certain Non-GAAP Measures” on pages 24 and 331, respectively.

EXTERNAL RISKS

46. Any downturn in the macroeconomic environment in India could adversely affect our business, financial condition, results of operations and cash flows.

Our business is entirely in India. Therefore, any downturn in the macroeconomic environment in India could adversely affect our business, financial condition, results of operations and cash flows. The Indian economy could be adversely affected by various factors, such as the adverse effects of a new variant of COVID-19 or other pandemics, epidemics, political and regulatory changes, including adverse changes in the Government’s liberalisation policies, social disturbances, religious or communal tensions, terrorist attacks and other acts of violence or war, natural calamities, volatility in interest rates, volatility in commodity and energy prices, a loss of investor confidence in other emerging market economies and any worldwide financial instability. In addition, an increase in India’s trade deficit, a downgrading in India’s sovereign debt rating or a decline in India’s foreign exchange reserves could increase interest rates and adversely affect liquidity, which could adversely affect the Indian economy.

47. *The occurrence of natural disasters and man-made disasters could adversely affect our business, financial condition, results of operations and cash flows.*

The occurrence of natural disasters in India, including cyclones, storms, floods, earthquakes, tsunamis, fires, explosions, pandemics (such as COVID-19) and epidemics, and man-made disasters, including acts of terrorism, other acts of violence and war, could adversely affect our business, financial condition, results of operations and cash flows. While we maintain insurance coverage in relation to our insurable assets, it may be insufficient to protect us against all potential losses, which could adversely affect our results of operations, cash flows, and financial condition.

In addition, terrorist attacks and other acts of violence or war as well as civil unrest or rioting in India could create a perception that investment in Indian companies involves a higher degree of risk, thereby adversely affecting the market price of the Equity Shares. Since April 1, 2021, except for the COVID-19 pandemic, the occurrence of natural disasters or man-made disasters has not had a material adverse effect on our business, financial condition, results of operations or cash flows.

48. *Changing laws, rules and regulations and legal uncertainties, including any adverse application of tax laws and regulations leading to new compliance requirements could have a material adverse effect on our business, financial condition, results of operations and cash flows.*

The regulatory and policy environment in which we operate are evolving and are subject to change. For instance, having been granted licenses by the relevant state authorities in accordance with the Private Security Agencies (Regulation) Act, 2005 and the corresponding state specific rules, these laws impose certain restrictions related to the granting of licenses, including in relation to the shareholding and ownership of companies in this sector. Our business, financial condition and results of operations could be materially adversely affected by changes in the laws, rules or regulations applicable to us, or the interpretations of such existing laws, rules and regulations, or the promulgation of new laws, rules and regulations. The governmental and regulatory bodies could notify new regulations and/ or policies, which could require us to obtain approvals and licenses from the government and other regulatory bodies, impose onerous requirements and conditions on our 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 could be time-consuming as well as costly for us to resolve and could affect the viability of our current business or restrict our ability to grow our business in the future. In addition, unfavourable changes in or interpretations of existing laws, or the promulgation of new laws, rules and regulations, including foreign investment laws governing our business, operations and investments in our Company by non-residents, could result in us being deemed to be in contravention of such laws and/ or could require us to apply for additional approvals.

Tax and other levies imposed by the central and state governments in India that affect our tax liability include central and state taxes and other levies, income tax, goods and service tax, stamp duty and other special taxes and surcharges that are introduced on a temporary or permanent basis from time to time. The final determination of our tax liabilities involves the interpretation of local tax laws and related regulations in each jurisdiction as well as the significant use of estimates and assumptions regarding the scope of future operations and results achieved and the timing and nature of income earned and expenditures incurred. Moreover, the central and state tax scheme in India is extensive and subject to change from time to time. Any future increases or amendments could affect the overall tax efficiency of companies operating in India and could result in significant additional taxes becoming payable. If the tax costs associated with certain transactions because of a particular tax risk materializing are greater than anticipated, it could affect the profitability of such transactions.

The Government introduced (a) the Code on Wages, 2019 (“**Wages Code**”); (b) the Code on Social Security, 2020 (“**Social Security Code**”); (c) the Occupational Safety, Health and Working Conditions Code, 2020; and (d) the Industrial Relations Code, 2020, which consolidate, subsume and replace numerous existing central labour legislations. While the rules for implementation under these codes have not been notified, we are yet to determine the impact of all or some such laws on our business and operations, which could restrict our ability to grow our business in the future. For example, the Social Security Code aims to provide uniformity in providing social security benefits to employees, which were previously segregated under different acts and had different applicability and coverage. The Social Security Code has introduced the concept of workers outside traditional employer-employee work-arrangements (including online and digital platforms), such as ‘gig workers’ and ‘platform workers’ and provides for the mandatory registration of such workers in order to enable these workers to avail benefits of, among others, life and disability cover, health and maternity benefits and old age protection, under schemes framed under the Social Security Code from time to time. The Social Security Code also provides that such schemes could, among other things, be partly funded by contributions from online platforms. Further, the Wages Code limits the amounts that could be excluded from being accounted toward employment benefits (such as gratuity and maternity benefits) to a maximum of 50% of the wages payable to employees. The implementation of such laws could result in increase in our employee and labour costs, thereby adversely affecting our results of operations and cash flows.

Further, the Government could introduce legislation that could prescribe new investment requirements, such as those with respect to implementation of additional security measures, which could in turn lead to higher operational costs.

We could incur increased costs and other burdens relating to compliance with such new requirements, which could also require significant management time and other resources, and any failure to comply could adversely affect our business, results of operations and prospects. To the extent there are changes to the regulatory requirements to which our business is subject or if we are not able to comply with these or other regulatory requirements, we may be required to incur additional expenses or make changes to our business or we could become subject to penalties, which could include the suspension, revocation or termination of licenses, permits or approvals and limit our ability to operate and manage our business.

49. *Our ability to raise foreign capital may be constrained by Indian law.*

As an Indian company, we are subject to exchange controls that regulate borrowing in foreign currencies. Such regulatory restrictions could limit our financing sources and could constrain our ability to obtain funding on competitive terms and refinance existing indebtedness.

As an Indian company, we are subject to exchange controls that regulate borrowing in foreign currencies. Such regulatory restrictions could limit our financing sources and could constrain our ability to obtain funding on competitive terms and refinance existing indebtedness.

In addition, the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 (“**NDI Rules**”) permits FDI in the Company up to 49% of the paid-up capital of our Company on a fully diluted basis through government route. However, pursuant to the consolidated FDI Policy, effective from October 15, 2020, issued by the DPIIT, and any modifications thereto or substitutions thereof, issued from time to time (the “**Consolidated FDI Policy**”), and subject to compliance with PSARA, a private security agency is permitted to have FDI up to 74% of the Company’s issued and paid-up capital on fully diluted basis, wherein FDI up to 49% of the Company’s issued and paid-up capital on fully diluted basis is permitted under the automatic route and beyond FDI 49% and up to 74% of the Company’s issued and paid-up capital on fully diluted basis is permitted under the government route. While the FDI Policy was issued on October 15, 2020, corresponding amendments in the permissible FDI limits for private security companies have not been made in the FEMA NDI Rules to date. In the absence of such corresponding amendments to the FEMA NDI Rules and the restrictions under PSARA, our Company does not propose to raise any foreign capital in the Offer and foreign investors cannot be deemed to own and control our Company. Any change in our Company’s shareholding or control, as a result of which our Company ceases to be a “company owned by resident Indian citizens” or a “company controlled by resident Indian citizens”, within the meaning of the FDI Policy, FEMA and FEMA NDI Rules could have an adverse impact on our business and financial condition.

Accordingly, the Offer is restricted to Indian residents and institutional investors and other bodies corporate registered as Indian investors only. For further details. See “*Offer Procedure*” on page 408.

Such, and other, limitations on raising foreign capital could adversely affect our business results of operations, financial condition and cash flows.

50. *A third party could be prevented from acquiring control over our Company because of anti-takeover provisions under Indian law.*

There are provisions in Indian law that could delay, deter or prevent a future takeover or change in control of our Company. These provisions could discourage or prevent certain types of transactions involving actual or threatened change in control of us. Under the Takeover Regulations, an acquirer has been defined as any person who, directly or indirectly, acquires or agrees to acquire shares or voting rights or control over a company, whether individually or acting in concert with others. Although these provisions have been formulated to ensure that interests of investors/shareholders are protected, these provisions could also discourage a third party from attempting to take control of our Company.

51. *A downgrade in India’s sovereign debt rating by international rating agencies could adversely affect our debt ratings and the terms on which we are able to raise additional borrowings or refinance any existing borrowings.*

India’s sovereign debt rating could be downgraded due to several factors, including changes in tax or fiscal policy or a decline in India’s foreign exchange reserves, all of which are outside our control. Any adverse changes to India’s sovereign debt rating by international rating agencies could adversely affect our debt ratings and the terms on which we are able to raise additional borrowings or refinance any existing borrowings, which could have an adverse effect on our business, financial condition, results of operations and cash flows.

52. *If inflation rises in India, increased costs could result in a decrease in our profits.*

Increasing inflation in India could cause the costs of rent, wages, and other expenses to rise. If we are unable to increase our revenues sufficiently to offset our increased costs due to inflation, it could have an adverse effect on our business, financial condition, results of operations and cash flows.

Risks Relating to the Equity Shares and the Offer

53. *Statistical and industry data in this Draft Red Herring Prospectus are derived from the CRISIL Report, which was commissioned and paid for by us for the purpose of the Offer. Reliance on information from the CRISIL Report for making an investment decision in the Offer is subject to inherent risks.*

This Draft Red Herring Prospectus includes information that is derived from the CRISIL Report, which was prepared by CRISIL Limited and commissioned and paid for by us for the purpose of the Offer pursuant to an engagement letter dated October 16, 2024. CRISIL Limited is not in any manner related to our Company, our Directors or our Promoters. A copy of the CRISIL Report will be available on our Company's website at <https://www.sisprosegur.com/> from the date of the Red Herring Prospectus until the Bid/Offer Closing Date.

The CRISIL Report is subject to various limitations and based upon certain assumptions that are subjective in nature. The CRISIL Report contains estimates, projections and forecasts as well as forward looking statements that could prove to be incorrect. The CRISIL Report is not a recommendation to buy or sell securities in any company covered in the CRISIL Report. Accordingly, prospective investors should not place undue reliance on or base their investment decision solely on information derived from the CRISIL Report included in this Draft Red Herring Prospectus.

54. *The determination of the Price Band is based on various factors and assumptions and the Offer Price of the Equity Shares could not be indicative of the market price of the Equity Shares upon listing on the Stock Exchanges. Investors bear the risk of fluctuations in the price of Equity Shares and there can be no assurance that a liquid market for the Equity Shares will develop following the listing of the Equity Shares on the Stock Exchanges.*

There has been no public market for the Equity Shares prior to the Offer, the determination of the Price Band is based on various factors and assumptions and will be determined by our Company in consultation with the BRLM. The Offer Price will be determined by our Company in consultation with the BRLM, through the Book Building Process in terms of Regulation 28 and Schedule XIII of SEBI ICDR Regulations. The relevant financial parameters based on which the Price Band will be determined shall be disclosed in the advertisement that will be issued for the publication of the Price Band. The Offer Price will be based on numerous factors, as described under in "Basis for Offer Price" on page 98. This price may not necessarily be indicative of the market price of the Equity Shares after the Offer is completed. You may not be able to re-sell your Equity Shares at or above the Offer Price and could, as a result, lose all or part of your investment. The price at which the Equity Shares will trade at after the Offer will be determined by the marketplace and could be influenced by many factors, including:

- our financial condition, results of operations and cash flows;
- the history of and prospects for our business;
- an assessment of our management, our past and present operations and the prospects for as well as timing of our future revenues and cost structures;
- the valuation of publicly traded companies that are engaged in business activities similar to ours;
- quarterly variations in our results of operations;
- results of operations that vary from the expectations of securities analysts and investors;
- results of operations that vary from those of our competitors;
- changes in expectations as to our future financial condition, including financial estimates by research analysts and investors;
- a change in research analysts' recommendations;
- announcements by us or our competitors of significant acquisitions, strategic alliances, joint operations or capital commitments;
- announcements of significant claims or proceedings against us;
- new laws and government regulations that directly or indirectly affect our business;
- additions or departures of Key Managerial Personnel;
- changes in interest rates;
- fluctuations in stock market prices and volume; and

- general economic conditions.

The Indian stock markets have, from time to time, experienced significant price and volume fluctuations that have affected market prices for the securities of Indian companies. As a result, investors in the Equity Shares could experience a decrease in the value of the Equity Shares regardless of our financial condition, results of operations and cash flows.

The Equity Shares are expected to trade on NSE and BSE after the Offer, but there can be no assurance that active trading in the Equity Shares will develop after the Offer, or if such trading develops that it will continue. Investors may not be able to sell the Equity Shares at the quoted price if there is no active trading in the Equity Shares.

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

The Equity Shares will be listed on the Stock Exchanges. Pursuant to applicable Indian laws, certain actions must be completed before the Equity Shares can be listed and trading in the Equity Shares may commence. The Allotment of Equity Shares in this Offer and the credit of such Equity Shares to the applicant's demat account with depository participant could take approximately two Working Days from the Bid/ Offer Closing Date and trading in the Equity Shares upon receipt of final listing and trading approvals from the Stock Exchanges is expected to commence within three Working Days of the Bid/ Offer Closing Date. There could be a failure or delay in listing of the Equity Shares on the Stock Exchanges. Any failure or delay in obtaining the approval or otherwise any delay in commencing trading in the Equity Shares would restrict investors' ability to dispose their Equity Shares. There can be no assurance that the Equity Shares will be credited to investors' demat accounts, or that trading in the Equity Shares will commence, within the time periods specified in this risk factor. We could also be required to pay interest at the applicable rates if allotment is not made, refund orders are not dispatched or demat credits are not made to investors within the prescribed time periods.

56. *We will not receive any proceeds from the Offer for Sale.*

The Offer consists of a Fresh Issue and an Offer for Sale. The Selling Shareholders will be entitled to the proceeds from the Offer for Sale. The expenses of the Selling Shareholders will, at the outset, be borne by our Company and the Selling Shareholders will reimburse our Company for such expenses (inclusive of taxes) incurred by our Company on behalf of the Selling Shareholders, in relation to the Offer in the manner as prescribed under applicable law and in a manner as may be mutually agreed among our Company and the Selling Shareholders. Our Company will not receive any proceeds from the Offer for Sale. For more details, see "*Objects of the Offer*" on page 88.

57. *Investors can be subject to Indian taxes arising out of capital gains on the sale of the Equity Shares and dividends paid thereon.*

Under current Indian tax laws, unless specifically exempted, capital gains arising from the sale of equity shares held as investments in an Indian company are generally taxable in India. Any capital gain realized on the sale of listed equity shares on a recognised stock exchange held for more than 12 months immediately preceding the date of transfer will be subject to long term capital gains in India at the specified rates depending on certain factors, such as whether the sale is undertaken on or off the Stock Exchanges, the quantum of gains, and any available treaty relief. Accordingly, the Investors may be subject to payment of long-term capital gains tax in India, in addition to payment of Securities Transaction Tax, on the sale of any Equity Shares held for more than 12 months immediately preceding the date of transfer. Securities Transaction Tax will be levied on and collected by a domestic stock exchange on which the Equity Shares are sold. Further, any capital gains realized on the sale of listed equity shares held for a period of 12 months or less immediately preceding the date of transfer will be subject to short-term capital gains tax in India.

Capital gains arising from the sale of the Equity Shares will not be chargeable to tax in India in cases where relief from such taxation in India is provided under a treaty between India and the country of which the seller is resident and the seller is entitled to avail benefits thereunder, subject to certain conditions. Generally, Indian tax treaties do not limit India's ability to impose tax on capital gains. As a result, residents of other countries may be liable for tax in India as well as in their own jurisdiction on a gain upon the sale of the Equity Shares.

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

Investors are advised to consult their own tax advisors and to carefully consider the potential tax consequences of owning Equity Shares.

58. *QIBs and Non-Institutional Bidders 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.*

Pursuant to the SEBI ICDR Regulations, QIBs and Non-Institutional Bidders 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 Bidding can revise their Bids during the Bid/ Issue Period and withdraw their Bids until Bid/ Issue Closing Date. While our Company is required to complete Allotment within six Working Days from the Bid or Offer Closing Date, events affecting the Bidders' decision to invest in the Equity Shares, including material adverse changes in international or national monetary policy, political or economic conditions, or changes to our business or financial condition, could arise between the date of submission of the Bid and Allotment. Our Company may complete the Allotment of the Equity Shares even if such events occur, and such events could limit the Bidders' ability to sell the Equity Shares Allotted pursuant to the Offer or cause the trading price of the Equity Shares to decline on listing.

59. *Foreign investors are subject to investment restrictions under Indian law that could decrease the attractiveness of investing in the Equity Shares, which could adversely affect the trading price of the Equity Shares.*

Under foreign exchange regulations currently in force in India, transfers of shares between non-residents and residents are freely permitted (subject to certain restrictions), if they comply with the valuation and reporting requirements specified by the RBI. If a transfer of shares is not in compliance with such requirements and does not fall under any of the exceptions specified by the RBI, then the RBI's prior approval is 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. Further, this conversion is subject to the shares having been held on a repatriation basis and, either the security having been sold in compliance with the pricing guidelines or, the RBI's approval having been obtained for the sale of shares and corresponding remittance of the sale proceeds. We cannot assure you that any required approval from the RBI or any other governmental agency can be obtained with or without any particular terms or conditions.

Further, in accordance with Press Note No. 3 (2020 Series), dated April 17, 2020, issued by the Department for Promotion of Industry and Internal Trade, Government of India, and the Foreign Exchange Management (Non-debt Instruments) Amendment Rules, 2020, which came into effect from April 22, 2020, investments where the beneficial owner of the Equity Shares is situated in or is a citizen of a country which shares land border with India, can only be made through the Government approval route, as prescribed in the FDI Policy. These investment restrictions shall also apply to subscribers of offshore derivative instruments. We cannot assure you that any required approval from the RBI or any other governmental agency can be obtained on any particular terms or at all.

Our ability to raise foreign capital under the FDI route is therefore constrained by Indian law, which could adversely affect our business, financial condition, results of operations and cash flows. For further information, see "*Restrictions on Foreign Ownership of Indian Securities*" on page 427.

60. *Holders of Equity Shares could be restricted in their ability to exercise pre-emptive rights under Indian law and could thereby suffer future dilution of their ownership position.*

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

However, if the law of the jurisdiction that you are in does not permit the exercise of such pre-emptive rights without our Company filing an offering document or registration statement with the applicable authority in such jurisdiction, you will be unable to exercise such pre-emptive rights unless our Company makes such a filing. Our Company may elect not to file a registration statement in relation to pre-emptive rights otherwise available by Indian law to you. To the extent that you are unable to exercise pre-emptive rights granted in respect of the Equity Shares, you could suffer future dilution of your ownership position and your proportional interests in our Company would be reduced.

61. *Subsequent to the listing of the Equity Shares on the Stock Exchanges, we could be subject to surveillance measures, such as the Additional Surveillance Measures and the Graded Surveillance Measures by the Stock Exchanges in order to enhance the integrity of the market and safeguard the interest of investors.*

Subsequent to the listing of the Equity Shares, we could be subject to Additional Surveillance Measures (“**ASM**”) and Graded Surveillance Measures (“**GSM**”) by the Stock Exchanges. These measures are in place to enhance the integrity of the market and safeguard the interest of investors. The criteria for shortlisting any security trading on the Stock Exchanges for ASM is based on objective criteria, which includes market based parameters such as high low price variation, concentration of client accounts, close to close price variation, market capitalization, average daily trading volume and its change, and average delivery percentage, among others. Securities are subject to GSM when its price is not commensurate with the financial health and fundamentals of the issuer.

Specific parameters for GSM include net worth, net fixed assets, price to earnings ratio, market capitalization and price to book value, among others. Factors within and beyond our control could lead to our securities being subject to GSM or ASM. In the event our Equity Shares are subject to such surveillance measures implemented by any of the Stock Exchanges, we could be subject to certain additional restrictions in connection with trading of our Equity Shares such as limiting trading frequency (for example, trading either allowed once in a week or a month) or freezing of price on upper side of trading which could have an adverse effect on the market price of our Equity Shares or could in general cause disruptions in the development of an active trading market for our Equity Shares.

62. *Any future issuance of Equity Shares or convertible securities or other equity-linked securities by us could dilute your shareholding and sales of the Equity Shares by our major shareholders could adversely affect the trading price of the Equity Shares.*

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

63. *There is no guarantee that our Equity Shares will be listed, or continue to be listed, on the Indian stock exchanges in a timely manner, or at all, and prospective investors will not be able to immediately sell their Equity Shares on NSE and BSE.*

In accordance with Indian law and practice, final approval for listing and trading of our Equity Shares will not be granted until after certain actions have been completed in relation to this Offer and until our Equity Shares have been issued and allotted. Such approval will require the submission of all other relevant documents authorizing the issuance of our Equity Shares. In accordance with current regulations and circulars issued by SEBI, our Equity Shares are required to be listed on BSE and NSE within such time as mandated under UPI Circulars, subject to any change in the prescribed timeline in this regard. Accordingly, we cannot assure you that the trading in our Equity Shares will commence in a timely manner or at all and there could be a failure or delay in listing our Equity Shares on the NSE and BSE, which would adversely affect your ability to sell our Equity Shares.

SECTION III: INTRODUCTION

THE OFFER

The details of the Offer are summarized below.

Offer of Equity Shares⁽¹⁾⁽²⁾	Up to [●] Equity Shares of face value ₹ 10 each, aggregating up to ₹ [●] million
<i>of which:</i>	
Fresh Issue ⁽¹⁾	Up to [●] Equity Shares of face value ₹ 10 each, aggregating up to ₹ 1,000.00 million
Offer for Sale ⁽²⁾	Up to 3,715,150 Equity Shares of face value ₹10 each aggregating up to ₹ [●] million
The Offer consists of:	
A) QIB Portion ⁽³⁾	Not less than [●] Equity Shares of face value ₹ 10 each aggregating up to ₹ [●] million
<i>of which:</i>	
Anchor Investor Portion	Up to [●] Equity Shares of face value ₹ 10 each
Net QIB Portion (assuming Anchor Investor Portion is fully subscribed)	[●] Equity Shares of face value ₹ 10 each
<i>of which:</i>	
Available for allocation to Mutual Funds only (5% of the Net QIB Portion)	[●] Equity Shares of face value ₹ 10 each
Balance of QIB Portion for all QIBs including Mutual Funds	[●] Equity Shares of face value ₹ 10 each
B) Non-Institutional Portion⁽⁴⁾⁽⁵⁾	Not more than [●] Equity Shares of face value ₹ 10 each
<i>of which:</i>	
One-third of the Non-Institutional Portion available for allocation to Bidders with an application size more than ₹ 200,000 to ₹ 1,000,000	[●] Equity Shares of face value ₹ 10 each
Two-third of the Non-Institutional Portion available for allocation to Bidders with an application size of more than ₹ 1,000,000	[●] Equity Shares of face value ₹ 10 each
C) Retail Portion ⁽⁵⁾	Not more than [●] Equity Shares of face value ₹ 10 each
Pre and Post-Offer Equity Shares	
Equity Shares outstanding prior to the Offer (as at the date of this Draft Red Herring Prospectus)	19,813,664 Equity Shares of face value ₹ 10 each
Equity Shares outstanding after the Offer	[●] Equity Shares of face value ₹ 10 each
Use of Net Proceeds	See “Objects of the Offer” on page 88 for details regarding the use of Net Proceeds.

(1) The Offer has been authorized by our Board pursuant to a resolution adopted at its meeting held on November 19, 2024, and the Fresh Issue has been approved by our Shareholders pursuant to a special resolution adopted at their extraordinary general meeting held on November 20, 2024, in accordance with Section 62(1)(c) of the Companies Act, 2013.

(2) Our Board has taken on record the consent of each of the Selling Shareholders to severally and not jointly participate in the Offer for Sale pursuant to its resolution dated December 23, 2024. Each of the Selling Shareholders has, severally and not jointly, specifically authorized its respective participation in the Offer for Sale to the extent of its respective portion of the Offered Shares pursuant to their respective consent letters. The details of such authorisations are provided below:

Name of the Selling Shareholder	Aggregate amount of Offer for Sale (₹ million)	Number of Equity Shares offered in the Offer for Sale	Date of board resolution/ authorization	Date of consent letter
SIS Limited	Up to [●]	Up to 1,795,346 Equity Shares of face value ₹ 10 each	December 21, 2024	December 21, 2024
SMC Integrated Facility Management Solutions Limited	Up to [●]	Up to 1,919,804 Equity Shares of face value ₹ 10 each	December 19, 2024	December 21, 2024

The Offered Shares are eligible to be offered for sale in the Offer in accordance with Regulations 8 of the SEBI ICDR Regulations, as on the date of this Draft Red Herring Prospectus.

(3) Our Company may, in consultation with the BRLM, allocate up to 60% of the QIB Portion to 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 the event of under-subscription in the Anchor Investor Portion, the remaining 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 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. However, if the aggregate demand from Mutual Funds is less than as specified above, the balance Equity Shares available for Allotment in the Mutual Fund Portion will be added to the Net QIB Portion and allocated proportionately to the QIB Bidders (other than Anchor Investors) in proportion to their

Bids. For details, see “Offer Procedure” on page 408.

- (4) Further, (a) one-third of the portion available to NIBs shall be reserved for applicants with application size of more than ₹ 200,000 and up to ₹ 1,000,000 and (b) two-third of the portion available to NIBs shall be reserved for applicants with application size of more than ₹ 1,000,000. Provided that the unsubscribed portion in either of the sub-categories specified in clauses (a) or (b), may be allocated to applicants in the other sub-category of NIBs. The allocation to each NIB shall not be less than the applicable minimum application size, subject to availability of Equity Shares in the Non-Institutional Portion and the remaining available Equity Shares, if any, shall be allocated on a proportionate basis in accordance with the conditions specified in this regard in Schedule XIII of the SEBI ICDR Regulations.
- (5) Allocation to Bidders in all categories, except Anchor Investors, if any, Non-Institutional Bidders and Retail Individual Bidders, shall be made on a proportionate basis subject to valid Bids received at or above the Offer Price. The allocation to each Non-Institutional Bidder and Retail Individual Bidder shall not be less than the minimum Bid Lot, subject to availability of Equity Shares in the Non-Institutional Portion and the Retail Portion and the remaining available Equity Shares, if any, shall be allocated on a proportionate basis. Allocation to Anchor Investors shall be on a discretionary basis. For details, see “Offer Procedure” on page 408.

For details, including in relation to grounds for rejection of Bids, see “Offer Procedure” on page 408. For details of the terms of the Offer, see “Terms of the Offer” on page 397.

SUMMARY OF FINANCIAL INFORMATION

The following tables set forth the summary financial information derived from the Restated Consolidated Financial Information. The summary financial information presented below should be read in conjunction with “*Financial Information*” and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” beginning on pages 258 and 323, respectively.

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RESTATED CONSOLIDATED STATEMENT OF ASSETS AND LIABILITIES

(all amounts are in ₹ million, except share data, number of shares and unless stated otherwise)

	Particulars	As at			
		December 31, 2024	March 31, 2024	March 31, 2023	March 31, 2022
A	ASSETS				
	Non-current assets				
	Property, plant and equipment	2,285.46	1,972.48	1,495.56	1,307.00
	Capital work-in-progress	26.82	44.61	202.93	-
	Goodwill	865.35	865.35	865.35	865.35
	Other intangible assets	3.88	3.95	0.44	0.67
	Financial assets:				
	(i) Other financial assets	35.54	55.87	85.53	96.50
	Deferred tax assets (net)	283.32	339.48	459.28	422.79
	Income tax assets (net)	149.08	147.55	171.02	122.57
	Other non-current assets	4.96	21.79	9.68	13.59
	Total non-current assets	3,654.41	3,451.08	3,289.79	2,828.47
	Current assets				
	Inventories	5.98	8.48	11.21	7.48
	Financial assets:				
	(i) Trade receivables	806.44	812.93	613.84	569.71
	(ii) Cash and cash equivalents	549.85	366.49	362.23	309.62
	(iii) Bank balances other than (ii) above	998.99	830.57	791.82	682.02
	(iv) Other financial assets	693.11	673.25	624.30	527.71
	Other current assets	399.45	346.39	306.19	260.80
	Total current assets	3,453.82	3,038.11	2,709.59	2,357.34
	Total assets	7,108.23	6,489.19	5,999.38	5,185.81
B	EQUITY AND LIABILITIES				
	Equity				
	Equity share capital	198.14	198.14	198.14	198.14
	Other equity	1,735.74	1,347.07	848.11	654.33
	Total equity	1,933.88	1,545.21	1,046.25	852.47
	Liabilities				
	Non-current liabilities				
	Financial liabilities				
	(i) Borrowings	1,267.29	1,427.98	1,583.13	1,413.67
	(ia) Lease liabilities	418.09	327.48	322.40	324.63
	Provisions	107.47	97.03	88.35	85.88
	Deferred tax liabilities (net)	112.51	102.72	101.72	100.87
	Total non- current liabilities	1,905.36	1,955.21	2,095.60	1,925.05
	Current liabilities:				
	Financial liabilities:				
	(i) Borrowings	648.73	631.36	802.51	787.75
	(ia) Lease liabilities	62.19	53.82	36.85	29.41
	(ii) Trade payables				
	(a) Total outstanding dues of micro enterprises and small enterprises	6.86	25.75	58.26	20.94
	(b) Total outstanding dues of creditors other than micro enterprises and small enterprises	1,407.80	1,356.92	993.95	686.50
	(iii) Other current financial liabilities	991.19	802.62	887.88	776.30
	Other current liabilities	88.13	48.96	37.40	30.57
	Provisions	64.09	69.34	40.68	76.82

Particulars		As at			
		December 31, 2024	March 31, 2024	March 31, 2023	March 31, 2022
	Total current liabilities	3,268.99	2,988.77	2,857.53	2,408.29
	Total liabilities	5,174.35	4,943.98	4,953.13	4,333.34
	Total equity and liabilities	7,108.23	6,489.19	5,999.38	5,185.81

RESTATED CONSOLIDATED STATEMENT OF PROFIT AND LOSS

(all amounts are in ₹ million, except share data, number of shares and unless stated otherwise)

Particulars	For nine months period ending December 31, 2024	For the Fiscal		
		2024	2023	2022
Income				
Revenue from operations	5,298.58	6,338.25	5,430.34	3,925.87
Other income	59.17	117.08	74.23	35.54
Total income	5,357.75	6,455.33	5,504.57	3,961.41
Expenses				
Employee benefits expense	1,803.52	2,226.35	1,848.37	1,514.96
Finance costs	175.19	234.40	261.47	205.77
Depreciation and amortization expenses	263.08	329.20	519.18	342.72
Other expenses	2,589.05	3,042.21	2,715.41	1,870.69
Total expenses	4,830.84	5,832.16	5,344.43	3,934.14
Profit before tax	526.91	623.17	160.14	27.27
Tax expense				
a) Current tax	73.98	(0.11)	9.00	-
b) Deferred tax	65.52	121.69	(37.40)	(20.25)
Total tax expense/(credit)	139.50	121.58	(28.40)	(20.25)
Profit after tax	387.41	501.59	188.54	47.52
Other comprehensive income				
Items that will not be reclassified to profit or loss:				
Re-measurement of defined benefits plans	1.69	(3.52)	7.00	10.67
Income tax relating to above mentioned item	(0.43)	0.89	(1.76)	(2.69)
Other comprehensive income/(loss) for the period/year (net of taxes)	1.26	(2.63)	5.24	7.98
Total comprehensive income for the period/year (net of taxes)	388.67	498.96	193.78	55.50
Earnings per equity share (EPS) (face value ₹ 10/- per share)				
Basic (₹)	19.55	25.32	9.52	2.40
Diluted (₹)	19.55	25.32	9.52	2.40

RESTATED CONSOLIDATED STATEMENT OF CASH FLOWS

(all amounts are in ₹ million, except share data, number of shares and unless stated otherwise)

S No	Particulars	For nine months period ending December 31, 2024	Fiscal		
			2024	2023	2022
A.	Cash flows from operating activities				
	Profit before tax	526.91	623.17	160.14	27.27
	Adjusted for:				
	Depreciation and amortization expenses	263.08	329.20	519.18	342.72
	Unrealised foreign exchange loss	-	-	-	1.23
	Net gain on sale of property, plant and equipment	(3.12)	(29.28)	(17.67)	(6.47)
	Finance costs	175.19	234.40	261.47	205.77
	Interest income	(56.25)	(79.09)	(62.39)	(29.07)
	Allowance / (Reversal) for expected credit loss	74.26	(20.59)	158.83	91.74
	Operating profit before working capital changes	980.07	1,057.81	1,019.56	633.19
	Movement in working capital:				
	Movement in trade receivables	(67.76)	(178.50)	(202.97)	280.60
	Movement in inventories	2.50	2.73	(3.73)	0.44
	Movement in other current assets	(53.04)	29.94	(26.43)	(138.21)
	Movement in other current financial assets	(9.90)	(52.16)	(88.49)	60.84
	Movement in trade payables	31.98	321.46	335.95	242.91
	Movement in provisions	3.90	28.08	(29.22)	11.59
	Movement in other current liabilities	39.17	11.57	6.84	(6.74)
	Movement in other current financial liabilities	186.51	12.90	185.24	(25.36)
	Movement in other non-current assets	(0.14)	3.41	(0.47)	(7.76)
	Movement in other non-current financial assets	0.41	5.77	(22.74)	(7.40)
	Cash generated from operations	1,113.70	1,243.01	1,173.54	1,044.10
	Direct tax (paid), net of refunds	(75.50)	(46.58)	(57.45)	(68.24)
	Net cash flow generated from operating activities	1,038.20	1,196.43	1,116.09	975.86
B.	Cash Flows From Investing Activities				
	Purchase of property plant and equipment and changes in capital work in progress including capital creditors and capital advances	(392.90)	(594.39)	(845.72)	(811.02)
	Proceeds from sale/disposal of property, plant and equipment	5.13	55.58	18.93	10.85
	Redemption of fixed deposits	568.02	1,233.24	593.35	-
	Investment in fixed deposits	(734.08)	(1,256.99)	(686.47)	(518.87)
	Interest received	44.12	79.39	52.91	8.96
	Net cash (used in) investing activities	(509.71)	(483.17)	(867.00)	(1,310.08)
C.	Cash Flows From Financing Activities				
	Proceeds from long term borrowings	338.93	1,079.31	869.66	924.74
	Repayment of long term borrowings	(431.35)	(1,111.73)	(345.23)	(193.33)
	Repayment of notes/debentures	(50.00)	(150.00)	(294.00)	-
	Interest paid	(128.78)	(273.07)	(310.17)	(171.19)
	Payment of lease liabilities	(73.27)	(109.42)	(69.78)	(66.24)
	Net cash (used in)/generated from financing activities	(344.47)	(564.91)	(149.52)	493.98
D.	Net increase in cash and cash equivalents (A+B+C)	184.02	148.35	99.57	159.76
E.	Cash and cash equivalents at the beginning of the period/year	365.83	217.48	117.91	(41.85)
	Cash and cash equivalents at the end of the period/year (D+E)	549.85	365.83	217.48	117.91

S No	Particulars	For nine months period ending December 31, 2024	Fiscal		
			2024	2023	2022
	Cash and cash equivalents as per above comprise the following:				
	Cash and cash equivalents	549.85	366.49	362.23	309.62
	Cash credit	-	(0.66)	(144.75)	(191.71)
	Balances as per statement of cash flows	549.85	365.83	217.48	117.91

GENERAL INFORMATION

Registered Office of our Company

Annapurna Bhawan, Telephone Exchange Road, Kurji, Patna, Bihar, 800 001, India

Corporate identification number: U74140BR2011PLC017533

Registration Number: 017533

Corporate Office of our Company

B-26, Okhla Industrial Area, Phase-1, New Delhi, 110 020, India.

Details of incorporation and changes in the name and registered office of our Company

For details of our incorporation and changes to our name and registered office, see “*History and Certain Corporate Matters*” on page 212.

Address of the RoC

Our Company is registered with the RoC, Bihar at Patna.

Registrar of Companies, Bihar at Patna

Maurya Lok Complex,
Block A, Western Wing,
4th Floor, Dak Banglow Road,
Patna, Bihar, 800 001, India

Board of Directors

As of the date of this Draft Red Herring Prospectus, the Board of Directors comprises the following:

S. No.	Name	Designation	DIN	Address
1.	Rituraj Kishore Sinha*	Chairman and Non-Executive (nominee) Director	00477256	702, Ridgewood Tower, Omaxe Forest, Sector - 92, Noida, Uttar Pradesh, 201 301, India.
2.	Devesh Desai*	Non-Executive (nominee) Director	07562622	B-603, Bairavi Crux Luxor, Chellerkere, Sy. No. 110/2-3, Opp. St. Rocks Church, Bangalore, 560 043, India.
3.	Tirumalai Cunnavakum Anandanpillai Ranganathan	Independent Director	03091352	236, SFS Flats, Munirka Vihar, Opposite J.N.U. Campus, South-West, New Delhi – 110067, India.
4.	Ravindra Pandey	Independent Director	07188637	3503, Bldg. No. 1, Auris Serenity Tower-1 Kachpada, Off Link Road, Malad (West), Mumbai, Maharashtra, 400 064, India.
5.	Ajaykumar Ramnayan Vishwakarma#	Non-Executive (nominee) Director	06991167	2998, S V Patel, Near M.M. School, Shivnagar, Ambarnath, Thane, Maharashtra, 421 501, India.
6.	Bhupesh Chhajer#	Non-Executive (nominee) Director	07904996	Mansion 13, KYD Street, 2 nd Floor, Park Street H.O., Kolkata, West Bengal, 700 016, India.
7.	Aishwarya Malhi	Independent Director	08553350	1207, First Floor, Opposite Galleria Market, Arjun Nagar, Gurgaon, Haryana, 120 002, India.
8.	Mohit Aggarwal	Independent Director	01073952	A-2/41, Paschim Vihar, New Delhi, 110 063, India.

*Nominee director of SIS Limited

#Nominee director of Singpai Pte. Ltd

For further details of our Board, see “*Our Management*” beginning on page 225.

Company Secretary and Compliance Officer

Karan Kathuria

B-26, Okhla

Industrial Area, Phase-1,
New Delhi, 110 020, India.

Tel: +91 11 40404444

E-mail: karan.kathuria@sisprosegur.com

Filing of this Draft Red Herring Prospectus

A copy of this Draft Red Herring Prospectus has been uploaded on the SEBI intermediary portal at <https://siportal.sebi.gov.in> as specified in Regulation 25(8) of the SEBI ICDR Regulations and the SEBI ICDR Master Circular. and has been emailed to SEBI 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” and as specified in Regulation 25(8) of the SEBI ICDR Regulations. Further, a copy of this Draft Red Herring Prospectus shall be filed with SEBI at following address:

Securities and Exchange Board of India

Corporation Finance Department

Division of Issues and Listing

SEBI Bhavan, Plot No.C4-A, 'G' Block

Bandra Kurla Complex, Bandra (East),

Mumbai, 400 051, Maharashtra, India

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, 2013 shall be filed with the RoC and a copy of the Prospectus shall be filed with the RoC under Section 26 of the Companies Act, 2013 through the electronic portal at <https://www.mca.gov.in/content/mca/global/en/foportal/fologin.html>.

Book Running Lead Manager

DAM Capital Advisors Limited

PG-1, Ground Floor, Rotunda Building,

Dalal Street, Fort, Mumbai,

Maharashtra, 400 001, India

Tel: +91 22 4202 2500

E-mail: siscash.ipo@damcapital.in

Investor Grievance ID: complaint@damcapital.in

Contact Person: Arpi Chheda

Website: www.damcapital.in

SEBI Registration Number: MB/INM000011336

Syndicate Members

[●]

Legal Advisers to our Company as to Indian Law

Economic Laws Practice

9th Floor, Berger Tower, Sector 16 B,

Noida, Uttar Pradesh, 201 301, India

Statutory Auditor of our Company

Walker Chandiok & Co LLP

21st Floor, DLF Square, Jacaranda Marg,

DLF Phase II, Gurugram, Haryana, 122 002, India

Tel: +91 124 462 8099

E-mail : nitin.toshniwal@walkerchandiok.in

Firm Registration No.: 001076N/N500013
Peer Review Certificate No.: 014158

Changes in Statutory Auditor

Except as disclosed below, there has been no change in our auditors in the three years preceding the date of this Draft Red Herring Prospectus:

Name of Auditor	Date of Change	Reason for Change
Walker Chandiok & Co LLP Address: 21 st Floor, DLF Square, Jacaranda Marg, DLF Phase II, Gurugram, 122 002, India Tel.: +91 124 462 8099 E-mail: nitin.toshniwal@walkerchandiok.in Firm Registration No.: 001076N/N500013 Peer Review Certificate No.: 014158	October 12, 2024	Appointed as the Statutory Auditor
Saxena & Saxena, Chartered Accountants Address: 603-604, New Delhi House, 27, Barakhamba Road, New Delhi, 110 001, India Tel.: 011-4304 4999 E-mail: dksaxena@saxenaandsaxena.in Firm Registration No.: 006103N Peer Review Certificate No.: 014152	September 19, 2024	Resignation as statutory auditor due to preoccupied commitments
Saxena & Saxena, Chartered Accountants Address: 603-604, New Delhi House, 27, Barakhamba Road, New Delhi, 110 001, India Tel.: 011-4304 4999 E-mail: dksaxena@saxenaandsaxena.in Firm Registration No.: 006103N Peer Review Certificate No.: 014152	August 30, 2022	Appointed as the statutory auditors
A. Mitra & Associates, Chartered Accountants Address: 514, Ashiana Tower, Exhibition Road, Patna, 800 001, India Tel.: 0612-2323948 E-mail: a_m_asso2003@yahoo.co.in Firm Registration No.: 005268C Peer Review Certificate No: Nil	August 30, 2022	Completion of tenure of two consecutive five-year terms

Registrar to the Offer

MUFG Intime India Private Limited (Formerly Link Intime India Private Limited)

C-101, 247 Park, 1st Floor L.B.S. Marg,
Vikhroli (West) Mumbai 400 083,
Maharashtra, India
Telephone: +91 81 0811 4949
E-mail: siscs.ipo@in.mpms.mufg.com
Website: https://in.mpms.mufg.com
Investor Grievance E-mail: siscs.ipo@in.mpms.mufg.com
Contact Person: Shanti Gopalkrishnan
SEBI Registration No.: INR000004058

Banker(s) to the Offer

Escrow Collection Bank(s)

[•]

Refund Bank(s)

[•]

Public Offer Account Bank(s)

[•]

Sponsor Banks

[•]

Bankers to our Company

Axis Bank Limited

Address: Plot No 25, 3rd Floor, Pusa Road, Karol Bagh, New Delhi, 110 005, India

Telephone: +91 011-47396668

E-mail: bijan1.mohanty@axisbank.com

Website: www.axisbank.com

Contact Person: Bijan Kumar Mohanty

ICICI Bank Limited

Address: ICICI Bank Towers, Bandra-Kurla Complex, Mumbai, 400 051, India

Telephone: +91-22 26531414

E-mail: nishit.singh@icicibank.com

Website: www.icicibank.com

Contact Person: Nishit Singh

Yes Bank Limited

Address: Yes Bank Limited, 4th Floor, Max Towers, Sector 16B, Noida

Telephone: 0120-6791620

E-mail: mohit.gupta2@yesbank.in

Website: www.yesbank.in

Contact Person: Mohit Gupta

Designated Intermediaries

Self-Certified Syndicate Banks

The list of SCSBs notified by SEBI for the ASBA process, where the Bid Amount will be blocked by authorising an SCSB, a list of which is available at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes> updated, or at such other website as may be prescribed by SEBI from time to time. A list of the Designated Branches of the SCSBs with which an ASBA Bidder (other than UPI Bidders using the UPI Mechanism), not bidding through Syndicate/ Sub Syndicate or through a Registered Broker, RTA or CDP-may submit the Bid cum Application Forms, is available at <https://sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40> or such other website as may be prescribed by SEBI from time to time.

SCSBs and mobile applications enabled for UPI mechanism

In accordance with SEBI ICDR Master Circular, UPI Bidders may only apply through the SCSBs and mobile applications using the UPI handles and whose names appear on the website of SEBI, which may be updated from time to time. A list of SCSBs and mobile applications, which are live for applying in public issues using UPI mechanism, specified on the website of SEBI <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40> and (<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43>) respectively, as updated from time to time or at such other websites as may be prescribed by SEBI from time to time.

Syndicate SCSB Branches

In relation to Bids (other than Bids by Anchor Investors and RIBs) submitted under the ASBA process 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 (www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes&intmId=35) and updated from time to time or any such other website as may be prescribed by SEBI from time to time. For more information on such branches collecting Bid cum Application Forms from the Syndicate at Specified Locations, see the website of the SEBI at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35>, as updated from time to time.

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 www.bseindia.com and www.nseindia.com, 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 www.nseindia.com/products-services/initial-public-offerings-asba-procedures, 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 BSE at www.bseindia.com/Static/Markets/PublicIssues/RtaDp.aspx? and on the website of NSE at www.nseindia.com/products/content/equities/ipos/asba_procedures.htm, as updated from time to time.

Credit Rating

As the Offer is an initial public offering of Equity Shares, the appointment of a credit rating agency is not required.

IPO Grading

No credit rating agency registered with the SEBI has been appointed in respect of obtaining grading for the Offer.

Debenture Trustees

As the Offer is an initial public offering of Equity Shares, the appointment of debenture trustees is not required.

Monitoring Agency

Our Company is not required to appoint a monitoring agency in relation to Regulation 41 of the SEBI ICDR Regulations for this Offer.

Appraising Agency

The objects of the Offer for which the Net Proceeds will be utilized have not been appraised by any agency.

Green Shoe Option

No green shoe option is contemplated under the Offer.

Experts

Except as stated below, our Company has not obtained any expert opinions.

Our Company has received written consent dated March 27, 2025 from the Statutory Auditor to include their name as required under the Companies Act, 2013 in this Draft Red Herring Prospectus and as an “expert” as defined under Section 2(38) of the Companies Act, 2013 in respect of their (i) examination report dated March 25, 2025 on the Restated Consolidated Financial Information; and (ii) the statement of possible special tax benefits to our Company and its Shareholders dated March 27, 2025, included in this Draft Red Herring Prospectus and such consent has not been withdrawn as of the date of this Draft Red Herring Prospectus.

Our Company has received written consent dated March 27, 2025 from the Erstwhile Statutory Auditor to include their name as required under the Companies Act in this Draft Red Herring Prospectus and as an “expert” as defined under Section 2(38) read with section 2(65) of the Companies Act, 2013, in respect of the certificate for loan utilisation of the Company issued by them, included in this Draft Red Herring Prospectus and such consent has not been withdrawn as of the date of this Draft Red Herring Prospectus.

Our Company has received written consent dated March 27, 2025 from Independent Chartered Accountant, holding a valid peer review certificate from the ICAI, to include their name as required under Section 26(5) of the Companies Act, 2013 read with 77 SEBI ICDR Regulations in this Draft Red Herring Prospectus and as an ‘expert’ as defined under Section 2(38) of Companies Act, 2013 in respect of the certificates issued by them in their capacity as an independent chartered

accountant to our Company, and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.

Our Company has received written consent dated March 23, 2025, from Sudhir Vishnupant Hulyalkar, to include their name as the independent practicing company secretary as required under Section 26(1) of the Companies Act, 2013 read with the SEBI ICDR Regulations and as an “expert” as defined under Section 2(38) of the Companies Act, 2013 and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.

Statement of Responsibility of the BRLM

DAM Capital Advisors Limited is the sole Book Running Lead Manager to the Offer. The table below sets forth responsibilities of the BRLM.

S No.	Activity
1.	Capital structuring, positioning strategy and due diligence of the Company including the operations/management/business plans/legal etc. Drafting and design of the DRHP, RHP and Prospectus and of statutory advertisements, preparation of Audiovisual (AV) presentation and publicity material including media monitoring, corporate advertising, brochure, etc. and filing of media compliance report, application form and Abridged Prospectus.
2.	Ensuring compliance with stipulated requirements and completion of prescribed formalities with the Stock Exchanges, RoC and SEBI including finalisation of DRHP, RHP, Prospectus and RoC filing.
3.	Appointment of intermediaries – Bankers to the Offer, Sponsor Bank, Syndicate Members, share escrow agent, Registrar to the Offer, advertising agency, printers to the Offer including co-ordination for agreements.
4.	Domestic institutional marketing including banks/ mutual funds, preparation of publicity budget, and allocation of investors for meetings and finalizing road show schedules.
5.	Preparation of road show presentation and FAQs
6.	Non-Institutional and retail marketing of the Offer, which will cover, <i>inter alia</i> : Formulating marketing strategies, preparation of publicity budget; Finalise media and public relation strategy; Finalising centres for holding conferences for stockbrokers, investors, etc; Finalising collection centres 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.
7.	Managing anchor book related activities including anchor co-ordination, Anchor CAN, intimation of anchor allocation and submission of letters to regulators post completion of anchor allocation, and coordination with Stock Exchanges for anchor intimation, book building software, bidding terminals and mock trading.
8.	Managing the book and finalization of pricing in consultation with Company
9.	Post-Offer activities – finalisation of the basis of allotment, coordination with various agencies connected with the post-offer activity such as registrar to the offer, bankers to the offer, Self-Certified Syndicate Banks etc., including responsibility for underwriting arrangements, as applicable, listing of instruments, demat credit and refunds / unblocking of funds, payment of the applicable STT on behalf of the Selling Shareholder, coordination for investor complaints related to the Offer, submission of final post issue report

Book Building Process

Book Building Process, in the context of the Offer, refers to the process of collection of Bids from Bidders on the basis of the Red Herring Prospectus and the Bid cum Application Forms and the Revision Forms within the Price Band and minimum Bid Lot. The Price Band and the minimum Bid Lot size will be decided by our Company in consultation with the BRLM, and shall be advertised in [●] in all editions of the English national daily newspaper [●] and all editions of the Hindi national daily newspaper [●] (Hindi being the regional language of Bihar, where our Registered Office is located), each with wide circulation, and advertised at least two Working Days prior to the Bid/Offer Opening Date and shall be made available to the Stock Exchanges to upload on their respective websites. The Offer Price shall be determined by our Company, in consultation with the BRLM, 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 UPI Bidders 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 are not permitted to participate in the Anchor Investor Portion through the ASBA process.

In accordance with the SEBI ICDR Regulations, QIBs Bidding in the QIB Portion and Non-Institutional Bidders bidding in the Non-Institutional Portion are not allowed to withdraw or lower the size of their Bids (in terms of the

quantity of the Equity Shares or the Bid Amount) at any stage. Retail Individual Bidders can revise their Bids during the Bid/Offer Period and can 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. See “Offer Structure” and “Offer Procedure” beginning on pages 404 and 408, respectively.

Except for Allocation to RIBs, NIBs and Anchor Investors, allocation in the Offer will be on a proportionate basis. Allocation to the Anchor Investors will be on a discretionary basis. For allocation to the Non-Institutional Bidders, the following shall be followed:

- a) One-third of the portion available to Non-Institutional Bidders shall be reserved for Bidders with application size of more than ₹ 200,000 and up to ₹1,000,000; and
- b) Two-thirds of the portion available to Non-Institutional Bidders shall be reserved for Bidders with application size of more than ₹1,000,000.

Provided that the unsubscribed portion in either of the sub-categories specified under clauses (a) or (b), may be allocated to Bidders in the other sub-category of Non-Institutional Bidders.

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

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

Bidders should note that the Offer is also subject to obtaining the final listing and trading approvals of the Stock Exchanges, which our Company shall apply for after Allotment; and filing of the Prospectus with the RoC.

THIS OFFER IS BEING MADE ONLY TO RESIDENT INDIAN BIDDERS AND THE EQUITY SHARES IN THIS OFFER WILL NOT IN ANY CIRCUMSTANCE BE OFFERED TO PERSONS IN ANY JURISDICTION OUTSIDE INDIA AND/OR OWNED AND CONTROLLED BY PERSONS IN ANY JURISDICTION OUTSIDE INDIA.

For further details on the method and procedure for Bidding, see “Offer Structure” and “Offer Procedure” beginning on pages 404 and 408 respectively.

Illustration of Book Building and Price Discovery Process

For an illustration of the Book Building Process and the price discovery process, see “Offer Procedure” on page 408.

Underwriting Agreement

The Underwriting Agreement has not been executed as on the date of this Draft Red Herring Prospectus and will be executed after the determination of the Offer Price and allocation of Equity Shares, 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, who shall be merchant bankers or stockbrokers registered with SEBI, for the Equity Shares proposed to be offered through the Offer. The Underwriting Agreement is dated [●]. The extent of underwriting obligations and the Bids to be underwritten by each Underwriter shall be in accordance with the Underwriting Agreement. It is proposed that pursuant to the terms of the Underwriting Agreement, the obligations of the Underwriters will be several and will be subject to conditions specified therein.

The Underwriters have indicated their intention to underwrite such number of Equity Shares as disclosed below:

(This portion has been intentionally left blank and will be filled in before the Prospectus is filed with the RoC)

Name, address, telephone number and e-mail address of the Underwriters	Indicative number of Equity Shares to be underwritten	Amount underwritten (in ₹ million)
[●]	[●]	[●]

The abovementioned underwriting commitments are indicative and will be finalized after determination of the Offer Price and Basis of Allotment and the allocation of Equity Shares, subject to and in accordance with the provisions of the SEBI ICDR Regulations.

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

Notwithstanding the above table, the Underwriters will be severally responsible for ensuring payment with respect to Equity Shares allocated to Bidders procured by them in accordance with the Underwriting Agreement.

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

CAPITAL STRUCTURE

Our Company's share capital, as of the date of this Draft Red Herring Prospectus, is disclosed below.

(₹ except share data)			
S. No.	Particulars	Aggregate Value (at face value) (in ₹)	Aggregate Value at Offer Price*
A.	AUTHORIZED SHARE CAPITAL ⁽¹⁾		
	22,000,000 Equity Shares of face value of ₹ 10 each	220,000,000	[●]
B.	ISSUED, SUBSCRIBED AND PAID-UP CAPITAL BEFORE THE OFFER		
	19,813,664 Equity Shares of face value of ₹ 10 each	198,136,640	[●]
C.	PRESENT OFFER		
	Offer of up to [●] Equity Shares of face value of ₹ 10 each aggregating up to ₹ [●] million ⁽²⁾ which includes	[●]	[●]
	Fresh Issue of up to [●] Equity Shares of face value of ₹ 10 each aggregating up to ₹ 1,000.00 million ⁽²⁾	[●]	[●]
	Offer for Sale of up to 3,715,150 Equity Shares of face value of ₹ 10 each aggregating up to ₹ [●] million ⁽²⁾⁽³⁾	[●]	[●]
D.	ISSUED, SUBSCRIBED AND PAID-UP CAPITAL AFTER THE OFFER*#		
	[●] Equity Shares of face value of ₹ 10 each	[●]	[●]
E.	SECURITIES PREMIUM ACCOUNT		
	Before the Offer		1,490,270,000.00
	After the Offer		[●]

*To be included upon finalization of Offer Price.

#Assuming full subscription in the Offer.

- (1) For details in relation to the changes in the authorised share capital of our Company in the last 10 years, see "History and Certain Corporate Matters - Amendments to our Memorandum of Association in the last 10 years" beginning on page 213.
- (2) The Offer has been authorized by our Board pursuant to a resolution adopted at its meeting held on November 19, 2024, and the Fresh Issue has been approved by our Shareholders pursuant to a special resolution adopted at their meeting held on November 20, 2024.
- (3) Each of the Selling Shareholders, severally and not jointly, authorized the Offer for Sale and confirmed that their respective portion of the Offered Shares are eligible for the Offer for Sale in accordance with Regulations 8 and 8A of the SEBI ICDR Regulations, as on the date of this Draft Red Herring Prospectus. Our Board has taken on record the consent and approval for the Offer for Sale by each of the Selling Shareholders pursuant to a resolution dated December 23, 2024. For details of the authorizations by the Selling Shareholders in relation to the Offer for Sale, see "The Offer" and "Other Regulatory and Statutory Disclosures" on page 62 and 386.

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Notes to Capital Structure

1. Share Capital History of our Company

(a) Equity share capital

The history of the Equity Share capital of our Company is disclosed below:

Date of allotment	Number of Equity Shares allotted	Face value per Equity Share (in ₹)	Issue price per Equity Share (in ₹)	Reason for/ nature of allotment	Nature of consideration	Cumulative number of Equity Shares	Cumulative paid-up Equity Share capital (in ₹)	Name of allottees		
September 28, 2011 [#]	10,000	10	10	Initial subscription to the Memorandum of Association	Cash	10,000	100,000	S. No.	Name of the allottee/shareholder	Number of Equity Shares of face value of ₹ 10 each allotted
								1.	Rituraj Kishore Sinha	5,000
								2.	Ravindra Kishore Sinha	5,000
February 8, 2012	8,175,165	10	10	Further issue	Cash	8,185,165	81,851,650	SIS Limited*		
February 10, 2012	7,864,178	10	81.67	Further issue	Cash	16,049,343	160,493,430	Singpai Pte. Ltd.		
January 24, 2015	3,499,338	10	256.62	Rights issue	Cash	19,548,681	195,486,810	S. No.	Name of the allottee/shareholder	Number of Equity Shares allotted
								1.	SIS Limited*	1,784,662
								2.	Singpai Pte. Ltd.	1,714,676
May 15, 2015	264,983	10	256.62	Rights issue	Cash	19,813,664	198,136,640	S. No.	Name of the allottee/shareholder	Number of Equity Shares allotted
								1.	SIS Limited*	135,142
								2.	Singpai Pte. Ltd.	129,841

*The name of Security and Intelligence Services (India) Limited was changed to SIS Limited. For more details, please see section titled "Our Promoter and Promoter Group – Details of our Promoters – SIS Limited" on page 244

[#]Our Company was incorporated on September 27, 2011. The date of subscription to the Memorandum of Association is September 27, 2011, and our Board allotted the Equity Shares pursuant to such subscription to the Memorandum of Association on September 28, 2011.

(b) **Preference share capital**

Our Company has not issued any preference shares since its inception.

2. **Secondary Transactions**

Except as disclosed in the section titled “-Build-up of Promoters’ Equity shareholding in our Company” and “-Details regarding build-up of the Equity shareholding of the members of the Promoter Group and Selling Shareholders” on pages 80 and 81, respectively, there are no secondary transactions of the Equity Shares involving our Promoters, members of our Promoter Group and Selling Shareholders.

3. **Issue of Equity Shares at a price lower than the Offer Price in the last one year**

Our Company has not issued any Equity Shares during the period of one year preceding the date of this Draft Red Herring Prospectus.

4. **Issue of Equity Shares for consideration other than cash**

Our Company has not issued any Equity Shares in the past for consideration other than cash.

5. **Issue of Equity Shares out of revaluation reserves or by way of bonus issue**

Our Company has not issued any Equity Shares out of revaluation reserves or by way of bonus issue since incorporation.

6. **Issue of Equity Shares pursuant to schemes of arrangement**

Our Company has not issued any Equity Shares in the past pursuant to a scheme of arrangement approved under Section 391-394 of the Companies Act, 1956 or Sections 230-234 of the Companies Act, 2013.

7. **Details of Build-up, Contribution and Lock-in of Promoters’ Shareholding and Lock-in of other Equity Shares**

As of the date of this Draft Red Herring Prospectus, our Promoters hold Equity Shares constituting 88.31 % of the issued, subscribed and paid-up share capital of our Company.

The details regarding our Promoters’ shareholding are set out below.

(a) **Build-up of Promoters’ Equity Shareholding in our Company**

The build-up of the Equity Shareholding of our Promoters since incorporation of our Company is set out below:

Date of allotment/transfer	Nature of transaction	Number of Equity Shares allotted/ transferred	Nature of consideration	Face value per Equity Share (in ₹)	Issue/ transfer price per Equity Share (in ₹)	Pre- Offer Equity Share capital (in %)	Post- Offer Equity Share capital (in %)
SIS Limited (also the Promoter Selling Shareholder)							
September 28, 2011	Share transfer from Ravindra Kishore Sinha	4,999	Cash	10	10	0.03	[●]
September 28, 2011	Share transfer from Rituraj Kishore Sinha	4,999	Cash	10	10	0.03	[●]
February 8, 2012	Further issue	8,175,165	Cash	10	10	41.26	[●]
February 10, 2012	Share transfer from Ravindra Kishore Sinha	1	Cash	10	10	0.00	[●]
February 10, 2012	Share transfer from Rituraj Kishore Sinha	1	Cash	10	10	0.00	[●]
January 24,	Rights issue	1,784,662	Cash	10	256.62	9.01	[●]

Date of allotment/ transfer	Nature of transaction	Number of Equity Shares allotted/transferred	Nature of consideration	Face value per Equity Share (in ₹)	Issue/ transfer price per Equity Share (in ₹)	Pre- Offer Equity Share capital (in %)	Post- Offer Equity Share capital (in %)
2015							
March 23, 2015	Share transfer to SMC**	(1,784,662)	Cash	10	256.62	(9.01)	[●]
May 15, 2015	Rights issue	135,142	Cash	10	256.62	0.68	[●]
June 11, 2015	Share transfer to SMC**	(135,142)	Cash	10	256.62	(0.68)	[●]
January 29, 2016	Share transfer to Gujarat Fusion Glass LLP	(396,273)	Cash	10	94.13	(2.00)	[●]
October 16, 2024	Share transfer to Bikash Chandra Mishra *	(1)	Cash	10	10	0.00	[●]
October 16, 2024	Share transfer to Sanjay Shanker Ojha*	(1)	Cash	10	10	0.00	[●]
October 16, 2024	Share transfer to Vinaya Kumar Srivastawa*	(1)	Cash	10	10	0.00	[●]
Total (A)		7,788,889				39.31	[●]
Singpai Pte. Ltd.							
February 10, 2012	Further issue	7,864,178	Cash	10	81.67	39.69	[●]
January 24, 2015	Rights issue	1,714,676	Cash	10	256.62	8.65	[●]
May 15, 2015	Rights issue	129,841	Cash	10	256.62	0.66	[●]
Total (B)		9,708,695				49.00	[●]
Total (A+B)		17,497,584				88.31	[●]

*This includes one Equity Share each held by Bikash Chandra Mishra, Sanjay Shanker Ojha and Vinaya Kumar Srivastawa as the registered owners, however, SIS Limited is the beneficial owner of such three Equity Shares.

**The name of Service Master Clean Limited was changed to SMC Integrated Facility Management Solutions Limited pursuant to a fresh certificate of incorporation issued by Registrar of Companies dated July 13, 2023.

(b) *Details regarding build-up of the Equity shareholding of the members of the Promoter Group and Selling Shareholders:*

The details regarding the build-up of the Equity shareholding of our Promoter Group Selling Shareholder is disclosed below:

Date of allotment/ transfer	Nature of transaction	Number of Equity Shares	Nature of consideration	Face value per Equity Share (in ₹)	Issue/ transfer price per Equity Share (in ₹)	Pre- Offer Equity Share capital (in %)	Post- Offer Equity Share capital (in %)
SMC Integrated Facility Management Solutions Limited							
March 23, 2015	Share transfer from SIS Limited	1,784,662	Cash	10	256.62	9.01	[●]
June 11, 2015	Share transfer from SIS Limited	135,142	Cash	10	256.62	0.68	[●]
Total		1,919,804				9.69	[●]

For details of the build-up of shareholding of our Promoter Selling Shareholder, SIS Limited, please refer to section titled “-Build-up of Promoters’ Equity shareholding in our Company” on page 80.

(c) *Details of Promoters’ contribution and lock-in*

Pursuant to Regulations 14 and 16(1)(a) of the SEBI ICDR Regulations, an aggregate of at least 20% of the post- Offer Equity Share capital of our Company held by our Promoters shall be considered as the minimum Promoters' contribution and is required to be locked-in for a period of three years from the date of Allotment ("**Minimum Promoters' Contribution**"). Our Promoters' shareholding in excess of 20% shall be locked in for a period of one year from the date of Allotment.

The details of the Equity Shares held by our Promoters, which shall be locked-in for Minimum Promoters' Contribution for a period of three years, from the date of Allotment are set out below:*

Name of the Promoter	Number of Equity Shares of face value ₹ 10 each locked-in	Date up to which Equity Shares are subject to lock-in	Date of acquisition of Equity Shares and when made fully paid-up	Nature of transaction	Face value (in ₹)	Issue/Acquisition price per Equity Share (in ₹)	Pre-Offer Equity Share capital (in %)	Post-Offer Equity Share capital (in %)
[•]	[•]	[•]	[•]	[•]	[•]	[•]	[•]	[•]

*To be populated prior to filing of the Prospectus with the RoC.

The Promoters have given their consent to include such number of Equity Shares held by them as may constitute 20% of the post- Offer Equity Share capital of our Company as the Minimum Promoters' Contribution and have agreed not to dispose, sell, transfer, charge, pledge or otherwise encumber in any manner, the Minimum Promoters' Contribution from the date of filing of this Draft Red Herring Prospectus, until the commencement of the lock-in 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. 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 held that are being locked-in will not be ineligible for computation of Minimum Promoters' Contribution in terms of Regulation 15 of the SEBI ICDR Regulations. For details of the build-up of the Equity Share capital held by our Promoters, see "*-Build-up of Promoters' Equity shareholding in our Company*" beginning on page 80.

In this connection, we confirm the following:

- (i) The Equity Shares offered towards Minimum Promoters' Contribution have not been acquired during the three immediately preceding years (a) for consideration other than cash and revaluation of assets or capitalization of intangible assets, or (b) arising from bonus issue by utilization of revaluation reserves or unrealized profits of our Company or from a bonus issue against Equity Shares held, which are otherwise ineligible for computation of Minimum Promoters' Contribution;
 - (ii) The Equity Shares offered towards Minimum Promoters' Contribution have not been acquired by our Promoters during the year immediately preceding the date of this Draft Red Herring Prospectus at a price lower than the Offer Price;
 - (iii) Our Company has not been formed by the conversion of one or more partnership firms or a limited liability partnership firm into a company;
 - (iv) The Equity Shares forming part of the Minimum Promoters' Contribution are not subject to any pledge; and
 - (v) All Equity Shares held by our Promoters are in dematerialized form as of the date of this Draft Red Herring Prospectus.
- (d) *Details of Equity Shares locked-in*

In addition to the Equity Shares proposed to be locked-in as part of the Minimum Promoters' Contribution and the Promoter's shareholding in excess of 20% of the post- Offer Equity Share capital of our Company, which will be locked in for one year as stated above and as prescribed under the SEBI ICDR Regulations, the entire pre- Offer Equity Share capital of our Company (including any unsubscribed portion of the Offered Shares) will be locked-in for a period of six months from the date of Allotment of Equity Shares in the Offer in accordance with Regulations 16(b) and 17 of the SEBI ICDR Regulations except the Equity Shares transferred pursuant to the Offer for Sale.

(e) *Lock-in of the Equity Shares to be Allotted, if any, to the Anchor Investors*

50% of the Equity Shares Allotted to Anchor Investors under the Anchor Investor Portion shall be locked-in for a period of 90 days from the date of Allotment, and the remaining 50% of the Equity Shares Allotted to Anchor Investors under the Anchor Investor Portion shall be locked-in for a period of 30 days from the date of Allotment.

(f) *Other requirements in respect of lock-in*

Pursuant to Regulation 20 of the SEBI ICDR Regulations, our Company shall ensure that details of locked-in Equity Shares will be recorded by the relevant Depository.

Pursuant to Regulation 21 of the SEBI ICDR Regulations, the locked-in Equity Shares held by our Promoters may be pledged only with scheduled commercial banks or public financial institutions or a Systemically Important NBFC or a housing finance company as collateral security for loans granted by such scheduled commercial bank or public financial institution or Systemically Important NBFC or housing company, provided that specified conditions under the SEBI ICDR Regulations are complied with. However, the relevant lock-in period shall continue pursuant to the invocation of the pledge referenced above, and the relevant transferee shall not be eligible to transfer the Equity Shares till the relevant lock-in period has expired in terms of the SEBI ICDR Regulations.

Pursuant to Regulation 22 of the SEBI ICDR Regulations, the Equity Shares held by our Promoters, which are locked-in in accordance with Regulation 16 of the SEBI ICDR Regulations, may be transferred to and among our Promoters and any member of the Promoter Group, or to a new promoter of our Company and the Equity Shares held by any persons other than our Promoters, which are locked-in in accordance with Regulation 17 of the SEBI ICDR Regulations, may be transferred to and among such other persons holding specified securities that are locked in, subject to continuation of the lock-in in the hands of the transferee for the remaining period and compliance with the SEBI Takeover Regulations, as applicable.

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8. Shareholding Pattern of our Company

The table below presents the shareholding of our Company as of the date of this Draft Red Herring Prospectus.

Category (I)	Category of Shareholder (II)	Number of Shareholders (III)	Number of fully paid-up Equity Shares held (IV)	Number of partly paid-up Equity Shares held (V)	Number of shares underlying depository receipts (VI)	Total number of Equity Shares held (VII) = (IV)+(V)+(VI)	Shareholding as a % of total number of Equity Shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	Number of voting rights held in each class of securities (IX)				Number 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			Total as a % of (A+B+C)			Number (a)	As a % of total shares held (b)	Number (a)	As a % of total shares held (b)	
								Class: Equity Shares	Class: Others	Total								
(A)	Promoters and Promoter Group	6**	1,94,17,391	-	-	1,94,17,391	98.00	1,94,17,391	-	-	98.00	-	-	-	-	-	-	1,94,17,391
(B)	Public	1	3,96,273	-	-	3,96,273	2.00	3,96,273	-	-	2.00	-	-	-	-	-	-	3,96,273
(C)	Non-Promoter-Non-Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C1)	Shares Underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C2)	Shares held by Employee Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Total	7	1,98,13,664	--	--	1,98,13,664	100.00	1,98,13,664	--	--	100.00	-	-	-	-	-	-	1,98,13,664

** This includes one Equity Share each held by Bikash Chandra Mishra, Sanjay Shanker Ojha and Vinaya Kumar Srivastawa as the registered owners, however, SIS Limited is the beneficial owner of such three Equity Shares.

9. **Details of the Shareholding of the major Shareholders of our Company**

- (1) Set out below are details of the Shareholders holding 1% or more of the paid-up Equity Share capital of our Company and the number of Equity Shares held by them as of the date of this Draft Red Herring Prospectus:

S. No.	Name of Shareholder	Number of Equity Shares held	Pre- Offer Equity Share capital s (in %)
1.	SIS Limited	7,788,892*	39.31
2.	Singpai Pte. Ltd.	9,708,695	49.00
3.	SMC Integrated Facility Management Solutions Limited	1,919,804	9.69
4.	Gujarat Fusion Glass LLP	396,273	2.00
	Total	19,813,664	100.00

**This includes one Equity Share each held by Bikash Chandra Mishra, Sanjay Shanker Ojha and Vinaya Kumar Srivastawa as the registered owners, however, SIS Limited is the beneficial owner of such three Equity Shares.*

- (2) Set out below are details of the Shareholders who held 1% or more of the paid-up Equity Share capital of our Company and the number of Equity Shares held by them 10 days prior to the date of this Draft Red Herring Prospectus:

S. No.	Name of Shareholder	Number of Equity Shares held	Pre- Offer Equity Share capital s (in %)
1.	SIS Limited	7,788,892*	39.31
2.	Singpai Pte. Ltd.	9,708,695	49.00
3.	SMC Integrated Facility Management Solutions Limited	1,919,804	9.69
4.	Gujarat Fusion Glass LLP	396,273	2.00
	Total	19,813,664	100.00

**This includes one Equity Share each held by Bikash Chandra Mishra, Sanjay Shanker Ojha and Vinaya Kumar Srivastawa as the registered owners, however, SIS Limited is the beneficial owner of such three Equity Shares.*

- (3) Set out below are details of the Shareholders who held 1% or more of the paid-up equity share capital of our Company and the number of Equity Shares held by them one year prior to the date of this Draft Red Herring Prospectus:

S. No.	Name of Shareholder	Number of Equity Shares held	Pre- Offer Equity Share capital (in %)
1.	SIS Limited	7,788,892	39.31
2.	Singpai Pte. Ltd.	9,708,695	49.00
3.	SMC Integrated Facility Management Solutions Limited	1,919,804	9.69
4.	Gujarat Fusion Glass LLP	396,273	2.00
	Total	19,813,664	100.00

- (4) Set out below are details of the Shareholders who held 1% or more of the paid-up equity share capital of our Company and the number of Equity Shares held by them two years prior to the date of this Draft Red Herring Prospectus:

S. No.	Name of Shareholder	Number of Equity Shares held	Pre- Offer Equity Share capital (in %)
1.	SIS Limited	7,788,892	39.31
2.	Singpai Pte. Ltd.	9,708,695	49.00
3.	SMC Integrated Facility Management Solutions Limited	1,919,804	9.69
4.	Gujarat Fusion Glass LLP	396,273	2.00
	Total	19,813,664	100.00

10. **Details of the Shareholding of our Promoters, members of our Promoter Group, Directors, Key Managerial Personnel and Senior Management**

None of our Promoters and members of our Promoter Group hold any Equity Shares in our Company as of the date of this Draft Red Herring Prospectus other than as disclosed below.

S. No.	Name of the Shareholder	Number of Equity Shares	Pre - Offer Equity Share capital (in %)	Post-Offer of Equity Share capital (in %)
Promoters				
1.	SIS Limited	7,788,892 [^]	39.31	[●]
2.	Singpai Pte. Ltd.	9,708,695	49.00	[●]
Promoter Group				
3.	SMC Integrated Facility Management Solutions Limited	1,919,804	9.69	[●]
Total		19,417,391	98.00	[●]

[^]This includes one Equity Share each held by Bikash Chandra Mishra, Sanjay Shanker Ojha and Vinaya Kumar Srivastawa as the registered owners, however, SIS Limited is the beneficial owner of such three Equity Shares.

Further, none of our Directors, Key Managerial Personnel or Senior Management hold any Equity Shares in our Company as of the date of this Draft Red Herring Prospectus.

11. Our Company does not have any employee stock option scheme, employee stock purchase scheme or stock appreciation rights scheme as on date of this Draft Red Herring Prospectus.
12. As of the date of this Draft Red Herring Prospectus, there are no outstanding warrants, options, debentures, loans or other instruments convertible into Equity Shares.
13. As on the date of this Draft Red Herring Prospectus, the BRLM and its associates (determined as per the definition of 'associate company' under the Companies Act, 2013 and as per definition of the term 'associate' under the SEBI Merchant Bankers Regulations) do not hold any Equity Shares of our Company. The BRLM and its affiliates may engage in the transactions with and perform services for our Company in the ordinary course of business or may in the future engage in commercial banking and investment banking transactions with our Company for which they may in the future receive customary compensation.
14. Our Company, our Directors and the BRLM have not entered into any buy-back arrangements for purchase of Equity Shares to be Allotted pursuant to the Offer.
15. Our Company does not have any partly paid-up Equity Shares as of the date of this Draft Red Herring Prospectus. All Equity Shares Allotted in the Offer will be fully paid-up at the time of Allotment.
16. Except for the allotment of Equity Shares pursuant to the Fresh Issue, there will be no further issue of Equity Shares whether by way of issue of bonus shares, rights issue, preferential issue or any other manner during the period commencing from the date of filing of this Draft Red Herring Prospectus until the listing of the Equity Shares on the Stock Exchanges pursuant to the Offer or all application monies have been refunded to the Anchor Investors, or the application moneys are unblocked in the ASBA Accounts on account of non-listing, under-subscription etc., as the case may be in the event there is a failure of the Offer.
17. There have been no financing arrangements whereby our Promoters, members of our Promoter Group, our Directors and their relatives have purchased or sold or financed the purchase by any other person of securities of our Company other than in the normal course of the business of the financing entity during the period of six months immediately preceding the date of filing of this Draft Red Herring Prospectus.
18. Our Promoters, any member of our Promoter Group, our Directors, or any of their relatives have not purchased or sold any securities of our Company during the period of six months immediately preceding the date of this Draft Red Herring Prospectus.
19. Our Company presently does not intend or propose and is not under negotiations or considerations to alter its 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 by way of issue of bonus shares or on a rights basis or by way of further public issue of Equity Shares or qualified institutions placements or otherwise. Provided however, that the foregoing restrictions do not apply to the issuance of any Equity Shares under

the Offer.

20. Our Company shall ensure that any transactions in the Equity Shares by our Promoters and members of our Promoter Group during the period between the date of filing of this Draft Red Herring Prospectus and the date of closure of the Offer shall be reported to the Stock Exchanges within 24 hours of such transactions.
21. No person connected with the Offer, including, but not limited to, the BRLM, the members of the Syndicate, our Company, our Promoters, members of our Promoter Group, our Directors or Group Companies, the Selling Shareholders shall offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to any Bidder for making a Bid, except for fees or commission for services rendered in relation to the Offer.
22. Our Promoters and the members of the Promoter Group shall not participate in the Offer, except to the extent of one of our Promoters, SIS Limited, participating as the Promoter Selling Shareholder and SMC Integrated Facility Management Solutions Limited, a member of our Promoter Group, participating as the Promoter Group Selling Shareholder in the Offer for Sale.
23. None of the Shareholders of our Company are directly or indirectly related to the BRLM or its associates.
24. Our Company is in compliance with the Companies Act, 2013 and Companies Act, 1956 to the extent applicable with respect to the issuances of securities from the date of incorporation of our Company until the date of filing of this Draft Red Herring Prospectus.
25. There has been no acquisition of Equity Shares with any special rights including right to nominate Directors on our Board, in the immediately preceding three years (including the immediately preceding one year) by our Promoters, the Promoter Selling Shareholders, members of the Promoter Group and Shareholders.
26. As of the date of this Draft Red Herring Prospectus, the total number of holders of the Equity Shares is seven.

OBJECTS OF THE OFFER

The Offer comprises a Fresh Issue of up to [●] Equity Shares of face value of ₹ 10, aggregating up to ₹ 1,000 million by our Company and an Offer for Sale of up to 3,715,150 Equity Shares of face value of ₹ 10 aggregating up to ₹ [●] million by the Selling Shareholders. For details, see “Offer Document Summary” and “The Offer” on pages 15 and 62, respectively.

Offer for Sale

The Selling Shareholders shall be entitled to receive the proceeds of the Offer for Sale, after deducting their respective proportion of the Offer-related expenses and the relevant taxes thereon. For details, see “Offer related expenses” on page 94.

Each of the Selling Shareholders have, severally and not jointly, confirmed and authorised its participation in the Offer for Sale in relation to its portion of Offered Shares, as set out below.

Name of the Selling Shareholder	Aggregate amount of Offer for Sale (₹ million)	Number of Equity Shares offered in the Offer for Sale	Date of board resolution/ authorization	Date of consent letter
SIS Limited	Up to [●]	Up to 1,795,346 Equity Shares of face value ₹ 10 each	December 21, 2024	December 21, 2024
SMC Integrated Facility Management Solutions Limited	Up to [●]	Up to 1,919,804 Equity Shares of face value ₹ 10 each	December 19, 2024	December 21, 2024

Our Company will not receive any proceeds from the Offer for Sale. The Selling Shareholders will be entitled to the proceeds of the Offer for Sale, the net of the Offer related expenses and the relevant taxes thereon.

Fresh Issue

Our Company proposes to utilize the net proceeds, being the Gross Proceeds of the Fresh Issue less the Offer related expenses (“Net Proceeds”), towards funding the following objects (collectively, the “Objects”):

1. Funding of capital expenditure requirements for the purchase of cash vehicles and fabrication of the secured vehicle;
2. Pre-payment or scheduled re-payment of a portion of certain outstanding borrowings availed by our Company; and
3. General corporate purposes.

In addition, our Company expects to achieve the benefit of listing of our Equity Shares on the Stock Exchanges, including enhancement of our Company’s brand name and creation of a public market for our Equity Shares in India.

The main objects clause of our Memorandum of Association enables our Company to undertake the activities for which the funds are being raised by us in the Fresh Issue. Further, the activities we have been carrying out until now are in accordance with the main objects clause of our Memorandum of Association.

Net Proceeds

After deducting the Offer related expenses from the Gross Proceeds of the Fresh Issue, we estimate the Net Proceeds to be ₹ [●] million. The details of the Net Proceeds of the Offer are summarized in the table below:

S. No	Particulars	Estimated Amount (in million)
1.	Gross proceeds of the Fresh Issue	₹ 1,000.00
2.	Less: Expenses in relation to the Fresh Issue ⁽¹⁾	[●] ⁽²⁾
	Net Proceeds	[●]⁽²⁾

⁽¹⁾ See “Offer Related Expenses” below.

⁽²⁾ To be determined after finalisation of the Offer Price and updated in the Prospectus prior to filing of the RoC.

Proposed schedule of implementation and utilisation of Net Proceeds

We propose to deploy the Net Proceeds towards the Objects in accordance with the estimated schedule of implementation and deployment of funds as set forth in the table below:

(in ₹ in million)

S. No	Particulars	Total estimated amount/ expenditure (A)	Amount to be funded from Net Proceeds	Estimated deployment of Net Proceeds in Fiscal 2026	Estimated deployment of Net Proceeds in Fiscal 2027
1.	Funding of capital expenditure requirements for the purchase of cash vehicles and fabrication of the secured vehicle	375.89	375.89	298.79	77.10
2.	Pre-payment or scheduled re-payment of a portion of certain outstanding borrowings availed by our Company	298.07	298.07	298.07	Nil
3.	General corporate purposes ⁽¹⁾	[●]	[●]	[●]	[●]
	Total⁽¹⁾	[●]	[●]	[●]	[●]

⁽¹⁾ To be finalised upon determination of the Offer Price and updated in the Prospectus. The amount utilised for general corporate purposes shall not exceed 25% of the Gross Proceeds.

In the event that estimated utilization out of the Net Proceeds in a Fiscal is not completely met due to factors such as (i) economic and business conditions; (ii) delay in procuring and operationalizing assets; or (iii) any other commercial considerations, such unutilized portion of the Net Proceeds shall be utilized in the subsequent Fiscals, as may be decided by our Company, in accordance with applicable laws. 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.

The fund requirement, the deployment of funds and the intended use of the Net Proceeds indicated above is based on (i) the current management estimates, current circumstances of our business plan and the prevailing market conditions, which may be subject to change. The deployment of funds described herein has not been appraised by any bank or financial institution or any other independent agency. See “*Risk Factors- Our funding requirements and the proposed deployment of Net Proceeds have not been appraised and our Company will have broad discretion over the use of the Net Proceeds.*” on page 51.

We may have to revise our funding requirements and deployment on account of a variety of factors such as our financial and market condition, our business and growth strategies, our ability to identify and implement growth initiatives, competitive landscape, general factors affecting our results of operations, financial condition and access to capital and other external factors such as changes in the business environment and interest or exchange rate fluctuations, which may not be within the control of our management. This may entail rescheduling the proposed utilisation of the Net Proceeds and changing the allocation of funds from its planned allocation at the discretion of our management, subject to compliance with applicable law. For details, see “*Risk Factors-Any variation in the utilisation of the Net Proceeds would be subject to certain compliance requirements, including prior shareholders’ approval*” on page 51.

Means of Finance

The fund requirements for the Objects detailed above are intended to be entirely funded from the Net Proceeds. Accordingly, we confirm that there are no requirements to make firm arrangements of finance under Regulation 7(1)(e) read with Paragraph 9(C)(1) of Part A of Schedule VI of the SEBI ICDR Regulations, through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised through the Offer.

Details of the Objects of the Fresh Issue

1. Funding capital expenditure requirements for purchase of cash vehicles and fabrication of the secured vehicle

Our Company proposes to utilise a portion of the Net Proceeds i.e. ₹ 375.89 million, towards purchase of cash vehicles and fabrication of secured vehicle. As on December 31, 2024, we own a fleet of 3,402 fabricated secured vehicle strategically distributed across India to allow us to meet all transport requirements efficiently. Our vehicles are fabricated, equipped and operated in compliance with regulations set by the Reserve Bank of India (“**RBI**”) and the Ministry of Home Affairs, Government of India (“**MHA**”). In order to use a fabricated secured vehicle, our Company first purchases the vehicles and then the vehicle is fabricated as per the RBI and MHA operating standards.

We have in the past invested certain amounts towards purchase of cash vehicles and fabrication of the secured vehicles in order to expand our capabilities. Our capital expenditure on purchase of vehicles and fabrication as a percentage of total revenue from operations for nine months period ending December 31, 2024, and in each of Fiscal 2024, Fiscal 2023 and Fiscal 2022 were as follows:

Particular	Nine months period ending December 31, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	₹ in million	% of total revenue from operations	₹ in million	% of total revenue from operations	₹ in million	% of total revenue from operations	₹ in million	% of total revenue from operations
Cash vehicles and fabrication of the secured vehicle	291.28	5.50	625.27	9.87	557.00	10.26	712.78	18.16

Our Board in its meeting March 25, 2025 has taken note that the amount of ₹ 375.89 million is proposed to be utilized for funding the capital expenditure for the purchase of cash vehicles and fabrication of secured vehicles from the Net Proceeds. The following table sets out a detailed break-up of the cost of purchase of cash vehicles and fabrication of the secured vehicles based on quotation received from supplier and internal estimates.

S. No	Particulars	Quantity (no. of units) (A)	Cost of each Unit (as per Quotation (in ₹)* (B)	Total Estimated Cost (₹ in million) (C = AXB)	Date of quotation and name of Supplier	Valid up to
Cost of vehicles purchase						
1.	Mahindra Bolero Camper vehicle	468	6,83,192	319.73	March 20, 2025 Mahindra & Mahindra Limited	September 30, 2025
Cost of fabrication work						
2.	Fabrication of Mahindra Bolero Camper vehicle	468	1,20,000	56.16	March 20, 2025 Panja Sahib Motor Bodies Private Limited #	September 30, 2025
3.	Fabrication of Mahindra Bolero Camper vehicle	468	1,20,000	56.16	March 20, 2025 Recreation Motor Bodies Private Limited#	September 30, 2025
4.	Fabrication of Mahindra Bolero Camper vehicle	468	1,20,000	56.16	March 20, 2025 Jayantika Automobiles#	September 30, 2025
5.	Fabrication of Mahindra Bolero Camper vehicle	468	1,20,000	56.16	March 20, 2025 Metal Tech India#	September 30, 2025

* Exclusive of GST

The Company will be engaging with one of the suppliers for fabrication of the vehicles.

Note: The actual capital expenditures may differ due to various factors, including the business plan, financial performance, market conditions, outlook for future business conditions, the source and methodology of financing activities and changing governmental regulations.

Estimated cost

We aim to deploy a funds of ₹375.89 million towards (a) purchase of the cash vehicles; and (b) fabrication of cash vehicles

Breakup of estimated cost

Set out below is a detailed break up of each element of capital expenditure.

Purchase of vehicle

Capital expenditure	Amount proposed to be funded from Net Proceeds (in ₹ million)	Schedule of Implementation
Purchase of Mahindra Bolero Camper cash vehicle	₹ 319.73	To be purchased during Fiscal 2026 and Fiscal 2027

Fabrication process

Capital expenditure	Amount proposed to be funded from Net Proceeds (in ₹ million)	Schedule of Implementation
Fabrication of the Mahindra Bolero Camper cash vehicle	₹ 56.16	To be done during Fiscal 2026 and Fiscal 2027 as and when cash vehicles are purchased.

All quotations received from the vendors mentioned above are valid as on the date of this Draft Red Herring Prospectus and up till September 30, 2025. However, our Company has not entered into any definitive agreements with the vendors and there can be no assurance that the same vendors would be engaged eventually to supply the requisite vehicles and fabrication service at the same cost. If there is any increase in the costs of vehicles or fabrication, the additional costs shall be paid by our Company from cash balance. The quantity of vehicles to be purchased and the fabrication process is based on the present estimates of our management.

6. *Pre-payment or scheduled re-payment of a portion of certain outstanding borrowings availed by our Company*

Our Company has entered into various arrangements for borrowings in the form of working capital term facilities and term loans, among others. As of December 31, 2024, the total outstanding borrowings of our Company are ₹ 2,752.91 million including our non-current borrowings, current-borrowings and outstanding bank guarantees. For details of these financing arrangements including indicative terms and conditions, see “*Financial Indebtedness*” on page 320.

Our Company intends to utilize ₹ 298.07 million from the Net Proceeds towards pre-payment or scheduled repayment of a portion of the principal amount on certain loans availed by our Company, the details of which are listed out in the table below. Further, given the nature of the borrowings and the terms of repayment or pre-payment, the aggregate outstanding amounts under the borrowings availed by our Company, may vary from time to time and our Company may repay/ pre-pay or refinance its borrowings from one or more financial institutions in the ordinary course of business, prior to filing of the Red Herring Prospectus with the RoC. Further, the amounts outstanding under the borrowings as well as the sanctioned limits are dependent on several factors and may vary with the business cycle of our Company with multiple intermediate repayments, drawdowns and enhancement of sanctioned limits. Additionally, owing to nature of our business, our Company may avail additional facilities, repay certain instalments of our borrowings and/ or draw down further funds under existing borrowing facilities, from time to time, after the filing of this Draft Red Herring Prospectus. Accordingly, in case any of the below mentioned borrowings are pre-paid or further drawn-down prior to the filing of the Red Herring Prospectus, we may utilize the Net Proceeds towards repayment and / or pre-payment of such additional indebtedness. In light of the above, if at the time of filing the Red Herring Prospectus, any of the below mentioned loans are repaid in part or full or refinanced or if any additional credit facilities are availed or drawn down or if the limits under the working capital borrowings are increased, then the table below shall be suitably revised to reflect the revised amounts or loans as the case may be which have been availed by our Company. The amount allocated for estimated schedule of deployment of Net Proceeds in a particular Fiscal may be utilized for repayment or pre-payment of borrowings availed by our Company in the subsequent Fiscal, as may be deemed appropriate by our Board, subject to applicable law.

We believe that the repayment/ pre-payment of the borrowings by our Company, will help reduce our overall outstanding indebtedness, debt servicing costs, assist us in maintaining a favorable debt-equity ratio and enable better utilization of our internal accruals for further investment in business growth and expansion. In addition, we believe that since our debt-equity ratio will improve, it will enable us to raise further resources at competitive rates and additional funds/ capital in the future to fund potential business development opportunities and plans to grow and expand our business in the future.

The selection of borrowings proposed to be pre-paid or repaid amongst our borrowing arrangements availed will be based on various factors, including (i) cost of the borrowing, including applicable interest rates, (ii) any conditions attached to the borrowings restricting our ability to pre-pay/ repay the borrowings and time taken to fulfil, or obtain waivers for fulfilment of such conditions, (iii) receipt of consents for pre-payment from the respective lenders, (iv) terms and conditions of such consents and waivers, (v) levy of any pre-payment 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 amount of the loan outstanding and the remaining tenor of the loan. The amounts proposed to be pre-paid and / or repaid against each borrowing facility below is indicative and our Company may utilize the Net Proceeds to pre-pay and / or repay the facilities disclosed below in accordance with commercial considerations, including amounts outstanding at the time of pre-payment and / or repayment. For details in relation to key terms of our borrowings, see “*Financial Indebtedness*” on page 320.

For the purposes of the Offer, our Company has intimated and has obtained necessary consent from its lenders, as required under the relevant facility documentation for undertaking activities in relation to the Offer and for the deployment of the Net Proceeds towards the objects set out in this section.

The following table sets forth details of borrowings availed by our Company, which were outstanding as of December 31, 2025, which are proposed to be repaid or pre-paid, from the Net Proceeds:

[remainder of the page intentionally left blank]

S. No.	Name of the Lender	Nature of Borrowings	Purpose for which loan was sanctioned as per agreement	Date of sanction letter	Amount sanctioned (₹ in million)	Principal amount outstanding as on December 31, 2024 (₹ in million)	Purpose for which loan was utilized as per agreement	Tenor	Interest rate as at December 31, 2024 (% p.a.)	Repayment schedule	Prepayment penalty / premium
1.	IDFC Bank Limited	Vehicle Loan	Commercial vehicle term loan facility	February 29, 2024	44.15	41.41	Vehicle loan	58 Months	Fixed-9.50%	Various vehicle lot August 2024 to May 2029	2.07 [#]
2.	Yes Bank Limited	Term Loan	Capital expenditure / reimbursement of capital expenditure	August 24, 2022	50.00	32.50	For capex/ reimbursement of capex	60 Months	Variable-3 Months T-Bill+ Spread 3.11% Per annum	May 2023 to February 2028	0.00
3.	ICICI Bank Limited	Term Loan	Capital expenditure / reimbursement of capital expenditure	December 16, 2020	249.79	55.06	For capex/ reimbursement of capex	19 Equal Quarterly Instalment	Variable-I-MCLR-1Y+Spread 1.40%	June-2021 to December 2025	0.55*
4.	ICICI Bank Limited	Vehicle Loan	Commercial vehicle term loan	August 10, 2023	125.23	107.46	Commercial vehicle term loan	60 Months	Fixed-9.15%	Various vehicle lot January 2024 to April 2029	4.30*
5.	Axis Bank Limited	Vehicle Loan	Commercial vehicle finance	March 10, 2023	127.11	91.99	Commercial vehicle term loan	60 Months	Fixed-9.15%	Various vehicle lot April 2023 to June 2028	4.60*

⁽¹⁾ In accordance with Clause 9(A)(2)(b) of Part A of Schedule VI of the SEBI ICDR Regulations which requires a certificate from the Statutory Auditor/Independent Chartered Accountant certifying the utilization of loan for the purpose availed, our Independent Chartered Accountant has confirmed that the loans have been utilized for the purpose for which they were availed upto March 31, 2024 and our Statutory Auditor has confirmed that the loans have been utilized for the purpose for which they were availed from April 1, 2024 to December 31, 2024 pursuant to a certificate dated March 27, 2025 and March 27, 2025 respectively

Note: The above table has been certified by the Statutory Auditor and Independent Chartered Accountant, pursuant to their certificate dated March 27, 2025, and March 27, 2025, respectively.

*The Company has obtained waiver from lender vide letter / communication dated December 3, 2024, for IDFC Bank Limited Vehicle Loan, with respect to penalty to be incurred on pre-payment of above-mentioned loan, and therefore pursuant to the waiver, there will be no penalty for the above loan.

* The Company has obtained waiver from lenders vide letter / communication dated November 25, 2024 for ICICI Bank Limited Term Loan, dated November 28, 2024 for ICICI Bank Limited Vehicle Loan and dated December 4, 2024 for Axis bank Limited Vehicle Loan respectively, with respect to penalty to be incurred on pre-payment of above-mentioned loans, and therefore pursuant to the waiver, there will be no penalty for the above loans.

Note 1: The above loan represents those loans proposed to be repaid, out of the proceeds from the Initial Public Offerings (IPO).

Note 2: The above loans have been fully utilised for the purposes for which they were raised and there are no unutilised amounts as at December 31, 2024.

Note 3: It represents the amount sanctioned corresponding to the figure mentioned in column "Principal amount outstanding as at December 31, 2024."

6. General corporate purposes

The Net Proceeds will first be utilized for the object as set out above. Subject to this, our Company intends to deploy any balance left out of the Net Proceeds towards our general corporate purposes, as approved by our management, from time to time, subject to such utilization for general corporate purposes not exceeding 25% of the Gross Proceeds, in compliance with the SEBI ICDR Regulations.

Such general corporate purposes may include, but are not restricted to, maintenance of business development initiatives, employee related expenses, meeting exigencies, meeting insurance requirements, payments of taxes and duties, meeting ongoing general corporate contingencies, providing security deposits and cash collaterals and/or any other purpose as may be approved by our Board or a duly appointed committee from time to time, subject to compliance with the Companies Act, 2013 and applicable law.

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

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 commission, selling commission and brokerage, fees payable to the BRLM, fees payable to legal counsels, fees payable to the Registrar to the Offer, Bankers to the Offer, processing fee to the SCSBs for processing application forms, brokerage and selling commission payable to members of the Syndicate, Registered Brokers, 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.

Except for (a) listing fees which will be borne by our Company; (b) audit fees of the Statutory Auditor and expenses for any corporate advertisements, i.e. any corporate advertisements consistent with past practices of our Company that will be borne by the Company; and (c) fees and expenses in relation to the legal counsels to the Selling Shareholders which shall be borne by the Selling Shareholders, all Offer expenses will be shared, upon successful completion of the Offer, between our Company and the Selling Shareholders in proportion to the Equity Shares issued and allotted by our Company in the Fresh Issue and the Equity Shares sold by the Selling Shareholders in the Offer for Sale, respectively, and in accordance with applicable law. Any Offer expenses paid by our Company on behalf of the Selling Shareholders in the first instance will be reimbursed to our Company, by the Selling Shareholders to the extent of its Offer related expenses. Further, the expenses related to the portion of the Offer for Sale shall be deducted from the proceeds of the Offer for Sale and only the balance amount shall be paid to the Selling Shareholders in the proportion to the Offered Shares sold by the Selling Shareholders. In the event of withdrawal or postponement of the Offer or if the Offer is not successful or consummated or is abandoned for any reason, all costs and expenses (including all applicable taxes) with respect to the Offer shall be borne by our Company unless under Applicable Law such costs and expenses are required to be shared between: (a) our Company, and (b) the Selling Shareholders, to the extent of and in proportion to the number of Equity Shares proposed to be issued and Allotted by the Company pursuant to the Fresh Issue and offered for sale by the Selling Shareholders in the Offer for Sale, respectively.

The estimated Offer expenses are as follows:

S. No	Activity	Estimated expenses* (₹ in million)	As a % of the total estimated Offer expenses	As a % of the total Offer size
1.	Fees payable to the BRLM including underwriting commission, brokerage and selling commission, as applicable	[●]	[●]	[●]
2.	Brokerage, selling commission, bidding charges, and processing fees for SCSBs ⁽¹⁾⁽²⁾ and Bidding Charges for Members of the Syndicate, Registered Brokers, RTAs and CDPs ⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁶⁾	[●]	[●]	[●]
3.	Fees payable to the Registrar to the Offer	[●]	[●]	[●]
4.	Other expenses:			
	Listing fees, SEBI filing fees, book building software fees, NSDL and CDSL fee and other regulatory expenses	[●]	[●]	[●]

S. No	Activity	Estimated expenses* (₹ in million)	As a % of the total estimated Offer expenses	As a % of the total Offer size
	Printing and stationery expenses	[●]	[●]	[●]
	Fees payable to the Statutory Auditor, industry service provider, independent chartered accounts, and RoC consultant etc	[●]	[●]	[●]
	Advertising and marketing expenses for the Offer	[●]	[●]	[●]
	Fees payable to the legal counsels to the Offer	[●]	[●]	[●]
	Miscellaneous [#]	[●]	[●]	[●]
	Total Estimated Offer Expenses	[●]	[●]	[●]

* To be incorporated in the Prospectus after finalisation of the Offer Price. Offer expenses are estimates and are subject to change. Offer expenses include goods and services tax, where applicable.

[#] The other advisors to the Offer include Statutory Auditor, Erstwhile Statutory Auditor, independent chartered accountant, and [●].

⁽¹⁾ Selling commission payable to the SCSBs on the portion for Retail Individual Bidders and portion for Non-Institutional Bidders, which are directly procured by them would be as follows:

Portion for Retail Individual Bidders *	[●]% 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.

No additional processing/uploading charges shall be payable by our Company to the SCSBs on the applications directly procured by them.

⁽²⁾ Processing fees payable to the SCSBs on the portion for Retail Individual Bidders and the portion for Non-Institutional Bidders, which are procured by the members of the Syndicate/sub-Syndicate/Registered Brokers/CRTAs/CDPs and submitted to SCSBs for blocking would be as follows:

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

*Based on valid Bid cum Application Forms

⁽³⁾ Selling commission on the portion for Retail Individual Bidders, the portion for Non-Institutional Bidders which are procured by Syndicate Members (including their sub-Syndicate Members) Registered Brokers, CRTAs, CDPs would be as follows:

Portion for Retail Individual Bidders *	[●]% 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.

Bidding Charges: ₹ [●] (plus applicable taxes) per valid application bid by the Members of the Syndicate (including their sub-Syndicate Members)/RTA/CDPs.

Uploading charges payable to members of the Syndicate (including their sub-Syndicate Members), CRTAs and CDPs on the applications made by the 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), CRTAs and CDPs.

Note: The brokerage/selling commission payable to the Syndicate/sub-Syndicate members will be determined on the basis of the ASBA Form number/series, provided that the application is also bid by the respective Syndicate/sub-Syndicate member. For clarification, if an ASBA bid on the application form number/series of a Syndicate/sub-Syndicate member, is bid for by an SCSB, the brokerage/selling commission will be payable to the SCSB and not to the Syndicate/sub-Syndicate member. The brokerage/selling commission payable to the SCSBs, CRTAs and CDPs will be determined on the basis of the bidding terminal ID as captured in the Bid book of either of the Stock Exchanges. The bidding charges payable to the Syndicate/sub-Syndicate members will be determined on the basis of the bidding terminal ID as captured in the Bid book of the Stock Exchanges. Payment of brokerage/selling commission payable to the sub-brokers/agents of the sub-Syndicate members shall be handled directly by the sub-Syndicate members, and the necessary records for the same shall be maintained by the respective sub-Syndicate member.

⁽⁴⁾ Selling commission payable to the Registered Brokers, CRTAs and CDPs on the portion for Retail Individual Bidders, and portion for Non-Institutional Bidder which are directly procured by the Registered Broker or CRTAs or CDPs or submitted to SCSB for processing, would be as follows:

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

* Based on valid Bid cum Application Forms

⁽⁵⁾ Bidding charges of ₹ [●] (plus applicable taxes) shall be paid per valid Bid cum Application Form collected by the Syndicate, CRTAs and CDPs (excluding applications made by Retail Individual Bidders using the UPI mechanism). The terminal from which the Bid has been uploaded will be taken into account in order to determine the total bidding charges. Further, in order to determine to which Registered Broker/CRTA/CDP, the commission is payable, the terminal from which the bid has been uploaded will be taken into account.

⁽⁶⁾ Processing fees for applications made by UPI Bidders would be as follows:

CRTAs / CDPs/ Registered Brokers/Members of the Syndicate	₹ [●] per valid Bid cum Application Form (plus applicable taxes)
Sponsor Bank(s)	₹ [●] for applications made by UPI Bidders using the UPI mechanism* The Sponsor Bank shall be responsible for making payments to third parties such as the remitter bank, the NPCI and such other parties as required in connection with the performance of its duties under applicable SEBI circulars, agreements and other Applicable Laws.

* Based on valid applications

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

The processing fees for applications made by UPI Bidders may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 read with SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 and such payment of processing fees to the SCSBs shall be made in compliance with SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022.

Interim use of funds

Pending utilization for the purposes described above, we undertake to temporarily invest the funds from the Net Proceeds only with scheduled commercial banks included in the second schedule of the Reserve Bank of India Act, 1934.

In accordance with Section 27 of the Companies Act 2013, our Company confirms that it shall not use the Net Proceeds for buying, trading or otherwise dealing in shares of any other listed company or for any investment in the equity markets.

Bridge financing facilities

Our Company has not raised any bridge loans from any bank or financial institution as on the date of this Draft Red Herring Prospectus, which are proposed to be repaid from the Net Proceeds.

Monitoring of utilization of funds

In terms of Regulation 41 of the SEBI ICDR Regulations our Company is not required to appoint a Monitoring Agency to monitor the utilization of the Gross Proceeds as the proposed Offer (excluding the Offer for Sale by the Selling Shareholders) does not exceed ₹1,000 million.

Variation in Objects of the Offer

In accordance with Sections 13(8) and 27 of the Companies Act, 2013, our Company shall not vary the objects of the Fresh Issue unless our Company is authorized to do so by way of a special resolution of its Shareholders. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution (“**Notice**”) shall specify the prescribed details and be published in accordance with the Companies Act, 2013. The Notice shall simultaneously be published in the newspapers, one in English, and one in Hindi, the vernacular language of the jurisdiction where our Registered Office is situated.

In accordance with the Companies Act, 2013, our Promoters 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, 2013 and in accordance with such terms and conditions, including in respect of pricing of the Equity Shares, in accordance with our Articles of Association, the Companies Act, 2013 and the SEBI ICDR Regulations. For further details, see “*Risk Factors- Our funding requirements and the proposed deployment of Net Proceeds have not been appraised and our Company will have broad discretion over the use of the Net Proceeds.*” on page 51.

Other Confirmations

Except as disclosed below, and except to the extent of any proceeds received pursuant to the sale of Offered Shares proposed to be sold in the Offer by the Selling Shareholders, no part of the Net Proceeds will be paid to our Promoters, members of

our Promoter Group, Directors, our Group Companies, our Key Managerial Personnel or Senior Management, except in the ordinary course of business.

Our Company has neither entered into nor has planned to enter into any arrangement/ agreements with our Promoters, members of our Promoter Group, Directors, Key Managerial Personnel, Senior Management or our Group Companies in relation to the utilization of the Net Proceeds. Further, there are no material existing or anticipated interest of such individuals and entities in the Objects of the Offer.

BASIS FOR OFFER PRICE

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

Investors should also refer to “Risk Factors”, “Our Business”, “Restated Consolidated Financial Information”, “Other Financial Information” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” beginning on pages 28, 172, 258, 318 and 323, respectively, to have an informed view before making an investment decision.

Qualitative factors

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

1. Strategic support from Prosegur and SIS and their subsidiaries that helps to drive our business.
2. Largest cash-in-transit player and one of the largest retail cash managements (doorstep banking) services player.
3. Due to our long-standing relationships with Indian public and private sector banks, we have been able to generate cross-selling opportunities, to become an established player in Bank Outsourcing Solutions.
4. Integrated platform encompassing cutting edge technology in line with international standards.
5. Fastest growing Indian cash logistics company with strong financial performance and financial metrics.
6. Well-structured and experienced management team.
7. Robust operational risk management and compliance.

For details, see “Our Business –Our Strengths” on page 177.

Quantitative factors

Certain information presented below relating to our Company is derived from the Restated Consolidated Financial Information.

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

1. Basic and diluted Earnings per Share (“EPS”) at face value of ₹ 10 each:

Based on / derived from the Restated Consolidated Financial Information:

Particulars	Basic EPS (in ₹)	Diluted EPS (in ₹)	Weight [#]
Fiscal 2024	25.32	25.32	3
Fiscal 2023	9.52	9.52	2
Fiscal 2022	2.40	2.40	1
Weighted Average	16.23	16.23	
For the nine months period ended December 31, 2024*	19.55	19.55	

* Basic EPS and Diluted EPS are not annualised.

[#]As determined by the Company

Notes:

1. Basic EPS is calculated as restated profit after tax divided by the weighted average number of Equity Shares outstanding during the year.
2. Diluted EPS is calculated as restated profit after tax divided by the weighted average number of Equity Shares outstanding during the year.
3. Weighted average = Aggregate of year-wise weighted EPS divided by the aggregate of weights i.e. (EPS x Weight) for each year/total of weights.
4. Basic and diluted earnings per share are computed in accordance with Indian Accounting Standard 33 notified under the Companies (Indian Accounting Standards) Rules of 2015 (as amended) read with the requirements of SEBI ICDR Regulations.
5. While calculating the weighted average, we have given the maximum weight to the recent fiscal as mentioned in the table above.

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

(a) P/E based on basic and diluted EPS at the lower end of the Price Band for Fiscal 2024 [●]; and

(b) P/E based on basic and diluted EPS at the higher end of the Price Band for Fiscal 2024 [●];

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) [#]
P/E ratio based on basic EPS for Fiscal 2024	[●]	[●]
P/E ratio based on diluted EPS for Fiscal 2024	[●]	[●]

[#]To be updated post finalisation of the Price Band.

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

Based on the peer group information (excluding our Company) given below are the highest, lowest and industry average P/E ratio:

Particulars	P/E Ratio
Highest	22.03
Lowest	(1.82)
Average	10.38

*Note:

1. The industry high and low has been considered from the industry peer set. The industry average has been calculated as the arithmetic average of P/E of the industry peer set.

2. The industry P / E ratio is for the year ended March 31, 2024, and closing market price of equity shares, on BSE for peers, as of March 17, 2025.

4. Return on Net Worth (“RoNW”)

Particulars	RoNW (%)	Weight [#]
Fiscal 2024	38.71	3
Fiscal 2023	19.86	2
Fiscal 2022	5.76	1
Weighted Average	26.94	
For the nine months period ended December 31, 2024	22.27	

[#] As determined by the Company.

Notes:

1. Return on Net Worth for the nine months period ended December 31, 2024, has not been annualised.

2. Return on Net Worth (in %) is calculated as net restated profit or loss for the period/year attributable to equity shareholders divided by average equity at the end of the year derived from Restated Financial Statements.

3. Net Worth means the average aggregate value of the paid-up share capital and all reserves created out of the profits, 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.

4. Weighted average = Aggregate of year-wise weighted Return on Net Worth divided by the aggregate of weights i.e. Return on Net Worth x Weight for each year/total of weights.

5. While calculating the weighted average, we have given the maximum weight to the recent fiscal as mentioned in the table above.

5. Net Asset Value (“NAV”) per Equity Share as per last balance sheet:

NAV per Equity Share	NAV (₹)
As at December 31, 2024	97.60
As at March 31, 2024	77.99
After the Offer	[●]*
Offer Price	[●]*

*To be disclosed post determination of offer price.

Notes: Net Asset Value per Equity Share represents Net Worth as at the end of the period/year divided by the number of Equity Shares outstanding at the end of the period/year.

6. Comparison of Accounting Ratios with listed industry peers

The following peer group has been determined based on the companies listed on the Stock Exchanges:

Name of Company	Revenue from operations (₹ million)	Face value (₹ per share)	Closing price on March 17, 2025 (in ₹)	EPS (₹)		NAV (per share) (₹)	P/E	RoNW (%)
				Basic	Diluted			
SIS Cash Services Limited ⁽¹⁾	6,338.25	10	[●]	25.32	25.32	77.99	[●] ⁽³⁾	38.71
Listed peers⁽²⁾								
AGS Transact Technologies Ltd	14,706.34	10	12.06	(6.64)	(6.64)	38.15	(1.82)	(16.07)
CMS Info Systems Ltd	22,646.77	10	434.90	22.22	21.39	119.61	20.33	19.78
Radiant Cash Management Services Ltd	3,863.16	1	52.66	4.17	4.17	23.71	12.63	18.41

⁽¹⁾ Financial information of the Company is derived from the Restated Financial Statements as certified by the statutory auditors of the Company pursuant to their examination report dated March 25, 2025.

⁽²⁾ Source: Annual report of the peer companies for Fiscal 2024 submitted to stock exchanges.

⁽³⁾ P/E Ratio of the company shall be disclosed post finalization of price band.

Notes:

- All the financial information for the listed industry peers mentioned above is on a consolidated basis.
- P/E ratio is calculated as closing share price as of March 17, 2025, divided by the diluted EPS for year ended March 31, 2024.
- Diluted EPS refers to the diluted EPS sourced from the financial statements of the respective peer group companies for the year ended March 31, 2024.
- NAV per Equity Share represents total equity attributable to the equity shareholders as of the end of the year ended March 31, 2024, divided by the number of Equity Shares (i.e., equity shares and instruments entirely equity in nature) outstanding at the end of the year.
- RoNW is computed as net restated profit or loss for the year attributable to equity shareholders divided by average equity at the end of the year derived from Restated Financial Statements.
- Net Worth represents total equity attributable to the equity shareholders.

7. Key Performance Indicators

The table below sets forth the details of our KPIs which our Company considers have a bearing for arriving at the basis for Offer Price.

List of KPIs as identified by the Company	For the nine months period ended December 31, 2024	As at and for Fiscal		
		2024	2023	2022
Days Sales Outstanding (DSO) (in days)	75	77	77	81
Return on Equity (ROE) (in %)	22.27%*	38.71%	19.86%	5.76%
Return on Capital Employed (ROCE) (in %)	23.26%*	27.59%	14.00%	9.10%
Operating Cash Flows to EBITDA (in %)	114.59%*	111.85%	128.80%	180.64%
Capital expenditure (₹ in million)	392.90	594.39	845.72	811.02
Net Debt to EBITDA (ratio)	0.91*	1.14	1.79	2.80
Revenue from New Solutions as a percentage of revenue from operations (in %)	8.71%	5.53%	4.07%	5.00%
New Solutions growth in revenue (in %)	NA	58.30%	12.83%	NA
Revenue from direct contracts with Banks as a percentage of revenue from operations (in %)	76.35%	76.29%	75.99%	76.29%
Revenue from ATM Business as a percentage of revenue from operations (in %)	17.08%	20.08%	21.04%	21.74%
Revenue from Non-ATM business as a percentage of revenue from operations (in %)	82.92%	79.92%	78.96%	78.26%

* Not annualised.

Notes:

- Days Sales outstanding (DSO) is a financial metric that measures the number of days it takes a company to collect payment after a sale. DSO of the Company has been calculated by considering the most recent sales, which allows the Company to evaluate the impact of recent credit terms and collections metrics effectively.
- ROE (in %) is calculated as Profit after Tax (profit for the period / year) / Average Total Equity, calculated as (total equity at the beginning of the period/year plus total equity at the end of the period/year) divided by two ("Average Total Equity").
- ROCE (in%) is calculated as EBIT (as defined below) / Average Capital Employed, calculated as (Capital Employed (as defined below) at the beginning of the period/year plus Capital Employed at the end of the period/year) divided by two ("Average Capital Employed").
- Capital Employed is calculated as Net Debt plus total equity ("Capital Employed").
- Operating Cash Flows to EBITDA is calculated net cash flow generated from operating activities / EBITDA (as defined below)
- Net Debt is calculated as Total Borrowings (non-current borrowings plus current borrowings) plus lease liabilities (current & non-current) minus (cash & cash equivalent, other bank balances and fixed deposits having maturity more than 12 months & margin money deposited) ("Net Debt").

6. EBIT is calculated as profit before tax plus finance cost minus other income ("**EBIT**").
7. EBITDA is calculated as EBIT plus depreciation & amortisation expense ("**EBITDA**").
8. Revenue from New Solutions as a percentage of revenue from operations is calculated as revenue from New Solutions / revenue from operations. New Solutions are value added and synergetic solutions for a range of valuables, including cash. These solutions integrate traditional cash services and/or existing company assets with a bundling component to deliver enhanced value to clients.
9. New Solutions growth in revenue (in %) is calculated as (revenue from New Solutions in the reference period minus revenue from New Solutions in the previous reference period) / revenue from New Solutions in the previous reference period. The Restated Consolidated Financial Information do not contain financial statements for the nine months ended December 31, 2023 and for the financial year ended on March 31, 2021, so no comparison for the period ended December 31, 2024 and for the financial year ended on March 31, 2022 are included in the table.
10. Revenue from direct contracts with banks as a percentage of revenue from operations is calculated as revenue from banks directly with no intermediaries / revenue from operations.
11. Revenue from ATM business (which is revenue from ATM cash replenishment and first level maintenance service) as a percentage of revenue from operations is calculated as revenue from ATM business/ revenue from operations.
12. Revenue from non-ATM business (which is all revenue other than revenue from ATM cash replenishment and first level maintenance services) as a percentage of revenue from operations is calculated as revenue from non-ATM business/ revenue from operations.
13. Capital Expenditure represents purchase of property, plant and equipment and changes in capital work in progress including capital creditors and capital advances.

Explanation for the key performance indicators:

The table below sets forth the details of KPIs that our Company considers have a bearing on arriving at the basis for Offer Price. The KPIs selected for disclosure have been certified by Chief Financial Officer on behalf of the management of the Company pursuant to a certificate dated March 25, 2025. Further, the Audit Committee has, on March 25, 2025, taken on record that other than the key performance indicators set out below, our Company has not disclosed any other KPIs during the three years preceding this Draft Red Herring Prospectus with its investors. Further, the KPIs herein have been certified by the Independent Chartered Accountant pursuant to certificate dated March 27, 2025.

The KPIs disclosed below have been used historically by the Company to understand and analyze business performance, which as a result, helps it in analyzing the growth of various verticals in comparison to its peers.

Our Company confirms that it shall continue to disclose all the KPIs included in this section on a periodic basis, at least once a year (or any lesser period as may be determined by the Board of our Company), for a duration of one year after the date of listing of the Equity Shares on the Stock Exchanges or till the utilization of the Offer Proceeds as per the disclosure made in the section "*Objects of the Offer*" beginning on page 88 of this Draft Red Herring Prospectus, whichever is later, or for such other duration as required under the SEBI ICDR Regulations.

Explanation for the key performance indicators:

List of KPIs as identified by the Company	Definitions and Assumptions in relation to KPIs
Days Sales outstanding (DSO) (in days)	Days Sales outstanding (DSO) is a financial metric that measures the number of days it takes a company to collect payment after a sale. DSO of the Company has been calculated by considering the most recent sales, which allows the Company to evaluate the impact of recent credit terms and collections metrics effectively.
Return on Equity (ROE) (in %)	Return on Equity is a financial metric for measuring a company's financial performance. It is calculated as Profit after Tax (profit for the period / year) divided by Average Total Equity, calculated as (total equity at the beginning of the period/year plus total equity at the end of the period/year) divided by two.
Return on Capital Employed (ROCE) (in %)	Return on Capital Employed is a financial metric for measuring a company's financial performance. It is calculated by as EBIT (as defined below) divided by Average Capital Employed, calculated as (Capital Employed (as defined below) at the beginning of the period/year plus Capital Employed at the end of the period/year) divided by two. EBIT is calculated as profit before tax plus finance cost minus other income (" EBIT "). Capital Employed is calculated as Net Debt plus total equity (" Capital Employed "). Net Debt is calculated as Total Borrowings (non-current borrowings plus current borrowings) plus lease liabilities (current & non-current) minus (cash & cash equivalent, other bank balances and fixed deposits having maturity more than 12 months & margin money deposited) (" Net Debt ").
Operating Cash Flows to EBITDA (in %)	Operating Cash Flows to EBITDA is a financial metric for measuring a company's financial performance. It is calculated as net cash flow generated from operating activities divided by EBITDA (calculated as EBIT plus depreciation & amortisation expense (" EBITDA ").
Capital expenditure (₹ in million)	Capital expenditure is a financial metric for measuring a company's capital expenditure incurred during the reference period.

Net Debt to EBITDA (ratio)	Net Debt to EBITDA is a financial metric for measuring a company's financial performance. It is calculated by dividing Net Debt by EBITDA.
Revenue from New Solutions as a percentage of revenue from operations (in %)	Revenue from New Solutions is a financial metric for measuring a company's financial performance. It is calculated as revenue from New Solutions divided by revenue from operations.
New Solutions growth in revenue (in %)	Growth in revenue from New Solutions is a financial metric for measuring a company's financial performance during the reference period.
Revenue from direct contracts with banks as a percentage of revenue from operations (in %)	Revenue from direct contracts with banks as a percentage of revenue from operations is a financial metric for measuring a company's financial performance. It is calculated as revenue from banks directly with no intermediaries divided by revenue from operations for the reference period.
Revenue from ATM Business as a percentage of revenue from operations (in %)	Revenue from ATM business is a financial metric for measuring a company's financial performance. It is calculated as revenue from ATM business divided by revenue from operations for the reference period.
Revenue from Non-ATM business as a percentage of revenue from operations (in %)	Revenue from non-ATM business is a financial metric for measuring a company's financial performance. It is calculated as revenue from Non-ATM business divided by revenue from operations for the reference period.

Description on the historic use of KPIs by our Company to analyze, track or monitor the operational and/or financial performance of our Company:

In evaluating our business, we consider and use certain KPIs, as presented below, as a supplemental measure to review and assess our financial and operating performance. The presentation of these KPIs are not intended to be considered in isolation or as a substitute for the Restated Consolidated Financial Information. We use these KPIs to evaluate our financial and operating performance. Some of these KPIs are not defined under Ind AS and are not presented in accordance with Ind AS. These KPIs have limitations as analytical tools. Further, these KPIs may differ from the similar information used by other companies and hence their comparability may be limited. Therefore, these KPIs should not be considered in isolation or construed as an alternative to Ind AS measures of performance or as an indicator of our operating performance, liquidity, profitability or results of operation. Although these KPIs are not a measure of performance calculated in accordance with applicable accounting standards, our Company's management believes that it provides an additional tool for investors to use in evaluating our ongoing operating results and trends and in comparing our financial results with other companies in our industry because it provides consistency and comparability with past financial performance, when taken collectively with financial measures prepared in accordance with Ind AS. Investors are encouraged to review the Ind AS financial measures and to not rely on any single KPI to evaluate our business.

Our Company confirms that it shall continue to disclose all the KPIs included in this section on a periodic basis, at least once in a year (or any lesser period as determined by our Board), until the later of (a) one year after the date of listing of the Equity Shares on the Stock Exchanges; or (b) complete utilisation of the proceeds of the Fresh Issue as disclosed in “*Objects of the Offer*” beginning on page 88, or for such other duration as may be required under the SEBI ICDR Regulations.

Comparison of KPIs over time shall be explained based on additions or dispositions to our business

Our Company has not made any additions or dispositions to its business during the nine months period ended December 31, 2024, and Financial Year ended March 31, 2024, March 31, 2023, and March 31, 2022.

8. Comparison of our key performance indicators with listed industry peers

Following is the comparison with our peer group companies listed in India and in the same line of business as our Company as on date of this Draft Red Herring Prospectus:

Name of the Company	Face Value	Price to Earnings Ratio	EPS (Basic) (₹)	EPS (Diluted) (₹)	Return on Net Worth (%)	NAV per share (₹)	Market Price per share (₹)
SIS Cash Services Limited ⁽¹⁾	10	[●] ⁽³⁾	25.32	25.32	38.71	77.99	[●]
Listed peers ⁽²⁾							
AGS Transact Technologies Ltd	10	(1.82)	(6.64)	(6.64)	(16.07)	38.15	12.06

Name of the Company	Face Value	Price to Earnings Ratio	EPS (Basic) (₹)	EPS (Diluted) (₹)	Return on Net Worth (%)	NAV per share (₹)	Market Price per share (₹)
CMS Info Systems Ltd	10	20.33	22.22	21.39	19.78	119.61	434.90
Radiant Cash Management Services Ltd	1	12.63	4.17	4.17	18.41	23.71	52.66

⁽¹⁾Financial information of the Company is derived from the Restated Consolidated Financial Information

⁽²⁾Source: Annual report of the peer companies for Fiscal 2024 submitted to stock exchanges.

⁽³⁾Price to Earnings Ratio of the Company shall be disclosed post finalization of the Offer Price.

Notes:

1. All the financial information for the listed industry peers mentioned above is on a consolidated basis.
2. Price to Earnings Ratio is calculated as closing share price as of March 17, 2025, divided by the diluted EPS for year ended March 31, 2024.
3. Diluted EPS refers to the diluted EPS sourced from the financial statements of the respective peer group companies for the year ended March 31, 2024.
4. NAV per share represents total equity attributable to the equity shareholders as of the end of the year ended March 31, 2024, divided by the number of equity shares (i.e., equity shares and instruments entirely equity in nature) outstanding at the end of the year ended March 31, 2024.
5. Return on Net Worth is computed as profit or loss for the year attributable to equity shareholders for the year ended March 31, 2024, divided by average Net Worth, calculated as (Net Worth at the beginning of the year ended March 31, 2024 and Net Worth at the end of the year ended March 31, 2024) divided by two.
6. Net Worth represents total equity attributable to the equity shareholders of the company.

The following table provides a comparison of our KPIs with our listed peers for the Fiscal/period indicated, which has been determined on the basis of companies listed on the Indian stock exchanges of comparable size to our Company, operating in the same industry as our Company and whose business model is similar to our business model.

Particulars	SIS Cash Services Limited	AGS Transact Technologies Limited*	CMS Info Systems Limited	Radiant Cash Management Services Limited^^
	December 2024	December 2024#	December 2024#	December 2024#
Days Sales Outstanding (DSO) (in days)	75	NA	NA	NA
Return on Equity (ROE) (in %)	22.27% ^{\$}	NA	NA	NA
Return on capital employed (ROCE) (in %)	23.26% ^{\$}	NA	NA	NA
Operating Cash Flows to EBITDA (in %)	114.59% ^{\$}	NA	NA	NA
Capital expenditure (₹ In Million)	392.90	NA	NA	NA
Net Debt to EBITDA (ratio)	0.91 ^{\$}	NA	NA	NA
Revenue from New Solutions as a percentage of revenue from operations (in %)	8.71%	NA	NA	NA
New Solutions Growth in revenue (in %)	NA	NA	NA	NA
Revenue from direct contracts with Banks as a percentage of revenue from operations (in %)	76.35%	NA	NA	NA
Revenue from ATM Business as a percentage of revenue from operations (in %)	17.08%	NA	NA	NA
Revenue from Non-ATM business as a percentage of revenue from operations (in %)	82.92%	NA	NA	NA

^{\$}Not annualised.

Particulars	SIS Cash Service Limited	AGS Transact Technologies Limited*	CMS Info Systems Limited	Radiant Cash Management Services Limited^^
	Financial Year 2024	Financial Year 2024	Financial Year 2024	Financial Year 2024
Days Sales Outstanding (DSO) (in days)	77	226	119	73
Return on Equity (ROE) (in %)	38.71%	12.06%	19.78%	18.41%
Return on capital employed (ROCE) (in %)	27.59%	11.01%	25.87%	29.81%
Operating Cash Flows to EBITDA (in %)	111.85%	107.38%	73.38%	64.58%
Capital expenditure (₹ In Million)	594.39	55.53	1,083.76	197.55

Particulars	SIS Cash Services Limited	AGS Transact Technologies Limited*	CMS Info Systems Limited	Radiant Cash Management Services Limited^^
	Financial Year 2024	Financial Year 2024	Financial Year 2024	Financial Year 2024
Net Debt to EBITDA (ratio)	1.14	2.15	(0.13)	(0.50)
Revenue from New Solutions as a percentage of revenue from operations (in %)	5.53%	NA#	NA#	NA#
New Solutions Growth in revenue (in %)	58.30%	NA#	NA#	NA#
Revenue from direct contracts with Banks as a percentage of revenue from operations (in %)	76.29%	NA#	NA#	NA#
Revenue from ATM Business as a percentage of revenue from operations (in %)	20.08%	NA#	NA#	NA#
Revenue from Non-ATM business as a percentage of revenue from operations (in %)	79.92%	NA#	NA#	NA#

Particulars	SIS Cash Services Limited	AGS Transact Technologies Limited*	CMS Info Systems Limited	Radiant Cash Management Services Limited^
	Financial Year 2023	Financial Year 2023	Financial Year 2023	Financial Year 2023
Days Sales Outstanding (DSO) (in days)	77	191	105	72
Return on Equity (ROE) (in %)	19.86%	22.20%	21.09%	33.93%
Return on capital employed (ROCE) (in %)	14.00%	24.18%	27.96%	54.10%
Operating Cash Flows to EBITDA (in %)	128.80%	46.89%	75.64%	85.18%
Capital expenditure (₹ In Million)	845.72	204.60	1,933.18	58.97
Net Debt to EBITDA (ratio)	1.79	1.41	0.08	(0.85)
Revenue from New Solutions as a percentage of revenue from operations (in %)	4.07%	NA#	NA#	NA#
New Solutions Growth in revenue (in %)	12.83%	NA#	NA#	NA#
Revenue from direct contracts with Banks as a percentage of revenue from operations (in %)	75.99%	NA#	NA#	NA#
Revenue from ATM Business as a percentage of revenue from operations (in %)	21.04%	NA#	NA#	NA#
Revenue from Non-ATM business as a percentage of revenue from operations (in %)	78.96%	NA#	NA#	NA#

Particulars	SIS Cash Services Limited	AGS Transact Technologies Limited*	CMS Info Systems Limited	Radiant Cash Management Services Limited^
	Financial Year 2022	Financial Year 2022	Financial Year 2022	Financial Year 2022
Days Sales Outstanding (DSO) (in days)	81	178	122	100
Return on Equity (ROE) (in %)	5.76%	15.10%	20.00%	28.64%
Return on capital employed (ROCE) (in %)	9.10%	13.84%	27.82%	42.14%
Operating Cash Flows to EBITDA (in %)	180.64%	77.70%	64.17%	53.09%
Capital expenditure (₹ In Million)	811.02	92.24	2,839.67	61.05
Net Debt to EBITDA (ratio)	2.80	1.51	0.11	0.17
Revenue from New Solutions as a percentage of revenue from operations (in %)	5.00%	NA#	NA#	NA#
New Solutions Growth in revenue (in %)	NA	NA#	NA#	NA#
Revenue from direct contracts with Banks as a percentage of revenue from operations (in %)	76.29%	NA#	NA#	NA#
Revenue from ATM Business as a percentage of revenue from operations (in %)	21.74%	NA#	NA#	NA#
Revenue from Non-ATM business as a percentage of revenue from operations (in %)	78.26%	NA#	NA#	NA#

^on a Standalone basis.

^ on a consolidated basis,

* The Company has taken Key Performance Indicator of Secure Value India Limited (a material subsidiary of AGS Transact Technologies Limited) on account of comparable peer.

*As represented to us by the management of the Company, these ratios of the peers are not available in the public domain.

Notes:

1. Days Sales outstanding (DSO) is a financial metric that measures the number of days it takes a company to collect payment after a sale. DSO of the company has been calculated by considering the most recent sales which allows the company to evaluate the impact of recent credit terms and collections metrics effectively.
2. DSO of the CMS Info Systems Limited is taken from their respective annual report for the financial year ended March 31, 2024. Further, DSO of AGS Transact Technologies Limited & Radiant Cash Management Services Limited is calculated as Closing amount of Trade Receivables / Revenue from Operations X 366.
3. DSO of the peers for the nine months period ended December 31, 2024, is calculated as Closing amount of Trade Receivables / Revenue from Operations X 275.
4. ROE (in %) is calculated as Profit after Tax (profit for the period / year) / Average Total equity, calculated as (total equity at the beginning of the period/year plus total equity at the end of the period/year) divided by two ("Average Total Equity") (excluding non-controlling interest).
5. ROCE (in%) is calculated as Earnings before Interest & Tax (EBIT) / Average Capital employed, calculated as (Capital Employed at the beginning of the period/year plus Capital Employed at the end of the period/year) divided by two ("Average Capital Employed").
6. EBIT is calculated as Profit before Tax plus Finance Cost minus other income.
7. Capital employed is calculated as Net debt plus Total equity (excluding non-controlling interest).
8. Net debt is calculated as total borrowings (non-current borrowings plus current borrowings) plus lease liabilities (Current & Non-current) minus Cash & cash equivalent, other bank balances and fixed deposits having maturity more than 12 months & margin money deposited.
9. EBITDA is calculated as EBIT plus Depreciation & Amortisation expense.
10. Revenue from New Solutions as a percentage of revenue from operations (in %) is calculated as revenue from new solutions / revenue from operations for the reference period.
11. New Solutions Growth in revenue (in %) is calculated as (Revenue from New Solutions in the reference period minus Revenue from New Solutions in the previous reference period) / Revenue from New Solutions in the previous reference period. However, The Restated Financial Statements does not contain financial statements for the nine months ended December 31, 2023, and for the year ended on March 31, 2021, so no comparison for this period ended December 31, 2024 & financial year ended on March 31, 2022 are included in the table.
12. Revenue from direct contracts with Banks as a percentage of revenue from operations (in %) is calculated as Revenue from Banks directly with no intermediaries / revenue from operations for the reference period.
13. Revenue from ATM business (which is revenue from ATM cash replenishment and first level maintenance service) as a percentage of revenue from operations is calculated as Share of Revenue from ATM business / revenue from operations for the reference period.
14. Revenue from Non-ATM business (which is all revenue other than revenue from ATM cash replenishment and first level maintenance services) as a percentage of revenue from operations is calculated as Share of Revenue from Non-ATM business/ revenue from operations for the reference period.

9. Weighted average cost of acquisition

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

Our Company has not issued any Equity Shares or convertible securities, during the 18 months preceding the date of this Draft Red Herring Prospectus, where such issuance is equal to or more than 5% of the fully diluted paid-up share capital of our Company (calculated based on the pre-Offer capital before such transaction(s)), in a single transaction or multiple transactions combined together over a span of rolling 30 days ("Primary Issue").

B. The price per share of our Company based on secondary sale/ acquisitions of shares (equity/ convertible securities)

No Equity Shares or convertible securities have been transacted by the Selling Shareholders, or Shareholder(s) having the right to nominate director(s) on our Board, during the 18 months preceding the date of this Draft Red Herring Prospectus, where either acquisition or sale is equal to or more than 5% of the fully diluted paid-up share capital of our Company (calculated based on the pre-Offer capital before such transactions), in a single transaction or multiple transactions combined together over a span of rolling 30 days ("Secondary Transaction").

- C. Since there are no such transactions to report to under points (A) and (B) above, therefore, information of price per share of the last five primary or secondary transactions (where the Promoters, Promoter Group, the Selling Shareholders or Shareholder(s) having the right to nominate Director(s) on our Board were a party to the transaction), not older than three years prior to the date of this Draft Red Herring Prospectus irrespective of the size of transactions, is set forth below:

Last five primary or secondary transactions:

Date of Allotment	Name of allottee	No. of Equity Shares allotted	Nature of allotment	Nature of consideration	Total consideration (in ₹ million)	Price per security (₹)**	Cumulative No. of Shares	Total Cumulative Consideration (₹)
January 29, 2016	Gujrat Fusion Glass LLP (Share transferred	396,273	Transfer	Cash	37,302,000	94.13	396,273	37,302,000

Date of Allotment	Name of allottee	No. of Equity Shares allotted	Nature of allotment	Nature of consideration	Total consideration (in ₹ million)	Price per security (₹)**	Cumulative No. of Shares	Total Cumulative Consideration (₹)
	from SIS Limited)							
June 11, 2015	SMC Integrated Facility Management Solutions Limited (Share transferred from SIS Limited)	135,142	Transfer	Cash	34,680,140	256.62	531,415	71,982,140
May 15, 2015	Singpai Pte. Ltd.	129,841	Rights issue	Cash	33,319,797	256.62	661,256	105,301,937
May 15, 2015	SIS Limited	135,142	Rights issue	Cash	34,680,140	256.62	796,398	139,982,077
March 23, 2015	SMC Integrated Facility Management Solutions Limited (Share transferred from SIS Limited)	1,784,662	Transfer	Cash	457,979,962	256.62	2,581,060	597,962,039
							2,581,060	597,962,039
Weighted average cost of acquisition (WACA): *231.67								

*Weighted Average Cost of Acquisition is calculated by way of dividing the total amount of consideration paid by total number of equity shares allotted and transferred.

**The transaction cost for acquisition/subscription of shares has not been considered while computing average cost of acquisition.

Please note that there were three equity shares, 1 each transferred on October 16, 2024, in favour of Mr. Bikash Mishra, Mr. Sanjay Shanker Ojha and Mr. Vinaya Kumar Srivastava, is not considered for calculating the weighted cost of acquisition because SIS Limited is the beneficial owners of such 3 (three) equity shares.

D. Weighted average cost of acquisition, Floor Price and Cap Price

Type of Transaction	WACA (₹) ⁽²⁾	Floor Price (₹ [●] is 'X' times the WACA) ⁽¹⁾	Cap Price (₹ [●] is 'X' times the WACA) ⁽¹⁾
Weighted average cost of acquisition for last 18 months for primary/new issue of shares (equity/convertible securities), excluding shares issued under an employee stock option plan/employee stock option scheme and issuance of bonus shares, during the 18 months preceding the date of filing of the DRHP, where such issuance is equal to or more than 5 per cent of the fully diluted paid-up share capital of the Company (calculated based on the pre-issue capital before such transaction/s and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days Note: In the event there are no such primary transactions, the information has to be disclosed for price per share of the Company based on the last 5 primary transactions, not older than 3 years prior to the date of filing of the DRHP, irrespective of the size of transactions	NA	[●] times	[●] times
Weighted average cost of acquisition for last 18 months for secondary sales/acquisition of shares (equity/convertible securities), where promoters / promoter group entities or shareholder(s) having the right to nominate director(s) in the Company are a party to the transaction (excluding gifts), during the 18 months preceding the date of filing of the DRHP, where either acquisition or sale is equal to or more than 5 per cent of the fully diluted paid-up share capital of our Company (calculated based on the pre-issue capital before such transaction/s and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days Note: In the event there are no such secondary transactions, the information has to be disclosed for price per share of the Company based on the last 5 secondary transactions (secondary transactions where promoters /promoter group entities or shareholder(s) having the right to nominate director(s) on our Board, are a party to the transaction), not older than 3 years prior to the date of filing of the DRHP, irrespective of the size of transactions	NA	[●] times	[●] times

⁽¹⁾ Details have been left intentionally blank as the Floor Price and Cap Price are not available as of date of this Draft Red Herring Prospectus. To be updated on finalisation of the Price Band.

⁽²⁾ As certified by Independent Chartered Accountant, pursuant to their certificate dated March 27, 2025.

E. Justification for Basis of Offer Price

1. The following provides a detailed explanation for the Offer Price/Cap Price being [●] times of weighted average cost of acquisition of Equity Shares that were issued by our Company or acquired or sold by the Promoters, Promoter Group, the Selling Shareholders or Shareholder(s) having the right to nominate director(s) by way of primary and secondary transactions as disclosed above, in the last 18 months preceding the date of this Draft Red Herring Prospectus compared to our Company's KPIs and financial ratios for the nine months period ended December 31, 2024 and for Financial Years 2024, 2023 and 2022.

[●]⁽¹⁾

⁽¹⁾This will be included on finalisation of Price Band

2. The following provides an explanation to the Cap Price being [●] times of weighted average cost of acquisition of Equity Shares that were issued by our Company or acquired by the Promoters, Promoter Group, the Selling Shareholders or Shareholders with rights to nominate directors by way of primary and secondary transactions as disclosed above, in the last 18 months preceding the date of this Draft Red Herring Prospectus in view of external factors, if any

[●]⁽¹⁾

⁽¹⁾This will be included on finalisation of Price Band

3. The Offer Price of ₹ [●] is [●] times of the face value of the Equity Shares and is justified in view of the above qualitative and quantitative parameters. The trading price of Equity Shares could decline due to factors mentioned in "Risk Factors" beginning on page 28 and you may lose all or part of your investments.

STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS

The Board of Directors

SIS Cash Services Limited (formerly known as SIS Cash Services Private Limited),

B-26 Okhla Industrial Phase-1,

New Delhi 110020

Date: March 27 2025

Subject: Statement of special tax benefits (“the Statement”) available to SIS Cash Services Limited (formerly known as SIS Cash Services Private Limited) (“the Company”) and its shareholders prepared in accordance with the requirement under Schedule VI –Part A -Clause (9) (L) of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“the SEBI ICDR Regulations”)

This report is issued in accordance with the Engagement Letter dated November 08, 2024, and November 19, 2024.

We hereby report that the enclosed **Annexure II and III** prepared by the Company, initialled by us for identification purpose, states the special tax benefits available to the Company and its shareholders under direct and indirect taxes (together “**the Tax Laws**”), presently in force in India as on the March 27 2025, which are defined in **Annexure I**. These special tax benefits are dependent on the Company and its shareholders fulfilling the conditions prescribed under the relevant provisions of the Tax Laws. Hence, the ability of the Company and its shareholders to derive these special tax benefits is dependent upon their fulfilling such conditions, which is based on business imperatives the Company may face in the future and accordingly, the Company and its shareholders may or may not choose to fulfil.

The benefits discussed in the enclosed **Annexures II and III** cover the special tax benefits available to the Company and its shareholders and do not cover any general tax benefits available to the Company and its shareholders. Further, the preparation of the enclosed **Annexure II and III** and its contents is the responsibility of the Management of the Company and has been approved by the IPO Committee of the Board of Directors of the Company at its meeting held on March 27, 2025. We were informed that the Statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. Further, the benefits discussed in the **Annexures II and III** are not exhaustive. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the proposed initial public offering of equity shares of the Company (the “**Proposed Offer**”) particularly in view of the fact that certain recently enacted legislation may not have a direct legal precedent or may have a different interpretation on the special tax benefits, which an investor can avail. Neither we are suggesting nor advising the investors to invest money based on the Statement.

We conducted our examination in accordance with the “Guidance Note on Reports or Certificates for Special Purposes (Revised 2016)” (the “**Guidance Note**”) issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.

We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that perform Audits and Reviews of Historical Financial information, and Other Assurance and Related Services Engagements.

We do not express any opinion or provide any assurance as to whether:

- i) the Company and its shareholders will continue to obtain these special tax benefits per the Statement in future; or
- ii) the conditions prescribed for availing the special tax benefits where applicable, have been/would be met with.

The contents of the enclosed Annexures are based on the information, explanation and representations obtained from the Company, and on the basis of our understanding of the business activities and operations of the Company.

Our views expressed herein are based on the facts and assumptions indicated to us. No assurance is given that the revenue authorities/ courts will concur with the views expressed herein. Our views are based on the existing provisions of the Tax

Laws and its interpretation, which are subject to change from time to time. We do not assume responsibility to update the views consequent to such changes. We shall not be liable to the Company for any claims, liabilities or expenses relating to this assignment except to the extent of fees relating to this assignment, as finally judicially determined to have resulted primarily from bad faith or intentional misconduct. We will not be liable to the Company and any other person in respect of this Statement, except as per applicable law.

This report is addressed to and is provided to enable the Board of Directors of the Company to include this report in the Draft Red Herring Prospectus prepared in connection with the Offering to be filed by the Company with the Securities and Exchange Board of India and the concerned stock exchanges where the equity shares of the Company are proposed to be listed. It is not to be used, referred to or distributed for any other purpose without our prior written consent.

For **Walker Chandiok & Co LLP**

Chartered Accountants

Firm Registration No: 001076N/N500013

Sujay Paul

Partner

Membership Number:

UDIN: 25096314BMNWNW7895

Date: March 27, 2025

Place: Gurugram

Annexure I

List of Direct and Indirect Tax Laws (“Tax Laws”)

S. No.	Details of tax laws
1.	Income Tax Act, 1961 and Income-tax Rules, 1962 (read with applicable circulars and notifications) as amended by the Finance (No. 2) Act, 2024.
2.	Central Goods and Services Tax Act, 2017 including the relevant rules, notifications and circulars issued there under, The Integrated Goods and Services Tax Act, 2017 including the relevant rules, notifications and circulars issued there under, Applicable State/ Union Territory Goods and Services Tax Act, 2017 including the relevant rules, notifications and circulars issued there under
3.	The Customs Act, 1962 including the relevant rules, notifications and circulars issued there under
4.	The Customs Tariff Act, 1975 including the relevant rules, notifications and circulars issued there under
5.	The Foreign Trade (Development and Regulation) Act, 1992 (read with Foreign Trade Policy 2023) read with corresponding rules and regulations.

Annexure II

STATEMENT OF SPECIAL TAX BENEFITS AVAILABLE TO SIS CASH SERVICES LIMITED (FORMERLY KNOWN AS SIS CASH SERVICES PRIVATE LIMITED) (THE “COMPANY”), AND ITS SHAREHOLDERS UNDER THE APPLICABLE DIRECT TAX LAWS IN INDIA i.e., INCOME TAX ACT, 1961

Outlined below are the special tax benefits available to the Company and its Shareholders under the Income Tax Act, 1961 (the “ITA”) read with Income Tax Rules 1962 (the “Rules”), circulars, notifications, as amended by the Finance (No. 2) Act 2024 (collectively hereinafter referred to as the “Income Tax Laws”). These special tax benefits are subject to fulfillment of conditions prescribed under the relevant Income Tax Laws by the Company or its shareholders.

I. Special tax benefits available to the Company.

SIS Cash Services Limited (formerly known as SIS Cash Services Private Limited) (the “Company”) is an Indian Company, subject to tax in India. The Company is taxed on its profits.

Profits are computed after allowing all reasonable business expenditure, laid out wholly and exclusively for the purposes of the business, including depreciation.

Considering the activities and the business of the Company, the following special tax benefits may be available to them:

a. Lower corporate tax rate on income of domestic companies – Section 115BAA of the ITA

The Taxation Laws (Amendment) Act, 2019 introduced section 115BAA wherein domestic companies are entitled to avail a concessional tax rate of 22% plus surcharge at the rate of 10% and health and education cess at the rate of 4% (effective tax rate of 25.17%) on fulfillment of certain conditions. The option to apply this tax rate is available from Financial Year (“FY”) 2019-20 relevant to Assessment Year (“AY”) 2020-21 and the option once exercised through filing of Form 10IC on the Income tax portal shall apply to subsequent assessment years. The concessional tax rate of 22% is subject to the company not availing any of the following deductions under the provisions of the ITA:

- Section 10AA: Tax holiday available to units in a Special Economic Zone.
- Section 32(1)(ia): Additional depreciation;
- Section 32AD: Investment allowance.
- Section 33AB/33ABA: Tea coffee rubber development expenses/site restoration expenses
- Section 35(1)(ii)/35(1)(ia)/35(1)(iii) /35(2AA)/ 35(2AB): Expenditure on scientific research.
- Section 35AD: Deduction for capital expenditure incurred on specified businesses.
- Section 35CCC/35CCD: expenditure on agricultural extension /skill development
- Chapter VI-A except for the provisions of section 80JJAA and section 80M.

The total income of a company availing the concessional rate of 25.168% (i.e., 22% along with surcharge of 10% and health and education cess of 4%) is required to be computed without set-off of any carried forward loss and depreciation attributable to any of the aforesaid deductions/incentives. A company can exercise the option to apply for the concessional tax rate by filing Form 10IC on or before the due date of filing return of income under section 139(1) of the ITA. Further, provisions of Minimum Alternate Tax (“MAT”) under section 115JB of the ITA shall not be applicable to companies availing this reduced tax rate, thus, any carried forward MAT credit also cannot be claimed.

The provisions do not specify any limitation/condition on account of turnover, nature of business or date of incorporation for opting for the concessional tax rate. Accordingly, all existing as well as new domestic companies are eligible to avail this concessional rate of tax. Option once exercised, cannot be subsequently withdrawn for the same or any other subsequent assessment year.

Further, if the conditions mentioned in Section 115BAA are not satisfied in any financial year, the option exercised shall

become invalid for assessment year in respect of such financial year and subsequent assessment years, and the other provisions of the Act shall apply as if the option under Section 115BAA had not been exercised.

The Company has opted for tax rate as per Section 115BAA of the Act for Assessment Year 2020-21 and onwards;

b. Deduction in respect of employment of new employees- Section 80JJAA of the ITA

In accordance with and subject to the conditions specified under Section 80JJAA of the Act, a company is entitled to a deduction of an amount equal to 30% of additional employee cost incurred in the course of business in a financial year, for 3 consecutive assessment years including the assessment year relevant to the financial year in which such additional employment cost is incurred.

Additional employee cost means the total emoluments paid or payable to additional employees employed in the financial year. The deduction under Section 80JJAA would continue to be available to the company even where the company opts for the lower effective tax rate of 25.17% as per the provisions of Section 115BAA of the Act (as discussed above).

The Company should be eligible to claim this deduction in case it incurs additional employee cost within the meaning of Explanation (i) to sub-Section (2) of Section 80JJAA of the Act and satisfies the conditions as mentioned in the said Section.

The company is presently claiming deduction under section 80JJAA of the ITA.

c. Deduction in respect of inter-corporate dividends – Section 80M of the ITA

As per the provisions of section 80M of the ITA, inserted with effect from 01 April 2020 i.e., AY 2021-22, a domestic company shall be allowed to claim a deduction of dividend income earned from any other domestic company or a foreign company or a business trust. The amount of deduction so claimed should not exceed the amount of dividend distributed by it on or before the due date. In this case, due date means one month prior to the due date of furnishing return of income under sub section (1) of section 139 of the ITA.

The company has a subsidiary and thus, the company should be eligible to claim deduction under section 80M of the ITA in respect of dividends received (if any) from its subsidiary and further distributed to its shareholders subject to fulfillment of other conditions.

d. Deduction in respect of certain preliminary expenses – Section 35D of the ITA

In accordance with and subject to the fulfillment of conditions as laid out under section 35D of the Act, the company may be entitled to amortize preliminary expenditure, being specified expenditure incurred in connection with the issue for public subscription or such expenditure as prescribed under section 35D of the Act, subject to the limit specified therein (viz maximum 5% of the cost of the project or 5% of the capital employed in the business of the company).

The deduction is allowable for an amount equal to one-fifth of such expenditure for each of five successive previous years beginning with the previous year in which the business commences or as the case may be, the previous year in which the extension of the undertaking is completed, or the new unit commences production or operation.

With effect from AY 2024-25, the company shall be required to furnish a statement in Form 3AF containing the particulars of expenditures specified under section 35D of the ITA to such income tax authority prior to one month before the due date of filing Income tax return as per section 139(1) of the ITA.

e. Tax on Capital Gains

As per provisions of Section 112A of the Act, long-term capital gains arising from the transfer of listed equity shares on or after 23 July 2024 on which securities transaction tax ("STT") is paid at the time of acquisition and transfer and fulfilment of other prescribed conditions (including Notification No. 60/2018/F.No.370142/9/2017-TPL dated 1 October 2018), shall be taxed at 12.5% (plus applicable surcharge and cess) on such capital gains exceeding INR 1,25,000/- in a financial year.

Further, STCG arising from the transfer of short-term capital assets (other than listed equity shares, unit of an equity-oriented fund or unit of a business trust covered under section 111A of the ITA), shall be taxed at the normal tax rate applicable to the Company.

As per Section 111A of the Act, short term capital gains arising from transfer of listed equity share, or a unit of an equity-

oriented fund or a unit of a business trust shall be taxed at 20% w.e.f. 23 July 2024 as amended by the Finance (No. 2) Act 2024. This is subject to fulfilment of prescribed conditions under the Act.

II. Special tax benefits available to the Shareholders of the Company

There are below special tax benefits available to the Shareholders of the Company for investing in the shares of the Company.

a. Dividend Income

Dividend income, earned by the shareholders would be taxable in their hands at the applicable rates. However, in case of domestic corporate shareholders, deduction under Section 80M of the Act would be available on fulfilling the conditions (as discussed above).

b. Tax on Capital Gain

As per provisions of Section 112A of the Act, long-term capital gains arising from the transfer of listed equity shares on or after 23 July 2024 on which securities transaction tax ("STT") is paid at the time of acquisition and transfer and fulfilment of other prescribed conditions (including Notification No. 60/2018/F.No.370142/9/2017-TPL dated 1 October 2018), shall be taxed at 12.5% (plus applicable surcharge and cess) on such capital gains exceeding INR 1,25,000/- in a financial year.

As per section 111A of the ITA, STCG arising from the transfer of equity shares on which STT has been paid at the time of acquisition and sale shall be taxed at the rate of 20% (plus applicable surcharge and cess) instead of the erstwhile rate of 15%.

The surcharge payable by shareholders who are individuals, Hindu Undivided Family, Association of Persons, Body of Individuals, whether incorporated or not and every artificial juridical person, ranges from 0% to 37% based on their respective total income and subject to provisions of 115BAC of the Act. However, the surcharge on dividend and capital gains would be restricted to 15%, irrespective of the quantum of dividend and capital gains.

c. Special Provisions for Non-resident Shareholders

As per section 90(2) of the ITA, non-resident shareholders will be entitled to be governed by the beneficial provisions under the respective Double Taxation Avoidance Agreement ("DTAA"), if any, applicable to such non-residents. This is subject to fulfilment of conditions prescribed to avail treaty benefits.

Further, any income by way of capital gains and dividend income accruing to non-residents, may be subject to withholding tax as per the provisions of the ITA or under the relevant DTAA, whichever is beneficial. However, where such non-resident has obtained a lower withholding tax certificate from the tax authorities, the withholding tax rate would be as per the said certificate. The non-resident shareholders may be able to avail credit for any taxes paid by them in India, subject to local laws of the country in which such shareholder is resident. Except for the above, the Shareholders of the Company are not entitled to any other special tax benefits under the Act.

Notes:

This Annexure is as per the Income Tax Act, 1961 as amended by the Finance (No. 2) Act, 2024 (read with relevant rules, circulars and notifications) applicable for the Financial Year 2024-25 relevant to the Assessment Year 2025-26, presently in force in India.

1. This Annexure covers only certain relevant direct tax law benefits and does not cover any indirect tax law benefits or benefit under any other law.
2. These special tax benefits are dependent on the Company and its shareholders fulfilling the conditions prescribed under the Income tax regulations. 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.
3. The special 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.

4. The Statement has been prepared on the basis that the Company is in the process of getting shares of the company listed on a recognized stock exchange in India and the Company will be issuing shares.
5. 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
6. No assurance is provided that the revenue authorities/courts will concur with the views expressed herein. Our views are based on the existing provisions of law and its interpretation, which are subject to changes from time to time. We do not assume responsibility to update the views consequent to such changes.
7. The above Statement of Special Tax Benefits sets out the provisions of law in a summary manner only and is not a complete analysis or listing of all potential tax consequences of the purchase, ownership and disposal of shares.

Annexure III

STATEMENT OF SPECIAL TAX BENEFITS AVAILABLE TO SIS CASH SERVICES LIMITED (the “Company”) AND ITS SHAREHOLDERS UNDER THE APPLICABLE INDIRECT TAX REGULATIONS IN INDIA

Outlined below are the special tax benefits available to the Company and its Shareholders under the Central Goods and Services Tax Act, 2017, the Integrated Goods and Services Tax Act, 2017, applicable State/ Union Territory Goods and Services Tax Act, 2017, the Customs Act, 1962, the Customs Tariff Act, 1975, including the relevant rules, notifications and circulars issued there under, the Foreign Trade (Development and Regulation) Act, 1992 (read with Foreign Trade Policy 2023) (collectively referred as “**Indirect Tax Regulations**”), presently in force in India.

I. Special tax benefits available to the Company

The Company is engaged in the business of providing services relating to cash-in-transit, ATM cash replenishment activities, cash pickup and delivery, cash processing outsourcing and secure transportation of precious items and bullion.

There are no special indirect tax benefits available to the Company under Indirect Tax Regulations.

II. Special tax benefits available to the Shareholders of the Company

- a. The shareholders of the Company are not required to discharge any GST on transaction in securities of the Company.

Securities are excluded from the definition of Goods as defined under Section 2(52) of the Central Goods and Services Tax Act, 2017 as well from the definition of Services as defined under Section 2(102) of the Central Goods and Services Tax Act, 2017.
- b. Apart from above, the shareholders of the Company are not eligible to special tax benefits under the Indirect Tax Regulations.

Notes:

1.This Annexure sets out only the special tax benefits available to the Company and its Shareholders under the Indirect Tax Regulations, presently in force in India.

2.These special tax benefits may be dependent on the Company or its Shareholders fulfilling the conditions prescribed under the relevant provisions of the Indirect Tax Regulations. 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.

3.This special tax benefits discussed in this Annexure is not exhaustive. It is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences, the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the proposed Offer.

4.This annexure covers only indirect tax regulations benefits and does not cover any income tax law benefits or benefit under any other law.

5.The Statement is prepared on the basis of information available to 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; and
- ii) the conditions prescribed for availing the benefits have been/ would be met with.

6.These comments are based upon the existing provisions of the specified indirect tax laws, and judicial interpretation thereof prevailing in the country, as on the date of this Annexure.

No assurance is given that the revenue authorities/courts will concur with the views expressed herein. Our views are based on the existing provisions of law and its interpretation, which are subject to changes from time to time. We do not assume responsibility to update the views consequent to such changes.

STATEMENT OF SPECIAL TAX BENEFITS

To,

**The Board of Directors
SIS Cash Services Limited**

Annapurna Bhawan,
Telephone Exchange Road,
Kurji, Patna, 800 001,
Bihar (the “Company”).

Book Running Lead Manager (collectively, the “BRLM”):

DAM Capital Advisors Limited

One BKC, Tower C, 15th Floor,
Unit no 1511, Bandra Kurla Complex,
Bandra (East), Mumbai 400051,
Maharashtra.

(And such other BRLM as may be appointed in relation to the Offer)

Dear Sirs,

Re: Proposed initial public offering of equity shares (the “Equity Shares”) by SIS Cash Services Limited (the “Company”) comprising of a fresh issue of Equity Shares (“Fresh Issue”) and an offer for sale of Equity Shares by certain shareholders of the Company (“Offer for Sale” and together with the Fresh Issue, the “Offer”).

In relation to the Company and its affiliates, we, J. C. Bhalla & Co., Chartered Accountants, (Firm Registration no.:001111N) are the Independent Chartered Accountants. We hereby confirm the enclosed statement in the **Annexure A** (the “**Statement**”), as prepared by the management of the Company, which provides the possible special tax benefits under direct tax and indirect tax laws presently in force in India, including the Income-tax Act, 1961 (as amended by Finance Act 2024), the Central Goods and Services Tax Act, 2017, the Integrated Goods and Services Tax Act, 2017, the applicable State/Union Territory Goods and Services Tax Act, 2017, and the relevant rules, circulars and notifications made thereunder (as amended from time to time), the Customs Act, 1962, and the Customs Tariff Act, 1975 (as amended by Finance Act 2024), (collectively the “**Taxation Laws**”), available to SIS Prosegur Holdings Private Limited, a material subsidiary of the Company (the “**Material Subsidiary**”) identified as per the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

A statement of possible special tax benefits available to the Material Subsidiary is required as per Schedule VI 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 Material Subsidiary, the same would include those benefits as enumerated in the Statement. The benefits discussed in the enclosed Statement are not exhaustive and cover the possible special tax benefits available to the Material Subsidiary and do not cover any general tax benefits available to them. 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.

Several of the benefits mentioned in the accompanying Statement are dependent on the Material Subsidiary fulfilling the conditions prescribed under the relevant provisions of the Taxation Laws. Hence, the ability of the Material Subsidiary to derive the possible special tax benefits is dependent upon fulfilling such conditions, which may or may not be fulfilled. We are unable to express any opinion or provide any assurance as to whether the Material Subsidiary will continue to obtain the benefits per the Statement in future or the conditions prescribed for availing the benefits per the Statement have been/ would be met with.

The Statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for a professional tax advice. Our views are based on the existing provisions of Taxation Laws and its interpretation, which are subject to change from time to time. We do not assume responsibility to update the views consequent to such changes. Further, we give no assurance that the revenue authorities / courts will concur with our views

expressed herein. 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 Offer.

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 Material Subsidiary. We have relied upon the information and documents of the Material Subsidiary being true, correct and complete and have not audited or tested them.

We hereby confirm that while providing this certificate we have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, '*Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements*,' issued by the ICAI. We have conducted our examination in accordance with the '*Guidance Note on Reports or Certificates for Special Purposes*' issued by the Institute of Chartered Accountants of India ("**ICAI**") which requires that we comply with ethical requirements of the Code of Ethics issued by the ICAI and in accordance with '*Guidance Note on Reports in Company Prospectuses*' (Revised 2019).

We hereby give consent to include this statement of special tax benefits in the draft red herring prospectus ("**DRHP**"), red herring prospectus ("**RHP**"), prospectus ("**Prospectus**") and in any other material used in connection with the Offer.

We hereby consent (i) to our name J. C. Bhalla & Co., Chartered Accountants and the aforementioned details being included in the Issue Documents; and (ii) to the submission of this certificate to any regulatory / statutory/ governmental authority, stock exchanges, any other authority as may be required and/or for any other litigation purposes and/or for the records to be maintained by the DAM Capital Advisors Limited (the "**BRLM**") in connection with the Issue and in accordance with applicable law. We also consent to the inclusion of this certificate as a part of '*Material Contracts and Documents for Inspection*' in connection with the Issue, which will be available for public for inspection from the date of filing of the red herring prospectus until the Bid/Issue Closing Date.

We also consent to the references to us as "*experts*" as defined under Section 2(38) of the Companies Act, 2013, read with Section 26(5) of the Companies Act, 2013 to the extent of the certification provided hereunder and included in the draft red herring prospectus, red herring prospectus and prospectus of the Company or in any other material used in connection with the Offer.

This certificate can be relied on by the Company, BRLM and the legal counsels appointed in relation to the Offer. We hereby consent to this certificate being disclosed by the BRLM, if required (i) by reason of any law, regulation, order or request of a court or by any governmental or competent regulatory authority, or (ii) in seeking to establish a defense in connection with, or to avoid, any actual, potential or threatened legal, arbitral or regulatory proceeding or investigation.

We undertake to immediately update you, in writing, of any changes in the abovementioned information, immediately upon us becoming aware, until the date the Equity Shares issued pursuant to the Offer commences trading on the Stock Exchanges. In the absence of any such communication, you may assume that there is no change in respect of the matters covered in this certificate until the date on which the Equity Shares commence trading on the Stock Exchanges.

All capitalized terms used but not defined herein shall have the meaning assigned to them in the DRHP.

Yours faithfully,

For and on behalf of
J. C. Bhalla & Co.
Chartered Accountants
Firm Regn No. 001111N
(**Akhil Bhalla**)

Partner
Membership No. 505002
UDIN: 25505082BMILCU3776

Place: New Delhi
Date: March 27, 2025

Encl: Annexure A.

CC:

Annexure A

STATEMENT OF SPECIAL TAX BENEFITS AVAILABLE TO SIS PROSEGUR HOLDINGS PRIVATE LIMITED (the “Material Subsidiary”)

UNDER THE APPLICABLE INDIRECT TAX REGULATIONS IN INDIA

1. Special tax benefits available to the Material Subsidiary

The Material Subsidiary is engaged in the business of providing services relating to cash-in-transit, ATM cash replenishment activities, cash pickup and delivery, cash processing outsourcing and secure transportation of precious items and bullion.

There are no special indirect tax benefits available to the Material Subsidiary under Indirect Tax Regulations.

UNDER THE APPLICABLE DIRECT TAX REGULATIONS IN INDIA

1. Special tax benefits available to the Material Subsidiary.

The Material Subsidiary is engaged in the business of providing services relating to cash-in-transit, ATM cash replenishment activities, cash pickup and delivery, cash processing outsourcing and secure transportation of precious items and bullion.

Profits are computed after allowing all reasonable business expenditure, laid out wholly and exclusively for the purposes of the business, including depreciation.

Considering the activities and the business of the Material Subsidiary, the following special tax benefits may be available to them:

a. Lower corporate tax rate on income of domestic companies – Section 115BAA of the Income Tax Act, 1961 (“ITA”)

The Taxation Laws (Amendment) Act, 2019 introduced section 115BAA wherein domestic companies are entitled to avail a concessional tax rate of 22% plus surcharge at the rate of 10% and health and education cess at the rate of 4% (effective tax rate of 25.17%) on fulfilment of certain conditions. The option to apply this tax rate is available from Financial Year (‘FY’) 2019-20 relevant to Assessment Year (‘AY’) 2020-21 and the option once exercised through filing of Form 10IC on the Income tax portal shall apply to subsequent assessment years. The concessional tax rate of 22% is subject to the company not availing any of the following deductions under the provisions of the ITA:

- Section 10AA: Tax holiday available to units in a Special Economic Zone.
- Section 32(1)(iia): Additional depreciation.
- Section 32AD: Investment allowance.
- Section 33AB/33ABA: Tea coffee rubber development expenses/site restoration expenses.
- Section 35(1)/35(2AA)/ 35(2AB): Expenditure on scientific research.
- Section 35AD: Deduction for capital expenditure incurred on specified businesses.
- Section 35CCC/35CCD: expenditure on agricultural extension /skill development.
- Chapter VI-A except for the provisions of section 80JJAA and section 80M.

The total income of a company availing the concessional rate of 25.168% (i.e., 22% along with surcharge of 10% and health and education cess of 4%) is required to be computed without set-off of any carried forward loss and depreciation attributable to any of the aforesaid deductions/incentives. A company can exercise the option to apply for the concessional tax rate by filing Form 10IC on or before the due date of filing return of income under section 139(1) of the ITA. Further, provisions of Minimum Alternate Tax (‘MAT’) under section 115JB of the ITA shall not be applicable to companies availing this reduced tax rate, thus, any carried forward MAT credit also cannot be claimed.

The provisions do not specify any limitation/condition on account of turnover, nature of business or date of incorporation for opting for the concessional tax rate. Accordingly, all existing as well as new domestic companies

are eligible to avail this concessional rate of tax. Option once exercised, cannot be subsequently withdrawn for the same or any other subsequent assessment year.

Further, if the conditions mentioned in Section 115BAA are not satisfied in any financial year, the option exercised shall become invalid for assessment year in respect of such financial year and subsequent assessment years, and the other provisions of the Act shall apply as if the option under Section 115BAA had not been exercised.

The Company has represented to us that they have opted Section 115BAA of the Act for Assessment Year 2020-21 and onwards;

b. Deduction in respect of employment of new employees- Section 80JJAA of the ITA

In accordance with and subject to the conditions specified under Section 80JJAA of the Act, a company is entitled to a deduction of an amount equal to 30% of additional employee cost incurred in the course of business in a financial year, for 3 consecutive assessment years including the assessment year relevant to the financial year in which such additional employment cost is incurred.

Additional employee cost means the total emoluments paid or payable to additional employees employed in the financial year. The deduction under Section 80JJAA would continue to be available to the company even where the company opts for the lower effective tax rate of 25.17% as per the provisions of Section 115BAA of the Act (as discussed above).

The Company should be eligible to claim this deduction in case it incurs additional employee cost within the meaning of Explanation (i) to sub-Section (2) of Section 80JJAA of the Act and satisfies the conditions as mentioned in the said Section.

The company is presently claiming deduction under section 80JJAA of the ITA.

c. Deduction in respect of inter-corporate dividends – Section 80M of the ITA

As per the provisions of section 80M of the ITA, inserted with effect from 01 April 2020 i.e., AY 2021-22, a domestic company shall be allowed to claim a deduction of dividend income earned from any other domestic company or a foreign company or a business trust. The amount of deduction so claimed should not exceed the amount of dividend distributed by it on or before the due date. In this case, due date means one month prior to the due date of furnishing return of income under sub section (1) of section 139 of the ITA.

The company has a subsidiary and thus, the company should be eligible to claim deduction under section 80M of the ITA in respect of dividends received (if any) from its subsidiary and further distributed to its shareholders subject to fulfillment of other conditions.

d. Deduction in respect of certain preliminary expenses – Section 35D of the ITA

In accordance with and subject to the fulfillment of conditions as laid out under section 35D of the Act, the company may be entitled to amortize preliminary expenditure, being specified expenditure incurred in connection with the issue for public subscription or such expenditure as prescribed under section 35D of the Act, subject to the limit specified therein (viz maximum 5% of the cost of the project or 5% of the capital employed in the business of the company).

The deduction is allowable for an amount equal to one-fifth of such expenditure for each of five successive previous years beginning with the previous year in which the business commences or as the case may be, the previous year in which the extension of the undertaking is completed, or the new unit commences production or operation.

With effect from AY 2024-25, the company shall be required to furnish a statement in Form 3AF containing the particulars of expenditures specified under section 35D of the ITA to such income tax authority prior to one month before the due date of filing Income tax return as per section 139(1) of the ITA.

e. Tax on Capital Gains

As per Finance (No. 2) Act, 2024, the tax rate on LTCG arising from the transfer of long-term capital assets under section 112/112A of the ITA has been regularized to 12.5% (without the benefit of Indexation) instead of the

erstwhile rate of 20% / 10% with effect from 23 July 2024. The threshold for applicability of tax under section 112A of the ITA has been increased from INR 1,00,000 to INR 1,25,000.

Further, STCG arising from the transfer of short-term capital assets (other than listed equity shares, unit of an equity-oriented fund or unit of a business trust covered under section 111A of the ITA), shall be taxed at the normal tax rate of the Company.

As per Section 111A of the Act, short term capital gains arising from transfer of listed equity share, or a unit of an equity-oriented fund or a unit of a business trust shall be taxed at 20% w.e.f. 23 July 2024 by the Finance (No. 2) Act 2024. This is subject to fulfilment of prescribed conditions under the Act.

Notes:

1. This Annexure sets out only the special tax benefits available to the Material Subsidiary under the direct and indirect Tax Regulations, presently in force in India.
2. These special tax benefits are dependent on fulfilling the conditions prescribed under the Income tax regulations. Hence, the ability of the Material Subsidiary to derive the tax benefits is dependent upon fulfilling such conditions, which based on the business imperatives, the Material Subsidiary may or may not choose to fulfil.
3. The special 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.
4. The Statement is prepared by the management of the Company and there is no assurance that:
 - iv) the Material Subsidiary will continue to obtain these benefits in future;
 - v) the conditions prescribed for availing the benefits have been/ would be met with; and
 - vi) the revenue authorities/courts will concur with the view expressed herein
5. No assurance is provided that the revenue authorities/courts will concur with the views expressed herein. Our views are based on the existing provisions of law and its interpretation, which are subject to changes from time to time. We do not assume responsibility to update the views consequent to such changes.
6. The above Statement of Special Tax Benefits sets out the provisions of law in a summary manner only and is not a complete analysis or listing of all potential tax consequences of the purchase, ownership and disposal of shares.

SECTION IV: ABOUT OUR COMPANY

INDUSTRY OVERVIEW

The information in this section has been obtained or derived from the report titled “Report on Cash Logistic Services Industry in India” (the “CRISIL Report”), which was issued in March 2025, prepared by CRISIL Market Intelligence & Analytics, a division of CRISIL Limited (“CRISIL MI&A Research” or “CRISIL”). Our Company commissioned CRISIL MI&A Research to prepare the CRISIL Report specifically for the purpose of confirming our understanding of the industry exclusively in connection of the Offer pursuant to an engagement letter dated October 16, 2024.

The CRISIL Report was prepared using information as of specific dates, which may no longer be current or reflect current trends, and opinions in the CRISIL Report may be based on estimates, projections, forecasts and assumptions that may prove to be incorrect. For more details, see “Risk Factors - Statistical and industry data in this Draft Red Herring Prospectus are derived from the CRISIL Report, which was commissioned and paid for by us for the purpose of the Offer. Reliance on information from the CRISIL Report for making an investment decision in the Offer is subject to inherent risks” on page 58.

For more details on the CRISIL Report, see “Certain Conventions, Presentation of Financial Information, Industry and Market Data – Industry and Market Data” beginning on page 24. The CRISIL Report forms part of the material contracts for inspection and will be accessible on our Company’s website at <https://www.sisprosegur.com/>.

Unless otherwise stated, all estimates, forecasts, projections, expectations and opinions in this section are those of CRISIL MI&A Research.

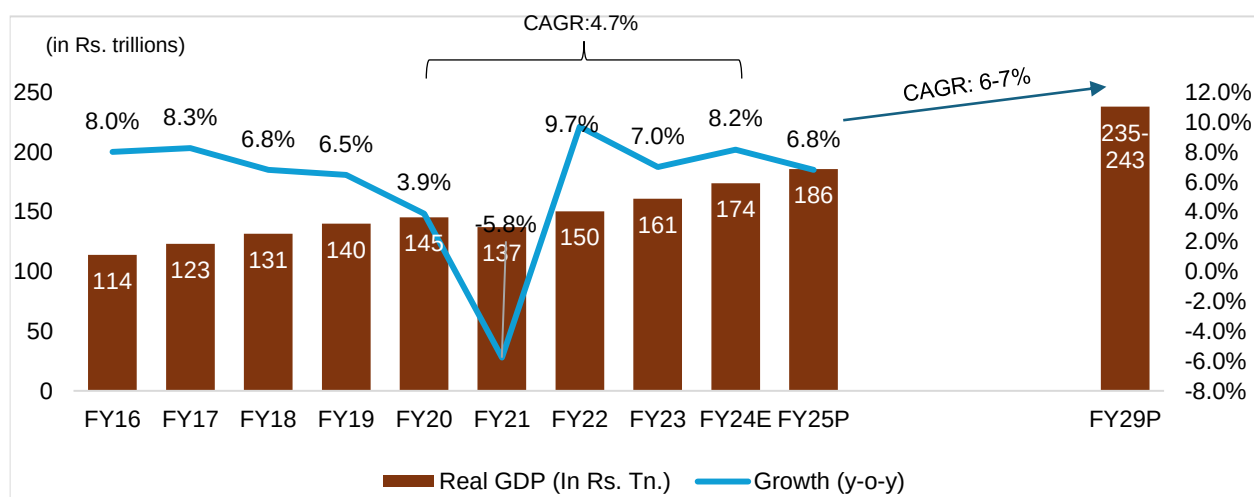
MACROECONOMIC SCENARIO IN INDIA

India expected to remain one of the fastest growing economies in the world

The Indian economy was amongst the fastest-growing in the world prior to onset of the Covid-19 pandemic. In the years leading up to the global health crisis which disrupted economic activities, the country’s economic indicators posted gradual improvements owing to strong local consumption and lower reliance on global demand. Despite global geopolitical instability, India continues to maintain its position as one of the fastest-growing economies globally. In May 2024, the National Statistical Office (NSO) in its provisional estimate of national income estimated the real GDP to have grown at 8.2% year-on-year in Fiscal 2024, while in Q4 FY24, growth was much stronger at 7.8% than 5.9% factored in the second advance estimates in February 2024.

Going forward, CRISIL MI&A expects a moderation in GDP growth rate to 6.8% in Fiscal 2025, largely due to various factors like Government’s focus on Fiscal consolidation, high interest rates and low Fiscal impulse, which is likely to lead to moderation in investments, which is a key factor for economic growth. Additionally, ongoing transfer of increased interest rates to retail borrowers and regulatory measures by the RBI to control risky lending could further affect credit support for consumption. Slower global growth and possible spikes in commodity price, especially crude oil may also contribute to moderation in economic growth of India. Overall, easing domestic inflation will be the main driver of the RBI’s rate cuts from February 2025. That said, the cumulative reduction in the upcoming cutting cycle would be less than the 250-bps hike affected since May 2022 as domestic growth momentum is projected to remain healthy and global rate cut cycle will also be shallower. GDP grew 5.4% on-year in the second quarter of this Fiscal 2025, a sharp deceleration from the 6.7% in the first quarter of Fiscal 2025. This comes over high growth in the second quarter of Fiscal 2024, in which the economy had grown 8.1%. On the demand side, moderation in consumption and investment growth were a drag on GDP growth. From the supply side, manufacturing growth slowed sharply compared to the first quarter of Fiscal 2025, weighed down by weaker domestic demand and worsening export performance. Services in comparison maintained its momentum of over 7% growth. India's economy has shown significant signs of recovery from the COVID-19 crisis, achieving a robust GDP growth of around 4.7% CAGR between Fiscal 2020 & Fiscal 2024, underscoring the country's potential for long-term economic expansion. The increase in the country’s gross domestic product and consumer price index provides support for the demand for cash, as continued economic growth and inflation drive reliance on cash.

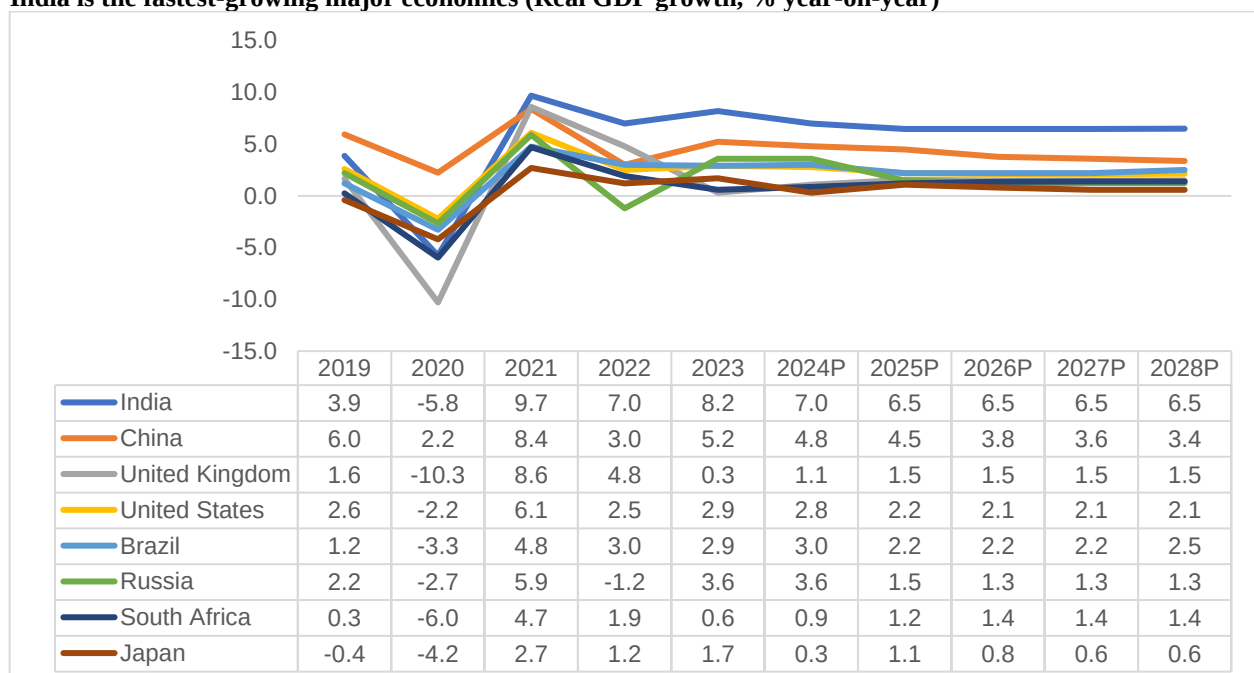
India's economy expected to grow at 6.8% in Fiscal 2025



Note: E = Estimated, P = Projected; GDP growth till Fiscal 2023 is actuals. GDP estimates for Fiscal 2024 is based on NSO Estimates and projected GDP growth for Fiscal 2025 is based on CRISIL MI&A's estimates and that for Fiscals 2025-2029 is based on IMF's projections; Source: NSO, CRISIL MI&A, IMF (World Economic Outlook – October 2024)

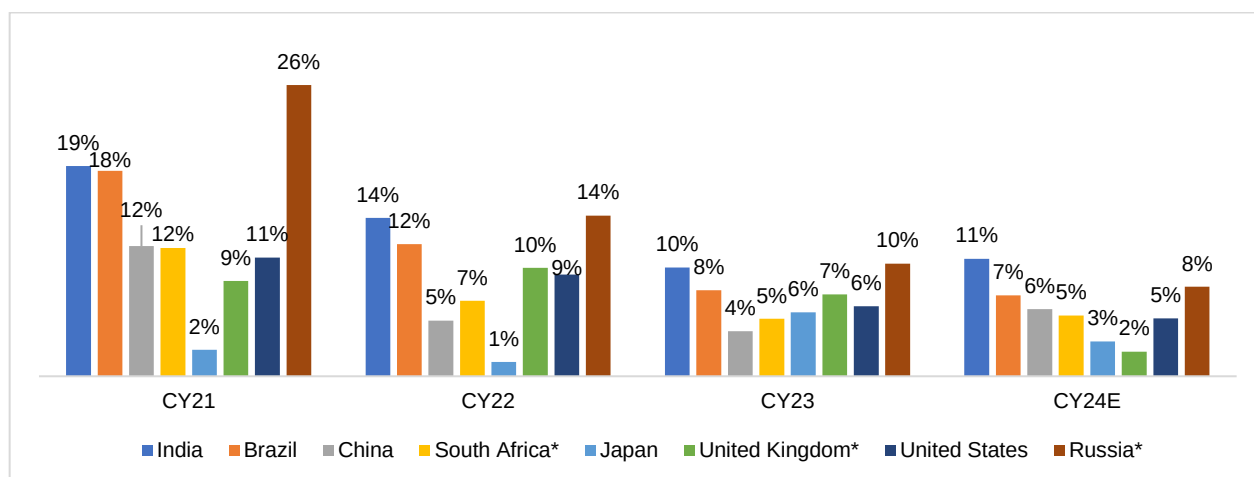
Over the past three Fiscals (Fiscals 2022-2024), the Indian economy has outperformed its global counterparts by witnessing a faster growth. In IMF's October 2024 update, it raised the GDP growth forecast for India, highlighting India's improved prospect for private consumption, particularly in rural areas. Going forward, IMF projects that the Indian economy will remain strong and would continue to be one of the fastest growing economies.

India is the fastest-growing major economies (Real GDP growth, % year-on-year)



Note: All forecasts refer to IMF forecasts. GDP growth is based on constant prices, Data represented is for calendar years, Figures for CY 2024 & 2025 as per WEO -July 2024, P: Projected; Source: IMF (World Economic Outlook – October 2024), CRISIL MI&A

India's nominal GDP position is strengthening compared to other major economies (GDP growth, % year-on-year)



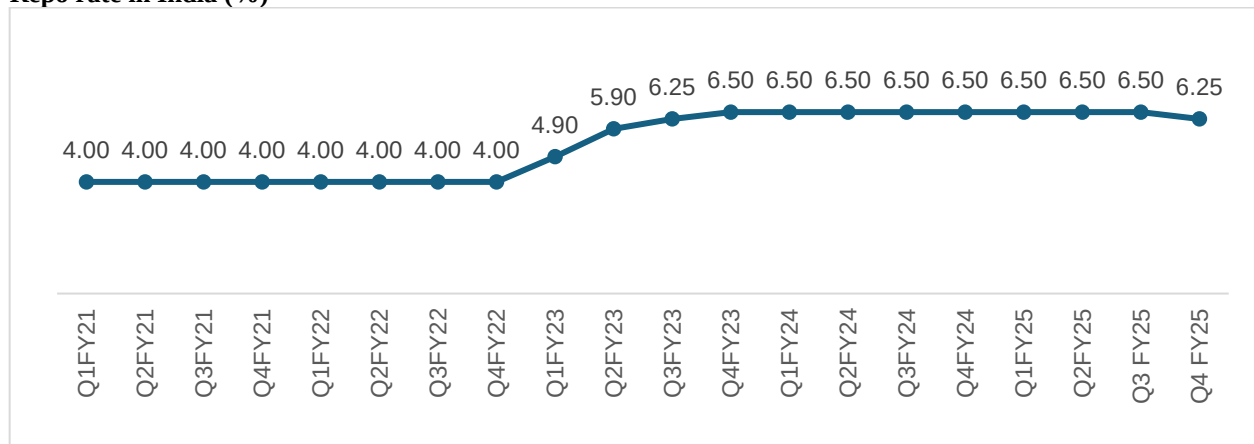
Note: All forecasts refer to IMF forecasts. GDP growth is based on current prices in national currency for each country.

* Estimated GDP growth for FY23, E - Estimated; Source: IMF (World Economic Outlook – October 2024), CRISIL MI&A

RBI cuts Repo rate by 25 bps while maintaining neutral stance

The Reserve Bank of India's (RBI) MPC in its February 2025 meeting unanimously voted to cut the policy rates by 25 basis points. Easing inflation and a slowing economy prompted the central bank to cut rates. However, the MPC maintained neutral stance, which gives it flexibility to remain data- dependent and respond to any global shock. Crisil Intelligence expects the MPC to cut rates by 75-100 basis points next fiscal. US tariff hikes, moderating US federal reserve rate cuts and weather-related risks will have bearing on the rate cutting cycle.

Repo rate in India (%)

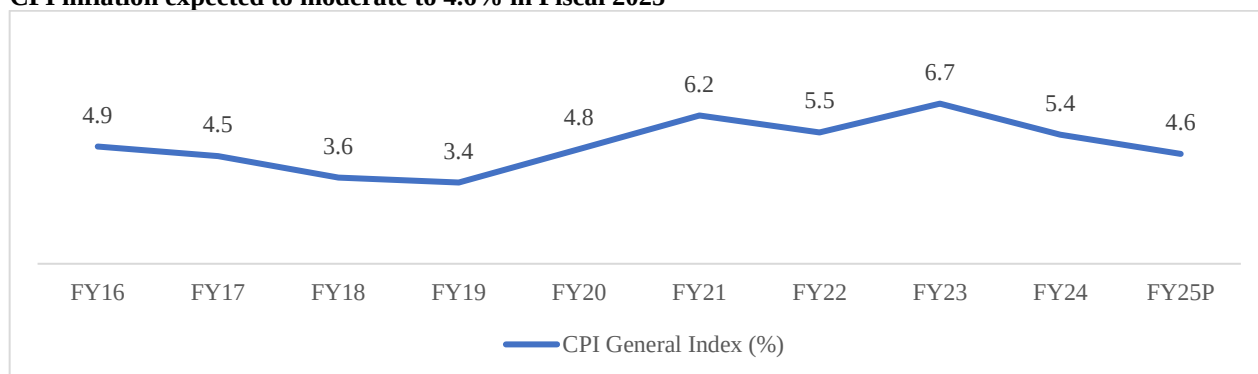


Source: RBI, CRISIL MI&A.

Consumer Price Index (“CPI”) inflation to average at 4.6% in FY25

Consumer price index (CPI) inflation eased to 5.5% in November from a 14-month high of 6.2% in October due to corrections in vegetable inflation and a dip in foodgrain inflation. Even so, Food inflation remained high at 9% in November, driven by rigidity in vegetable inflation and elevation in edible oils inflation. Core inflation reduced to 3.7% from 3.8% due to a decline in precious metals inflation. CRISIL MI&A expects CPI inflation to continue to soften in FY25 to 4.6% from 5.4% in FY24. It is expected that cooling domestic demand, normal monsoon along with a high base for food inflation should help moderate inflation in the remaining months of FY25. A non-inflationary budget that focusses on asset-creation rather than direct cash support also bodes well for core inflation. However, an unusual weather event and geopolitical uncertainty, if at all, could reverse the easing. Recent developments in the Red Sea and a fading low base effect for commodity prices could put some upside pressure on core inflation and would need monitoring.

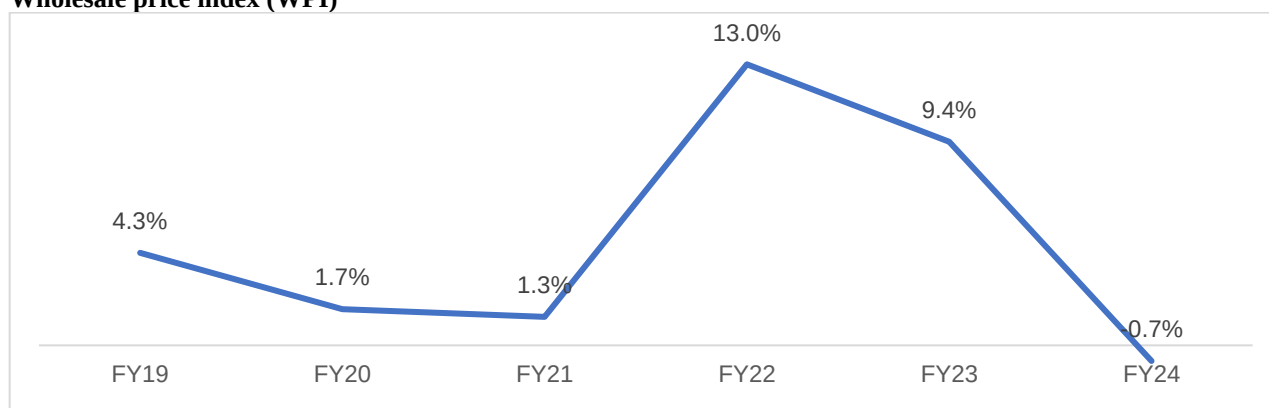
CPI inflation expected to moderate to 4.6% in Fiscal 2025



Note: P – Projected, Source: CRISIL MI&A

The Wholesale Price Index (WPI) in India has demonstrated significant fluctuations over recent years, reflecting diverse economic conditions and challenges. After a period of moderate inflation, there was a sharp spike in Fiscal 2022, influenced primarily by supply-side disruptions and surging input costs, particularly during the pandemic and its aftermath. This trend highlighted the vulnerability of production costs to global commodity price volatility. However, as corrective measures, easing supply constraints, and a stabilization of commodity prices took effect, the WPI saw a considerable decline in Fiscal 2024. The recent shift into deflationary territory underscores the combined impact of subdued demand and lower raw material costs, signalling a normalization of price pressures in the broader economy. WPI eased to 1.9% in November from 2.4% in October, driven by softer food inflation.

Wholesale price index (WPI)



Source: CRISIL MI&A

Macroeconomic outlook for Fiscal 2025

Macro variables	FY24	FY25P	Rationale for outlook
Real GDP (y-o-y)	8.2%#	6.8%	Slowing global growth is likely to weaken India's exports, while peak impact of past rate hikes and lower Fiscal impulse could temper domestic demand. Despite the lower forecast in FY25P as compared to FY24, India continuous to grow at the highest rate among major economies propelled by budgetary support to capital expenditure and strong rural demand to support growth.
Consumer price index (CPI) inflation (y-o-y)	5.4%	4.6%	CRISIL MI&A expects inflation to soften in the upcoming months led by food inflation, however rigidity in vegetable and edible oil prices keep the upside pressure high. In Fiscal 2025, we expect retail inflation to average 4.6% with some upside bias to the forecast and expect a policy rate cut in February 2025.
10-year Government security yield (Fiscal end)	7.1%	6.8%	CRISIL MI&A expect the yield to decrease in Fiscal 2025 driven by rate cuts and Fiscal consolidation. This, coupled with lower inflation, is likely to moderate yields in FY25. India's inclusion in the JP Morgan Emerging Market Bond Index is favourable for capital flows into government debt. Bloomberg will include them in its Emerging Markets Local Currency Index from January 2025 while FTSE Russell's Emerging Markets Government Bond Index will do so from September 2025.
Fiscal Deficit (% of GDP) *	5.6%	4.9%	Persistent efforts in Fiscal consolidation aided by moderation in revenue spend and robust tax collections to bring down the deficit will lead to lower government market borrowings.

Macro variables	FY24	FY25P	Rationale for outlook
CAD (current account balance/GDP) (%)	-0.7%	-1.0%	Softer crude oil prices and moderation in domestic growth will keep the trade deficit in check despite tepid exports of goods. Alongside, robust services trade surplus and healthy remittances will keep the current account deficit (CAD) in check
Rs/\$ (March average)	83.0	84.0	Narrower CAD and healthy foreign portfolio flow into debt amid a favourable domestic macro environment will support the rupee

Note: P – Projected, # As per NSO provisional estimates, *FY24 and FY25 numbers are government's revised and budget estimates;

Source: Reserve Bank of India (RBI), National Statistical Office (NSO), CRISIL MI&A

Positive government measures to aid economic growth for India

- **Focus on infrastructure:** The Union Budget of 2024-25 announced a 17.1% rise in capital expenditure in Fiscal 2025 at Rs.11.1 lakh crore from Rs. 9.5 lakh crore in Fiscal 2024, with infrastructure sectors continued to get the highest allocation (24.5% of total budgetary capex). In a year where the Indian economy is expected to see a cyclical slowdown owing to global slowdown and impact of interest rates and tightening financial conditions on domestic demand, higher capex would support growth in the economy.
- **MSMEs:** MSMEs have received special focus, with initiatives such as the new credit guarantee scheme, offering coverage of up to Rs 100 crore per applicant, increases in the limit for the Tarun category under Mudra loans from Rs 10 lakhs to Rs 20 lakhs. The Credit Guarantee Fund Scheme for Micro and Small Enterprises (CGMSE) was launched to make available collateral-free credit to the micro and small enterprise sector. Both the existing and the new enterprises are eligible to be covered under the scheme. The Ministry of Micro, Small and Medium Enterprises and Small Industries Development Bank of India (SIDBI), established a Trust named Credit Guarantee Fund Trust for Micro and Small Enterprises (CGTMSE) to implement the Credit Guarantee Fund Scheme for MSMEs. Moreover, Public Banks have taken steps to develop an in-house technology-based underwriting model to assess MSMEs, which will improve credit facilities for these enterprises.
- **Rural areas:** Budgetary support towards rural areas through higher allocation under PM Awas Yojana (PMAY) – Rural (up 70.3% on year) and PM Gram Sadak Yojana (up 11.8% on year), aggregate allocation on major rural schemes like Pradhan Mantri Kisan Samman Nidhi (PM KISAN), Mahatma Gandhi National Rural Employment Guarantee Act (MNREGA), PM Gram Sadak Yojana, PM Awas Yojana- Rural to Rs. 2.2 lakh crore, a 12.6% on year increase will support rural employment, income and consumption.

Key structural reforms: Long-term positives for the Indian economy

- The GST regime has been stabilizing fast and is expected to bring more transparency and formalization, eventually leading to higher economic growth. The number of GST returns filed saw a ~32% jump from FY19 (~169 million) to FY24 (~223 million), with 98.97% (GSTR-1) of filings completed as of December 31, 2024. GST revenue collection for the Fiscal 2025 (till Nov 2024) stood at Rs. 13 trillion as compared to Rs. 18.0 trillion for Fiscal 2024.
- PMAY was introduced in 2015 to provide affordable housing for all by the end of 2022. The timelines were revised to Fiscals 2024 and 2025 for PMAY-Gramin and PMAY-Urban respectively due to delays in completion. Execution under the scheme has been encouraging with ~2.60 crores houses being completed as of May 2024, out of the targeted 2.95 crore houses. In the Union Budget of Fiscal 2025, the government increased the target by 3 crore houses (2 crore for rural & 1 crore for urban) bodes well for those who could not avail themselves of the benefits of the scheme till date. It will also facilitate accommodation for a growing number of families, particularly in rural areas. Also, the planned allocation of Rs 2.2 lakh crore for PMAY–Urban over the next five Fiscals is likely to revive interest in affordable housing, which has lately seen a decline in construction activity, with developers increasingly shifting focus towards the premium and luxury segments in metros, Tier-1 and Tier-2 cities, etc.
- The government has also launched the Jan Dhan-Aadhaar-Mobile (JAM) trinity which aims to link Jan Dhan accounts, mobile numbers and Aadhar cards of all Indian nationals to transfer cash benefits directly to the bank account of the intended beneficiary and avoid leakage of government subsidies.
- The government introduced the Emergency Credit Line Guarantee Scheme (ECLGS) in May 2020, as a part of the government's COVID-19 financial relief package. Under this scheme, financial institutions provide emergency credit facilities to MSMEs that have suffered due to the pandemic. The scheme aimed at aiding MSMEs to meet their working capital and operational expenditure needs. Banks and NBFCs are directed to offer up to 20% of entire outstanding credit to MSMEs. ECLGS provided for collateral free loans to existing eligible borrowers with a 100% guarantee in respect of the eligible amount as per the Scheme guidelines. As per the State Bank of India's research report in January 2023 on ECLGS, almost 1.46 million MSME accounts, of which about 93.8% of the accounts were in Micro & Small Enterprises (MSE) categories, were saved.

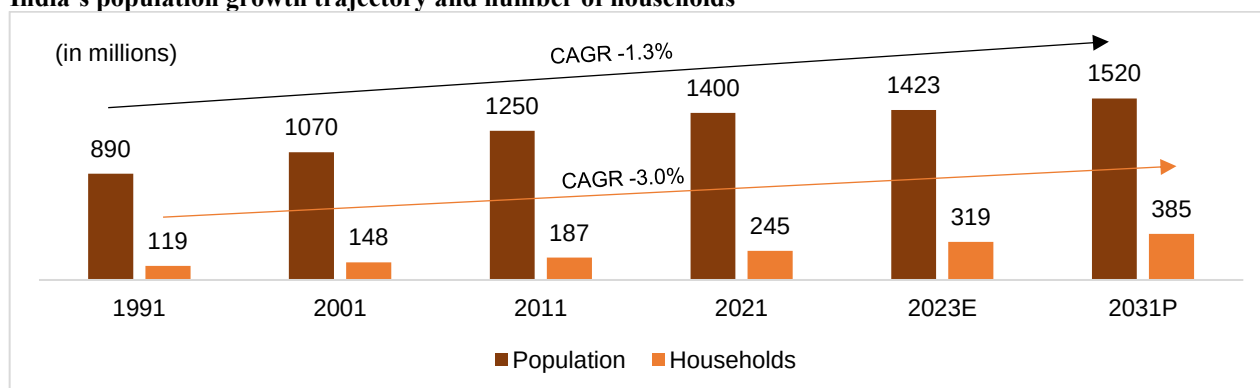
- **Renewable Energy:** India stands at 4th position globally in renewable energy installed capacity as per Ministry of New and Renewable Energy and REN21 Renewables 2024 Global Status Report. The government has taken several initiatives to promote renewable energy and therefore, the installed Renewable energy capacity (including large hydro) has increased from 76.37 GW in March 2014 to 190.57 GW in March 2024, and total Solar Power Capacity in the country has increased from 2.63 GW in March 2014 to 81.81 GW in March 2024.
- **Waste Treatment:** After the milestones achieved through the 'Swachh Bharat Abhiyan', the Prime Minister's Science, Technology and Innovation Advisory Council (PM-STIAC), aims to establish a 'Waste to Wealth Authority' that will employ latest technologies across states to address the problem of waste generation and create socio-economic solutions for the nation by addressing the issues of waste disposal, deteriorating air quality and increasing pollution of water bodies.
- **Transport:** In 2021, the government launched the PM Gatishakti National Master Plan (NMP) with a focus on major transport sectors to enhance multimodal connectivity infrastructure in various economic zones. It aims to bring together the infrastructure schemes such as Bharatmala, Sagarmala, UDAN etc. under a digital platform. As per the India Investment Grid (IIG) database in Feb 2024, there are currently 15,580 projects worth \$ 2,388.93 billion at various stages of development.
- **Roads:** The Bharatmala Pariyojana is progressing with Phase I focusing on developing 34,800 km of National Highways. It emphasizes corridor-based development and is set to conclude by 2027-2028, covering 31 States/UTs and over 550 districts. Additionally, the government targets building 22 new greenfield expressways, signalling significant advancements in India's transportation infrastructure.
- **Railways:** India's railway sector is undertaking ambitious projects such as the Mumbai-Ahmedabad Speed Rail Corridor, the world's highest pier bridge under construction, and the Chenab bridge in Jammu & Kashmir - the world's highest railway bridge. With a total Broad-Gauge network of 61,508 km electrified as of December 2023, the sector has also introduced 35 indigenously designed Vande Bharat Express trains, with six more set to launch soon.

India's long term structural growth drivers

India has the world's largest population

As per Census 2011, India's population was ~1.3 billion and comprised nearly 187 million households. The population, which grew at nearly 1.5% CAGR between 2001 and 2011, is expected by CRISIL MI&A to have increased at 1.1% CAGR between 2011 and 2021 and reached 1.4 billion. The population is expected to reach 1.5 billion by 2031 at 1.0% CAGR between 2011 and 2031, and the number of households are expected to reach ~385 million over the same period at 3.7% CAGR between 2011 and 2031.

India's population growth trajectory and number of households

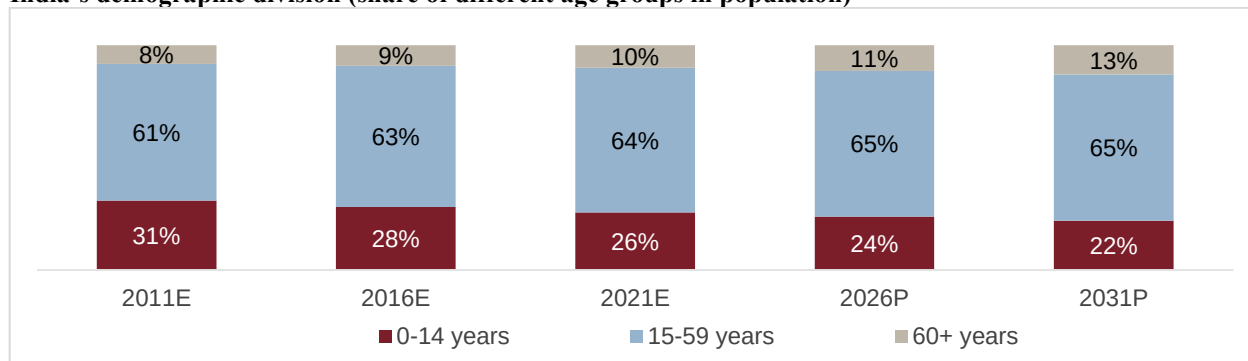


Note: As at the end of each Fiscal. P: Projected, Source: United Nations Department of Economic and Social Affairs, (<https://population.un.org/wpp/>), Census India, CRISIL MI&A

Favorable demographics

In 2021, it is estimated that India had a large share of working population (15-59 years) i.e. 64% in line with major developed and developing countries along with ~90% of Indians below 60 years of age. CRISIL MI&A expects that the large share of working population, coupled with rapid urbanisation and rising affluence, will propel growth in the economy.

India's demographic division (share of different age groups in population)

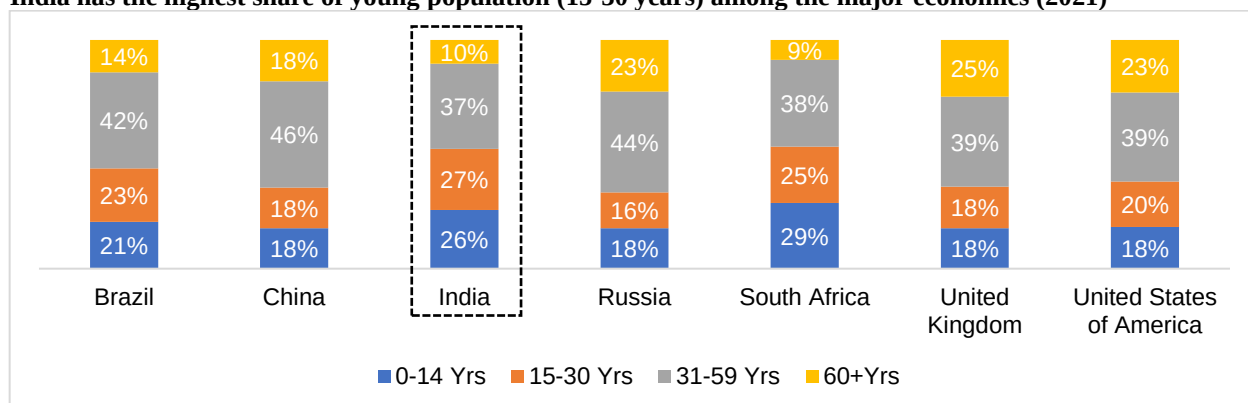


Note: P – Projected, E – Estimates

Source: Census of India 2011, Ministry of Health and Family Welfare, CRISIL MI&A

India has one of the world's largest youth populations, with a median age of 28 years. About 27% of India's population lies in the age group of 15-30 years which is highest among major economies. This young population provides India with a unique opportunity to accelerate economic development by boosting labor-intensive industries, fostering digital innovation, and meeting the rising global demand for skilled professionals.

India has the highest share of young population (15-30 years) among the major economies (2021)



Source: Census 2011, World Urbanization Prospects: The 2018 Revision (UN)

Despite rising urbanization majority of Indian population lives in semi-urban/rural (SURU) India

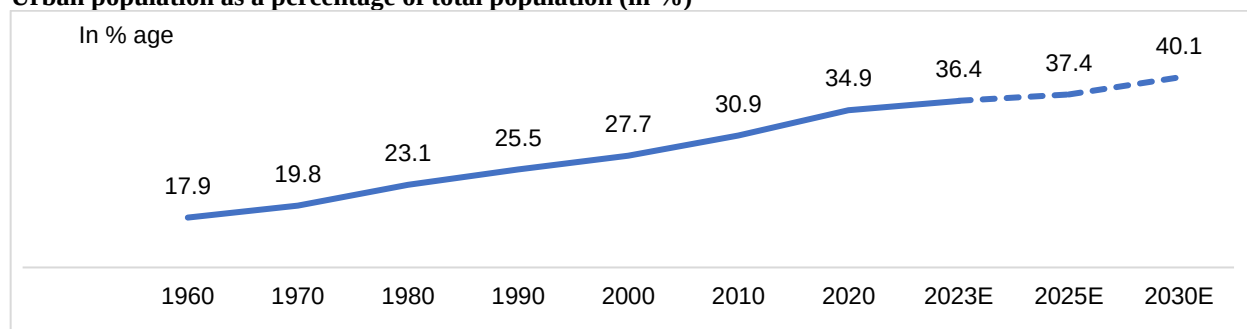
While urbanization is a key driver of India's economic growth, the reality is that a significant majority of the population still resides in rural and semi-urban areas. These regions form the backbone of the country's economy and present distinct challenges and opportunities for cash management strategies. Rural areas, characterized by lower financial and digital literacy, limited banking penetration, and a heavy reliance on cash, require a focused and customized approach to ensure financial inclusion and economic participation. Despite steady urban growth, with the urban population projected to increase from 36.4% in 2023 to 40.1% by 2030 (World Urbanization Prospects, 2018), rural India remains home to more than half of the population. These areas are marked by unique socio-economic conditions, including an informal economy where cash transactions dominate. The limited uptake of digital financial tools, coupled with infrastructural gaps, further emphasizes the need to prioritize rural-focused strategies.

- **Enhancing Financial Literacy:** Targeted campaigns to educate rural population on the benefits of financial services and transitioning to formal banking systems.
- **Improving Accessibility:** Strengthening banking and payment infrastructure, such as setting up new bank branches, micro-ATMs, and mobile banking units, to bridge physical and digital gaps.

- **Adapting to Cash-Centric Behavior:** While promoting digital payments is relevant, providing solutions that integrate cash usage with formal banking channels will ensure the freedom of choice for citizens.

The urban population provides significant opportunities for cash logistics companies as well. Rapid urbanization leads to increased demand for banking services, ATMs, and retail outlets, all of which rely on efficient cash management systems. With higher population density, urban areas see greater cash circulation, requiring frequent cash transportation, replenishment, and secure handling. Additionally, the rise of e-commerce and organized retail in cities further amplifies the need for cash-in-transit and cash processing services.

Urban population as a percentage of total population (in %)



Note:

E- Estimated, P – Projected, Source: Census 2011, World Urbanization Prospects: The 2018 Revision (UN)

Increasing per capita GDP

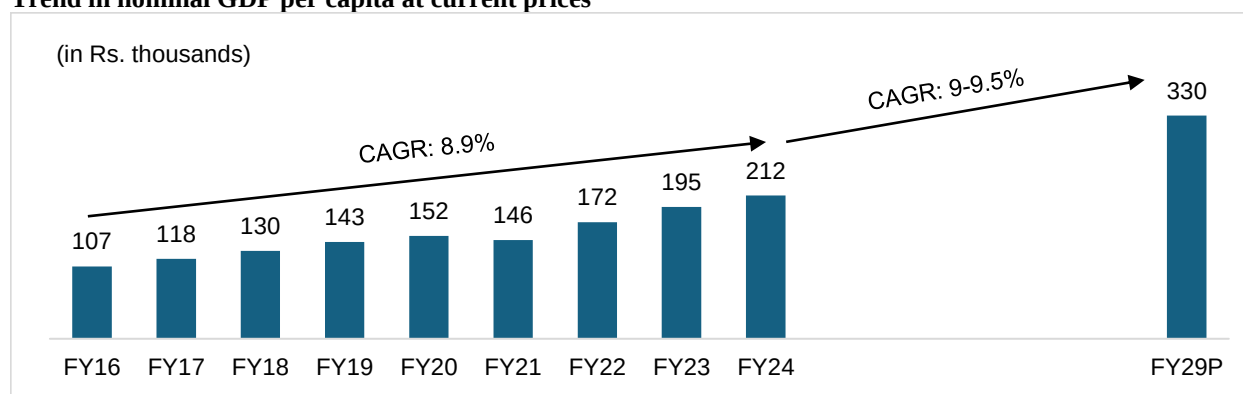
India's per capita net national income at constant price expanded 7.4% in Fiscal 2024, reflecting robust economic growth and the government's continued endeavour to make the country an upper middle-income economy. As per IMF estimates, India's per capita income (at constant prices) is expected to grow at 5-6% CAGR in real terms from Fiscal 2025 to Fiscal 2027.

Per capita NNI	FY2024 (Rs. '000)		Growth of Real GDP Per Capita at constant prices (%)										
	Current prices	Constant prices	FY14	FY15	FY16	FY17	FY18	FY19	FY20	FY21	FY22	FY23	FY24
	184	107	4.6	6.2	6.7	6.9	5.5	5.2	2.5	-8.9	7.6	5.7	7.4

Note: Per capita NNI as per Provisional Estimates of Annual GDP, 2023-24

Source: Ministry of Statistics and Program Implementation (MoSPI), International Monetary Fund (IMF), CRISIL MI&A

Trend in nominal GDP per capita at current prices

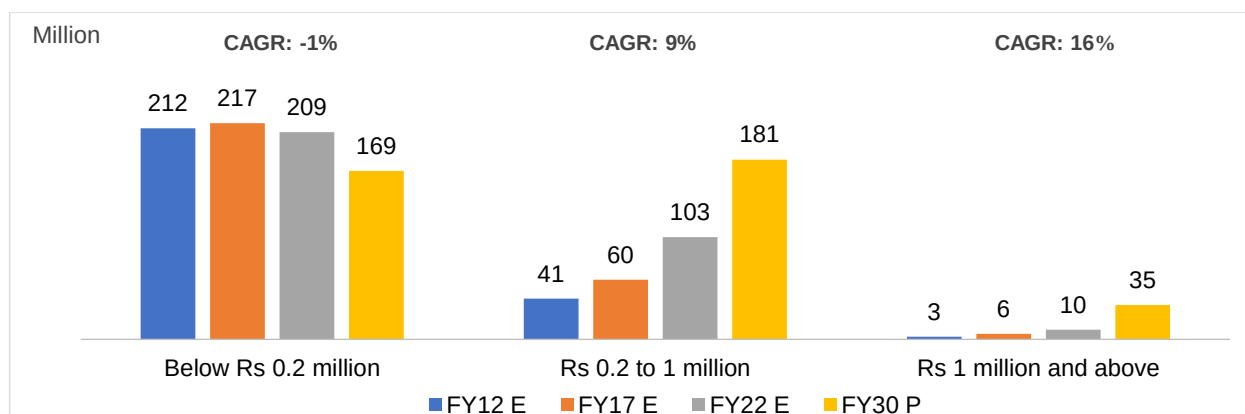


Note: P - Projected. FY24 estimates are based on provisional estimates by MoSPI; FY29 projections are based on IMF – World Economic Outlook (April 2024 update), Source: MoSPI, IMF, CRISIL MI&A

Middle India households to witness high growth over Fiscals 2012-2030 (in millions)

The proportion of “Middle India” (defined as households with annual income of Rs 0.2-1.0 million) has been on the rise over the past decade and is expected to continue increasing with rising GDP and household incomes. CRISIL MI&A

estimates there were 41 million middle-income households in India in Fiscal 2012 and by Fiscal 2030, expects it to increase to 181 million households by Fiscal 2030.



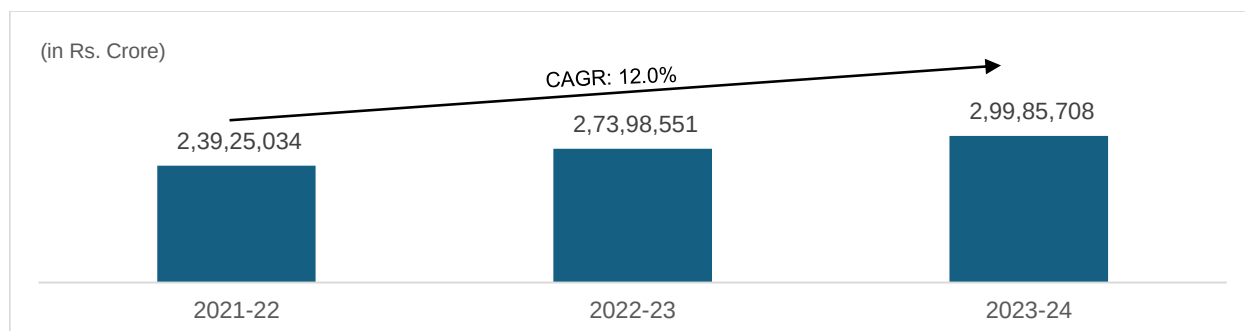
Note: E: Estimated, P: Projected; Source: CRISIL MI&A

Rising Middle India population to help sustain economic growth

CRISIL MI&A believes that improvement in literacy levels, increasing access to information and awareness, increase in the availability of necessities and improvement in infrastructure have increased the aspirations of Middle India, which is likely to translate into increase in discretionary spends and cash in circulation (CIC) in turn.

Rising disposable income to support growth of CIC

The gross national disposable income of the country has been on an upward trend and has increased from Rs. 2,39,25,034 crores in Fiscal 2022 to Rs. 2,99,85,708 crores in Fiscal 2024, growing at a CAGR of around 12%. This growth in disposable income is driving changes in consumer spending patterns and enhancing overall purchasing power.



Note: Data for Gross National Disposable Income at current prices, 2022-23 is First Revised Estimates, 2023-24 is Provisional estimates; Source: MoSPI, CRISIL MI&A

The increase in disposable income over recent years reflects overall economic growth and improved living standards across various sectors. Higher income levels have resulted in greater purchasing power, enabling individuals to access more and/or better goods and services, including education, healthcare, and technology. This upward trend also highlights the success of policy reforms, infrastructure development, and financial inclusion efforts that have contributed to employment generation and wealth distribution. As disposable income continues to rise, it is expected to drive sustained economic momentum and the growth in business across various sectors which will eventually help the cash logistics companies to provide different cash services. Some of the key reasons where rising disposable income will create a positive impact on cash logistics companies are listed below:

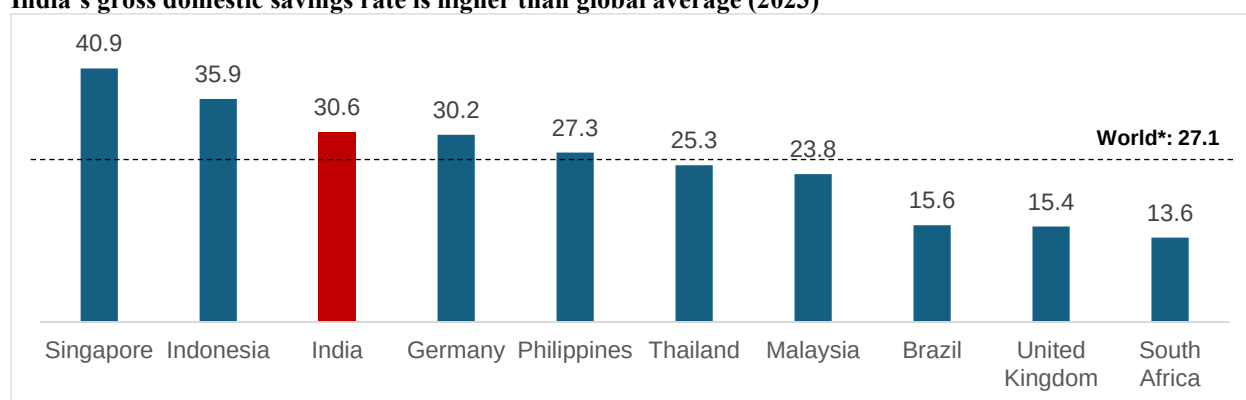
1. **Increased Demand for Cash Logistics Services:** With an increase in disposable income and the consequent increase in CIC, banks and businesses may increasingly adopt cash logistics services to handle growing transactions effectively. This creates a demand for cash logistics services, such as cash handling, transportation, and storage.
2. **Growth of Retail and E-commerce:** Rising disposable income leads to increased consumer spending, which in turn fuels the growth of retail and e-commerce industries. Even as disposable incomes rise, the preference for cash payments is expected to persist, driven by cultural habits and the continued reliance on cash transactions. The shift towards cash services outsourcing, coupled with the continuing growth of the organized retail sector, is catalysing a growing demand

for cash logistics services. Cash logistics companies can benefit from this growth by providing cash services to retailers and e-commerce companies, such as cash collection, reconciliation, and deposit services.

Expansion of Financial Inclusion: With increased financial inclusion and improved banking infrastructure in the semi urban and rural areas, the rise in disposable incomes will drive the demand for cash logistics, enabling these companies to play a pivotal role in expanding financial access and providing essential cash services to underserved regions. Household savings expected to increase.

India's gross domestic savings rate stands at 30.6%, reflecting a strong culture of saving and a significant contribution to the country's economic resilience. India remains favourable in terms of savings rate compared with most other emerging market peers at 30.6% in 2023, greater than the world average of 27.1% in 2022, underlining India's focus on building domestic financial stability and support investment driven growth.

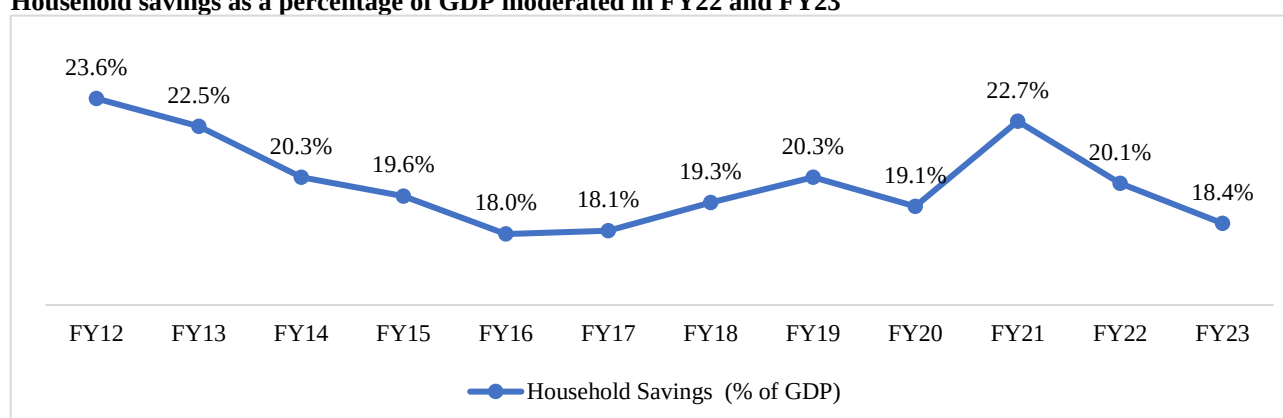
India's gross domestic savings rate is higher than global average (2023)



Note: The savings rate is in %, * Data as of 2022
Source: World Bank, CRISIL MI&A

Household savings (% of GDP) increased from 19.1% in Fiscal 2020 to 22.7% in Fiscal 2021 during the pandemic. However, there has been a decline in household savings which moderated in FY22 (20.1%) and FY23 (18.4%). This decline may be attributed to households borrowing at the faster pace than they have been saving since the Covid pandemic, significant retail credit push by lenders, an increased willingness among individuals, particularly the younger demographic, to borrow, and enhanced access to lenders facilitated by technological advancement. CRISIL MI&A expects India to continue being a high savings economy and savings rate increasing in the medium-term, as households become more focused on building a budget and financial plan for the future post the COVID-19 pandemic-induced uncertainty.

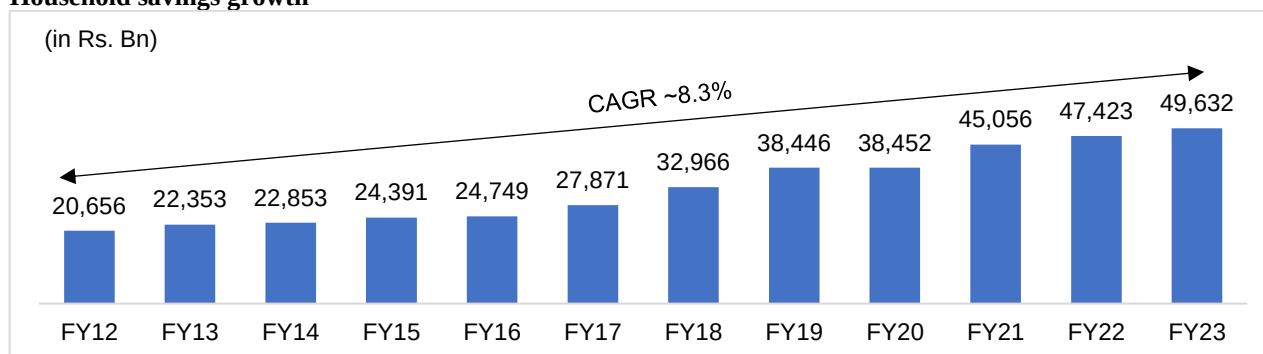
Household savings as a percentage of GDP moderated in FY22 and FY23



Source: Ministry of Statistics and Programme Implementation (MoSPI), NSO, CRISIL MI&A

The growth in household savings, from Rs. 20,656 billion in Fiscal 2012 to Rs. 49,632 billion in Fiscal 2023, representing a CAGR of 8.3%, which can be attributed to factors like increased financial literacy, improved access to formal banking and financial services, a rise in disposable incomes, and a growing awareness of the importance of saving for long-term goals, such as retirement and education.

Household savings growth

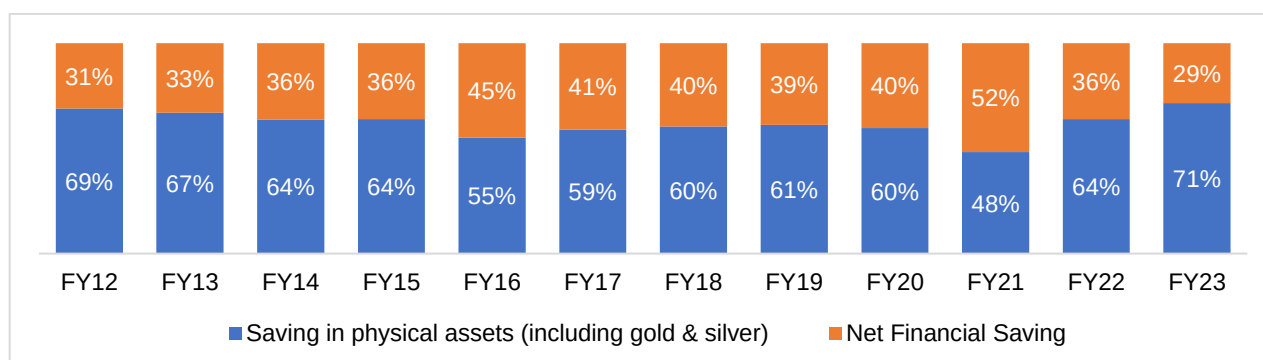


Note: The data is for the financial year ending March 31, Data includes net financial savings, savings in physical assets and in the form of gold and silver ornaments

Source: MOSPI, CRISIL MI&A

Unlike most other countries, where financial savings account for a significant proportion of savings, physical assets in the form of real estate, gold and silver still account for most household savings in India. Household savings in physical assets witnessed an increase to 71% in FY23 from 69% in FY12. The share of savings in physical assets dipped during FY21 (covid pandemic year) to 48% due to nationwide lockdowns and slowdown in household construction. Post covid, during FY22 with removal of lockdown restriction, this share increased significantly to 64% and further to 71% in FY23, due to increase in prices of gold and silver during the Fiscals along with rise in construction of houses. Among the constituents of financial savings, cash continues to hold a relevant stake, which reflects the social habits and trust of Indians on cash. Going forward, CRISIL MI&A expects the share of financial assets as a proportion of net household savings to increase over the next five years as elevated inflation after the pandemic could have further pushed investors to move to higher-yielding instruments in real terms.

Trend of household savings in India



Note: The data is for financial year ending March 31, Source: Handbook of Statistics on Indian Economy 2022-23, RBI, MoSPI, CRISIL MI&A

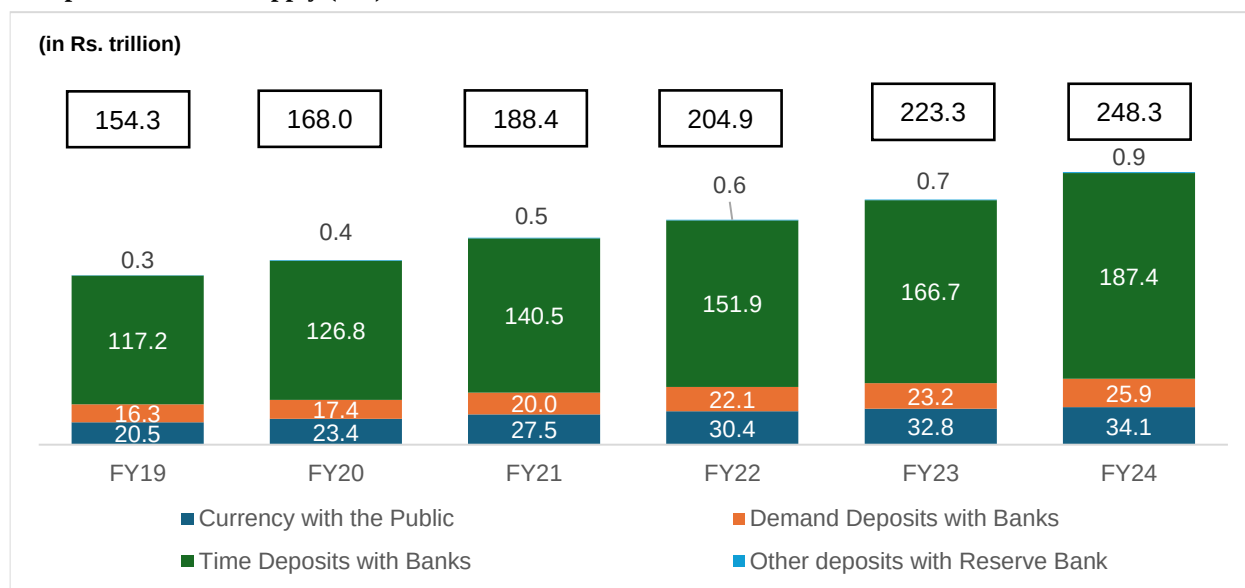
ROLE OF CASH IN INDIAN ECONOMY

Analysis of cash supply in India

Cash supply in India is defined by various measures, labelled as M1, M2, M3, and M4. As per the RBI, M1 includes currency in circulation, demand deposits, and other liquid assets, M2 is M1 + savings deposits with post office savings banks, M3 is M1 + time deposits, widely considered the most representative measure of cash supply, and M4 is M3 + all deposits with post office savings banks.

The growth in cash supply in India, from Rs. 154.3 trillion in Fiscal 2019 to Rs. 248.3 trillion in Fiscal 2024 at a CAGR of 10.0%, can be attributed to factors such as increased economic activity, rising disposable incomes and inflation. Currency with the public, grew at a CAGR of 10.7% from Rs. 20.5 trillion in Fiscal 2019 to Rs. 34.1 trillion in Fiscal 2024.

Components of cash supply (M3)



Source: RBI, CRISIL MI&A

Growth drivers of cash supply in Indian economy

- Role of monetary policy:** The central bank plays a crucial role in regulating the cash supply in an economy through its monetary policy, which involves adjusting interest rates, reserve requirements, and open market operations to influence the money multiplier and thereby control the amount of cash in circulation. The Monetary Policy Committee (MPC) of the Reserve Bank of India (RBI) kept the repo rate unchanged at 6.5% and maintained stance at 'neutral' during its December 2024 review meeting. CRISIL MI&A expects conditions to turn favorable for rate cuts with the first one in February 2025, where easing domestic inflation will be the main driver of RBI's rate cut. The decrease in bank rate is likely to induce businesses to borrow more from the bank and have a positive effect on the cash supply in the country.
- Large unbanked and underbanked population in India:** Cash plays a crucial role for unbanked and underbanked population who may not have access to digital banking. Approximately 65% of the Indian population resides in rural areas, though their share is abysmally low at just 10% of total banking deposits and 8% of total banking credit as of March 2024. Cash allows them to participate in the economy without needing formal banking infrastructure, hence the usage of cash is high. Cash is seen as more accessible and reliable, especially among those with limited or irregular income mainly because of general cultural trust in physical cash.

Factors behind preference of cash

- Anonymity & Privacy:** Cash is the only payment method that is completely anonymous, which alleviates privacy concerns for individuals.
- No Transaction Fees:** Cash transactions do not involve transaction fees, unlike digital payment methods that may charge implicitly or explicitly, making cash a more economical option especially for frequent, low-value transactions. Also recently, The Indian government has significantly reduced its financial support for UPI infrastructure cost with allocation dropping from Rs. 24.84 billion in Fiscal 2024 to Rs. 4.37 billion projected for Fiscal 2026.
- Immediate Settlement:** Cash transactions are immediate and final, requiring no verification process. This simplicity is particularly useful in markets, small businesses, and informal sectors where speed and certainty of payment are important.
- Reliability:** Cash transactions are not dependent on internet connectivity, electricity, or technical infrastructure, making them especially valuable in regions with frequent power outages. Poor infrastructure or weak connectivity.
- Universal acceptance and security:** Cash is legal tender, universally accepted and often perceived as a safer option compared to digital payment methods, which may be susceptible to online scams and cyber fraud.
- Accessibility and social inclusivity:** Cash is highly accessible, ensuring social inclusivity by catering to individuals without access to or who do not prefer to use intermediate technological means such as the internet and digital banking.
- Environmentally friendly:** Cash is environmental friendly, and according to the European Central Bank's environmental footprint study, the environmental impact of banknote payments was low, and that the average environmental footprint of bank note transactions was found to be just 101 micropoints per citizen in the Euro area in

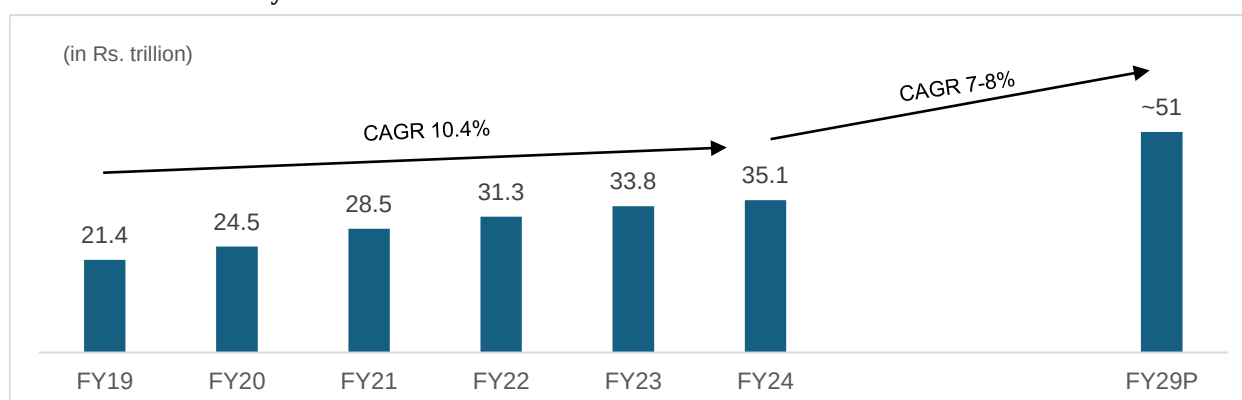
the year 2019 which was equivalent to driving a car for eight kilometres, or 0.01% of a European citizen’s annual environmental consumption.

- **Helps in financial management:** Using cash allows individuals to be more mindful of their spending, as it provides a tangible representation of their expenses. This can help people stick to their budgets and avoid overspending, as they can see the money leaving their hands.
- **Tourism:** Despite the rise of digital payment options, cash remains the preferred choice for many tourists, due to its widespread acceptance makes it a vital component of the tourism industry, particularly in areas where digital payments may not be as readily available.
- **Retention of full value:** Cash transactions retain their full value, unlike digital payments which may incur service fees, reducing the amount received by the merchant or increasing costs for the consumer.

Currency in circulation

The currency in circulation (“CIC”) is the total of cash with banks and currency with the public. CIC represents the total amount of monetary assets available within the economy at a specific time. In India, the CIC has seen consistent growth at a CAGR of 10.4% between Fiscal 2019 and Fiscal 2024 to reach approximately Rs. 35.2 trillion as of November 2024. India remains highly reliant on cash, with the amount of cash in circulation in India continuing to increase.

Trend of CIC over the years

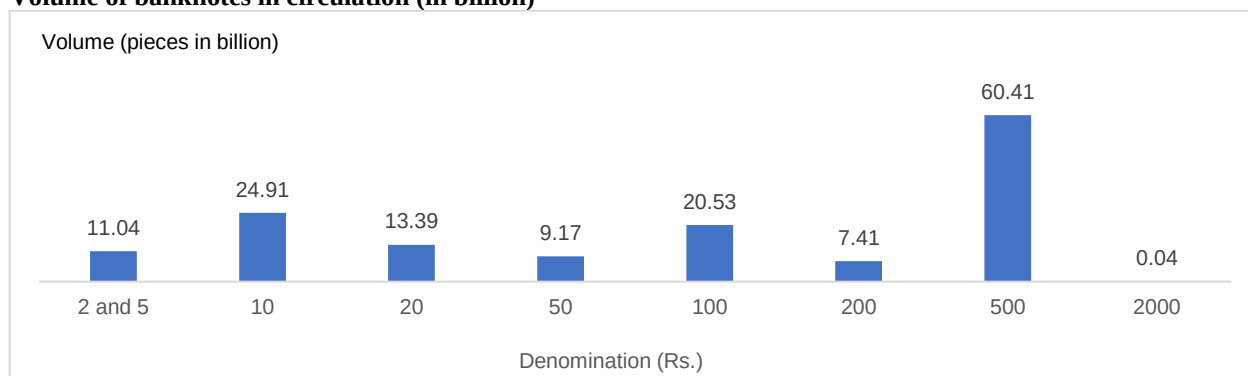


Note: P – Projected; Source: Handbook of statistics on Indian Economy, CRISIL MI&A

Cash in circulation in India has grown at a CAGR of approximately 12.3% from Fiscal 2001 (at Rs. 2.2 trillion) to Fiscal 2024 (at Rs. 35.1 trillion). The growing cash in circulation reflects a growing demand for cash and cash-related services. This growth can be attributed primarily to an increase in the country’s gross domestic product and consumer price index. The preference to use cash is high in India, particularly in rural areas where traditional banking services are often limited. The vast majority of transactions in these regions are conducted in cash, reflecting a strong reliance on physical currency. However, the cash logistics industry in these areas faces challenges including inadequate infrastructure, limited access to banking facilities, and a lack of awareness regarding efficient cash handling services.

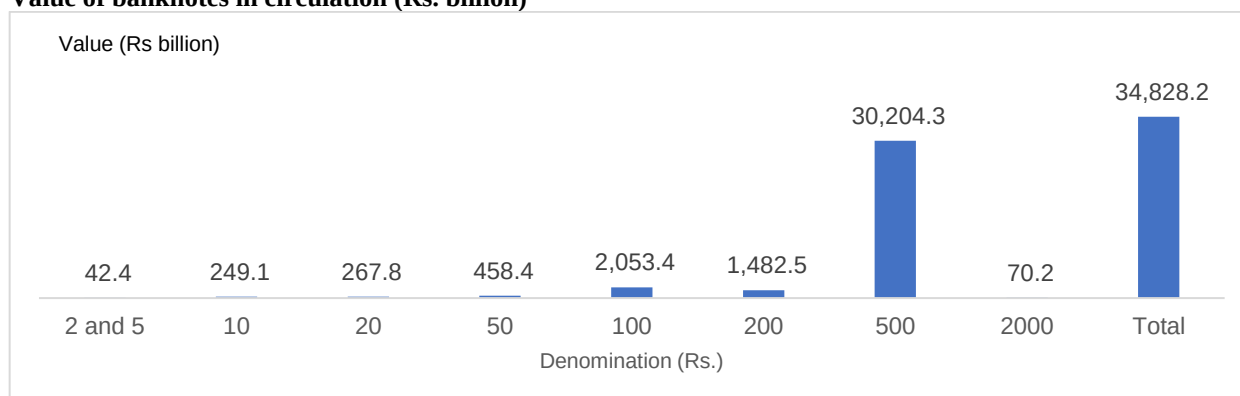
The largest component of cash supply is the currency in circulation, which includes both physical currency (banknotes and coins) and electronic money. As of October 2024, around 98.9% of the currency was held in the form of banknotes, reflecting a strong preference for cash transactions. In terms of denominations, the 500-rupee note is highest in terms of volume at 60.41 billion pieces and in terms of value at Rs. 30,204.3 billion. A fraction (~0.1%) of the currency supply comprises the recently introduced digital currency, the e-rupee, marking India’s first step towards integrating a central bank digital currency (CBDC) within its monetary system.

Volume of banknotes in circulation (in billion)



Note: Data as on 18th Oct 2024 Source: RBI, CRISIL MI&A

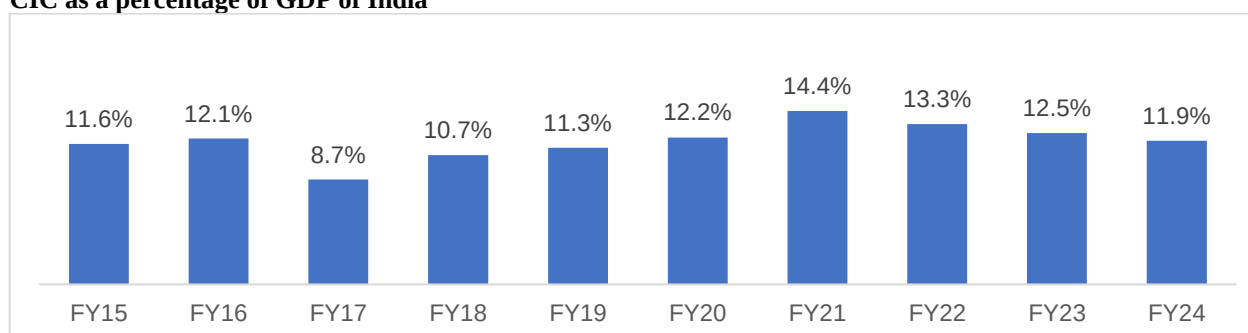
Value of banknotes in circulation (Rs. billion)



Note: Data as on 18th Oct 2024 Source: RBI, CRISIL MI&A

Macroeconomic disruptions, such as introduction of GST, demonetization, and the onset of Covid-19, have not significantly impacted India's currency in circulation growth in the long term. Also, growth in digital payments has not adversely impacted CIC, which has grown at a steady rate of 10.4% between Fiscal 2019 and Fiscal 2024. Looking ahead, as per CRISIL MI&A, CIC is projected to grow at a CAGR of around 7-8% between Fiscal 2024 & 2029, reaching around Rs. 51 trillion by Fiscal 2029. It reflects a gradual shift towards digital payment adoption and ongoing efforts to promote a balanced mix of cash and non-cash transactions in the economy.

CIC as a percentage of GDP of India

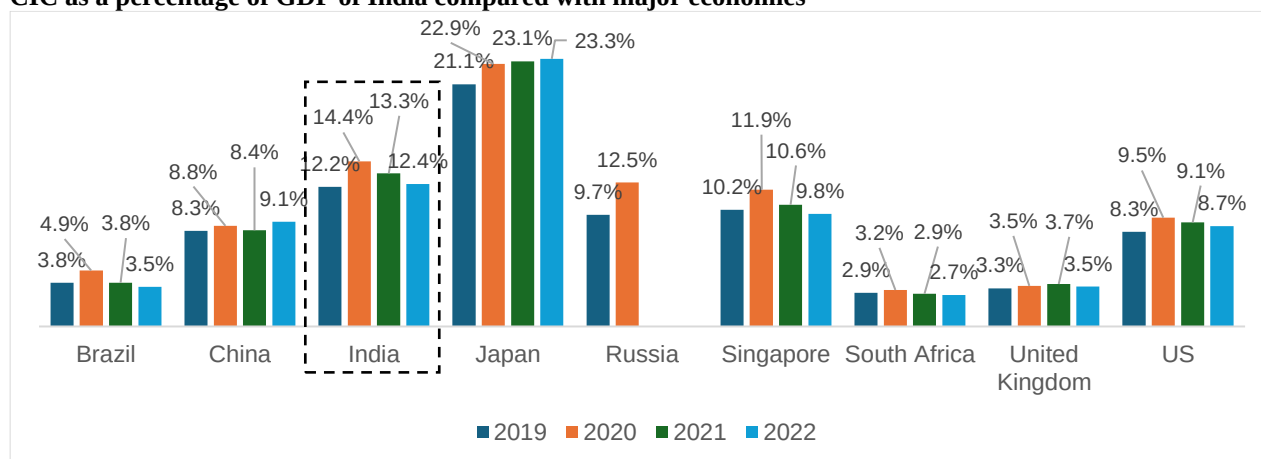


Note: Nominal GDP has been considered; Source: RBI, CRISIL MI&A

In India, CIC as a percentage of GDP has been relatively high compared to several major economies, indicating a strong reliance on cash transactions despite the growth of digital payment solutions. This higher ratio is attributed to the informal sector's prominence, cultural preferences for cash, and limited digital infrastructure in rural areas.

In contrast, developed countries such as United states and countries in Eurozone typically show a lower CIC – to – GDP ratio. These countries have higher penetration of digital payment ecosystems and banking, higher literacy and nominal GDP per capita levels, leading to greater reliance on digital transactions and credit systems. However, exceptions like Japan demonstrate that cash usage is influenced not only by economic factors but also by intangible aspects such as cultural preferences or social habits.

CIC as a percentage of GDP of India compared with major economies



Note: Cash in circulation & nominal GDP data considered from BIS portal; Data not available post 2022.

Source: BIS, CRISIL MI&A

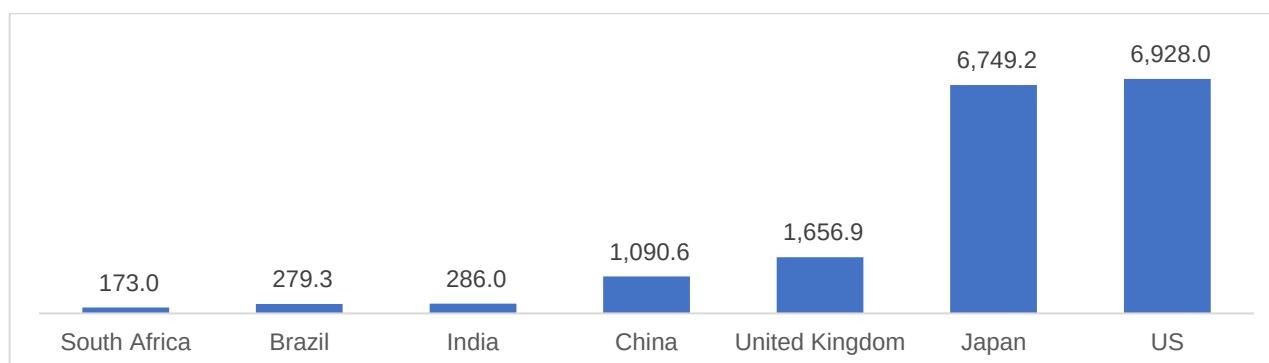
Importance of Cash in rural & semi-urban areas

The use of cash as the predominant method of payment in India has historically been driven primarily by consumer and retailer preferences for cash, and challenges related to cashless and other methods of non-cash payments, including additional surcharges and fees often levied for their use. Cash is the most preferred method of payment especially in rural & semi-urban areas mainly due to the following reasons:

- **Limited digital infrastructure:** Semi-urban & rural areas often lack widespread access to digital payment options, making cash essential for transactions.
- **Lower banking penetration:** Many people in these areas do not have easy access to banking services, increasing cash dependency.
- **Cultural preference:** There is a strong preference for physical currency, with people trusting cash more than digital alternatives.
- **Easy and instantaneous transaction mechanism:** In semi-urban & rural areas, cash is considered as a very simple and immediate mechanism for carrying out any transaction.

CIC per capita – 2022 (USD)

Despite a high reliance on cash, particularly in rural & informal sectors, India's currency in circulation (CIC) per capita stood at only USD 286 for year 2022, whereas CIC per capita for other major economies like China, UK, Japan and USA stands at USD 1,091, 1,657, 6,749 and 6,928 respectively, reflecting the huge role which cash might play in growing economy of India.



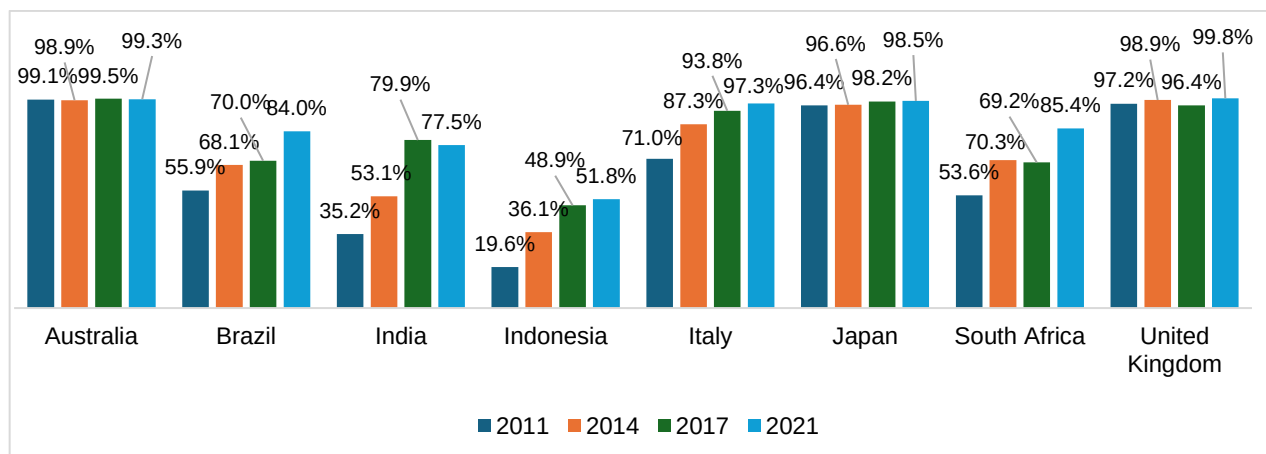
Note: Figures are in USD; Source: BIS, World Bank, CRISIL MI&A

Increasing financial inclusion to support the cash logistics industry

Financial Inclusion on a fast path in India

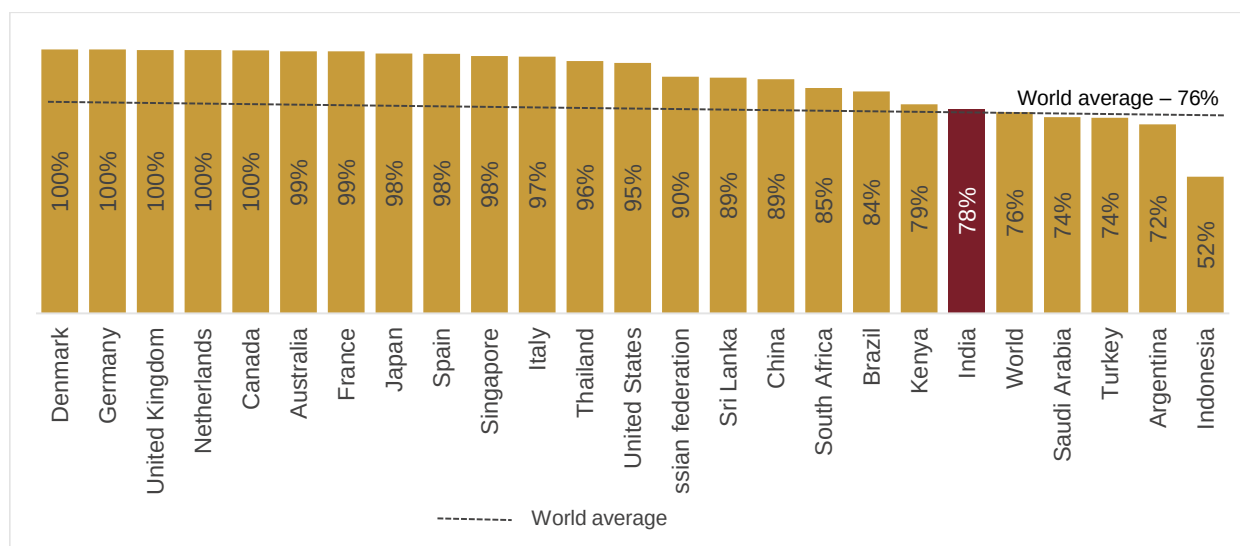
According to the World Bank's Global Findex Database 2021, the global average percentage of adult population with an account opened with a bank, financial institution or mobile money provider, was approximately 76% in calendar year 2021. India's financial inclusion has improved significantly over calendar years 2014 to 2021 as adult population with bank accounts increased from 53% to 78% (Source: Global Findex Database) due to the Indian government's efforts to promote financial inclusion and the proliferation of supporting institutions.

Percentage of population above 15 years having an account at bank or another type of financial institutions across major countries



Note: Percentage of population above 15 yrs having an account at bank or another type of financial institutions, Source: IMF: Financial Access Survey; CRISIL MI&A

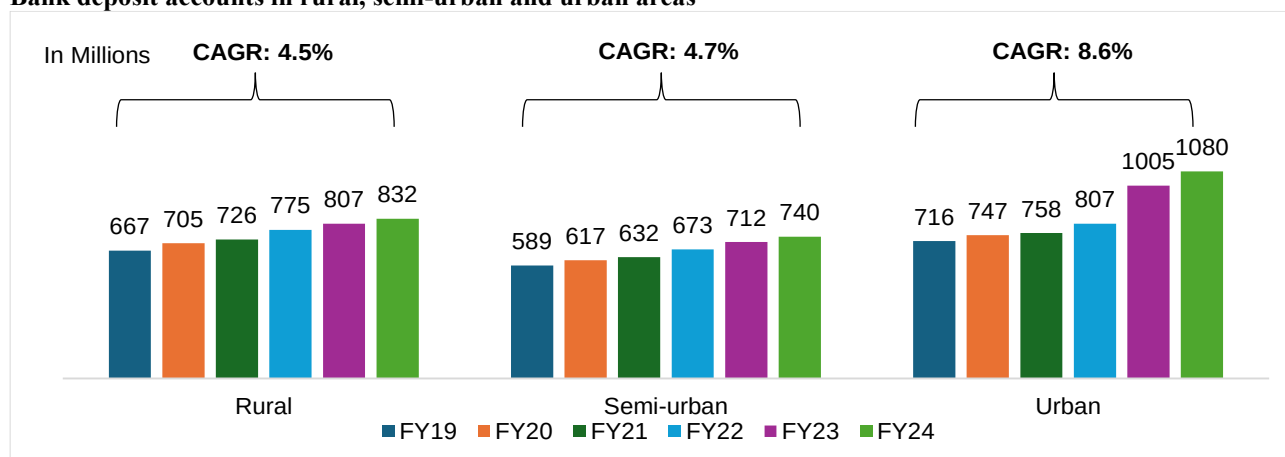
Adult population with a bank account (%): India vis-à-vis other countries



Notes: 1. Global Findex data for India excludes northeast states, remote islands and selected districts. 2. Account penetration is for the population within the age group of 15+, Source: World Bank – The Global Findex Database 2021, CRISIL MI&A

Financial inclusion is lower in rural areas than in urban areas in India. Hence, there are significant growth opportunities in this segment. Initiatives such as PMJDY and digital banking, along with increasing emphasis on financial literacy, have led to increasing financial inclusion in rural areas. Despite the growth in urban areas, the rural and semi-urban sectors present a significant growth opportunity, with bank deposits in these areas increasing from 667 million to 832 million and 589 million to 740 million, respectively, between Fiscal 2019 and 2024, at a CAGR of 4.5% and 4.7%. Although the growth rates in these areas are lower than the 8.6% CAGR witnessed in urban areas, the sheer potential for expansion and penetration in rural and semi-urban markets makes them an attractive proposition for banks and financial institutions to explore and capitalize on, ultimately bridging the financial inclusion gap and driving economic growth.

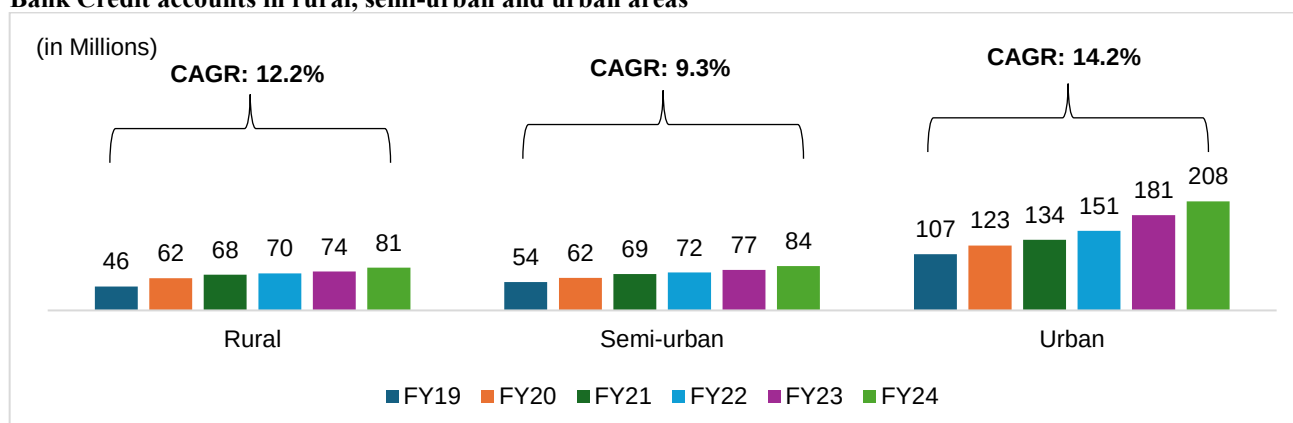
Bank deposit accounts in rural, semi-urban and urban areas



Note: Urban includes data for urban and metropolitan areas; numbers are as of the end of the Fiscal year indicated. Data represents only bank deposit accounts. Above data represents indicators for scheduled commercial banks in India, Source: RBI, CRISIL MI&A

Also, in case of banks credit accounts, rural areas depicted a 12.2% CAGR growth between Fiscal 2019 & Fiscal 2024 from 46 million to 81 million, suggesting a rise in business activities and credit demand, while the banks credit accounts in semi-urban areas have increased from 54 million to 84 million with a CAGR of 9.3% between Fiscal 2019 and Fiscal 2024. Both these areas offer a relatively less saturated market compared to urban areas, which witnessed a 14.2% CAGR growth from 107 million in Fiscal 2019 to 208 million in Fiscal 2024 in banks credit accounts.

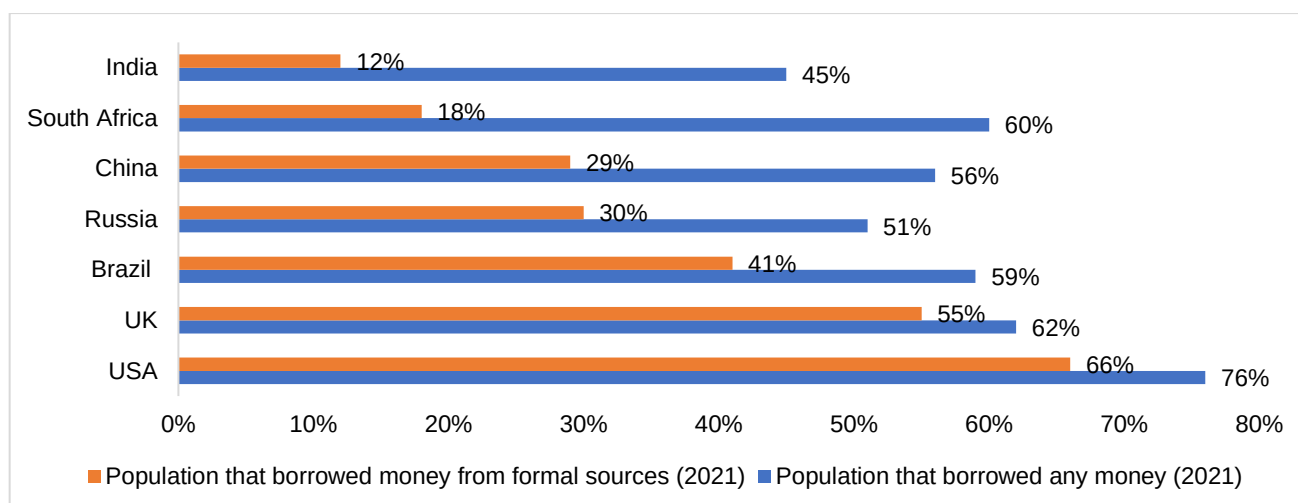
Bank Credit accounts in rural, semi-urban and urban areas



Note: Urban includes data for urban and metropolitan areas; numbers are as of the end of the Fiscal year indicated. Data represents only bank credit accounts. Above data represents indicators for scheduled commercial banks in India, Source: RBI, CRISIL MI&A

As per the Global Findex Database 2021, ~54% of the world's 740 million unbanked adults live in only seven countries (India, Bangladesh, China, Indonesia, Egypt, Nigeria and Pakistan), of which almost 31% (230 million) are in India. This shows an immense opportunity for furtherance of financial inclusion.

Only 12% of India's population borrowed money from formal sources (CY2021)



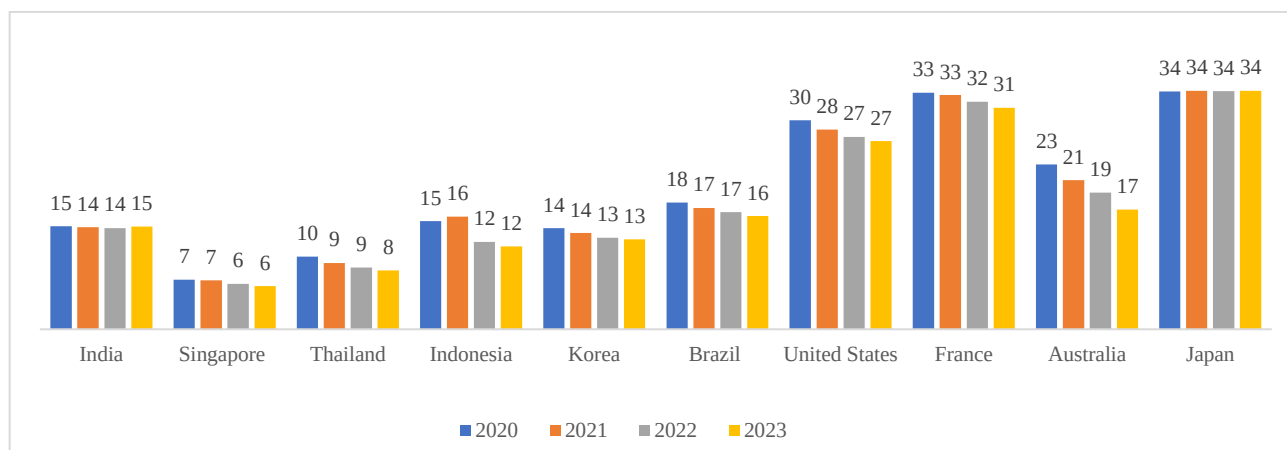
Note: Global Findex data for India excludes northeast states, remote islands and selected districts. 2. Data is for the population within the age group of 15+; Money borrowed from formal sources includes money borrowed from Banks, NBFCs and usage of credit card.

Source: World Bank – The Global Findex Database 2021, CRISIL MI&A

Under-penetration of the Indian banking sector provides opportunities for growth

The number of commercial bank branches in India per 100,000 adults stood at 15 for the year 2023, which is quite low as compared to other major economies. This gap underscores the potential to expand banking services in India to drive financial inclusion and economic growth.

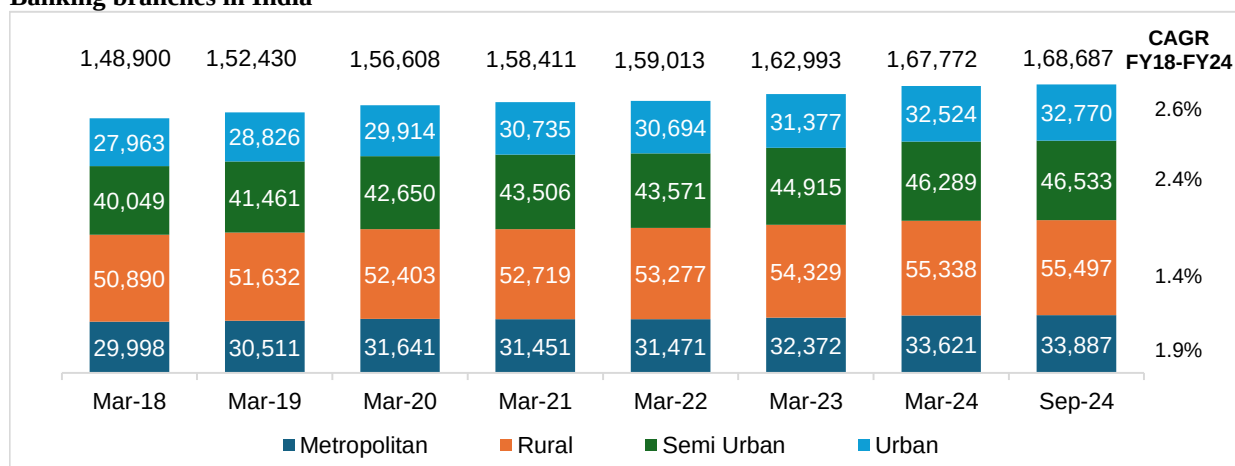
Number of Commercial Bank Branches per 100,000 Adults across major countries (CY)



Source: IMF: Financial Access Survey; CRISIL MI&A

The increase in the number of bank branches in India, from 1,48,900 in March 2018 to 1,67,772 by March 2024. This growth is largely driven by efforts to improve financial inclusion, especially in semi-urban and rural areas, where access to formal banking has traditionally been limited. The expanded branch network enables a wider segment of the population to access banking services, which includes deposits, loans, and other financial products. The growth in banking sector is expected to drive expansion into rural & semi-urban areas, investments in creating infrastructure, including ATMs or micro-ATMs which will drive the opportunities for variety of service providers to banks, including cash logistics companies.

Banking branches in India



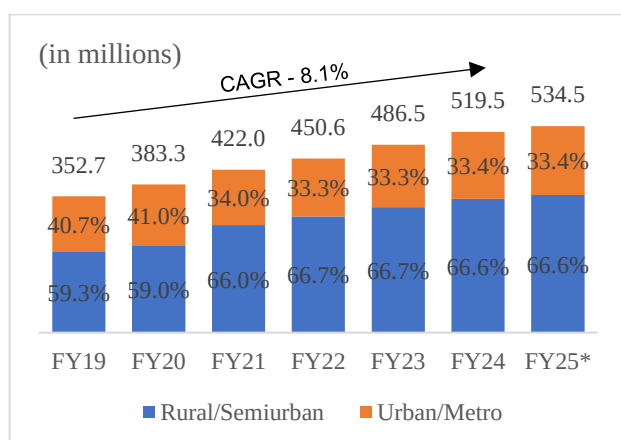
Note: Data for Number of Functioning Offices of Commercial Banks; Source: RBI, CRISIL MI&A

Government initiatives supporting the increase in financial inclusion

Direct-benefit transfer has been instrumental in the acceleration of financial inclusion since it has helped eliminate human interface and leakages in the system, ensuring timely, accurate and quality services and fund transfers to the beneficiaries. This tool has helped in the disbursement of benefits to a wide population spread geographically through 312 government schemes, such as the Pradhan Mantri Matru Vandana Yojana (PMMVY) for women, Pradhan Mantri Ujjwala Yojana (PMUY), Krishi Unnati Yojana (KUY) or Mahatma Gandhi National Rural Employment Guarantee Scheme (MGNREGS) for beneficiary bank accounts held by any gender. The total DBT was around Rs 6.9 trillion in Fiscal 2024 (provisional figures) and Cumulative Total DBT was Rs 36.8 trillion as of March 2024.

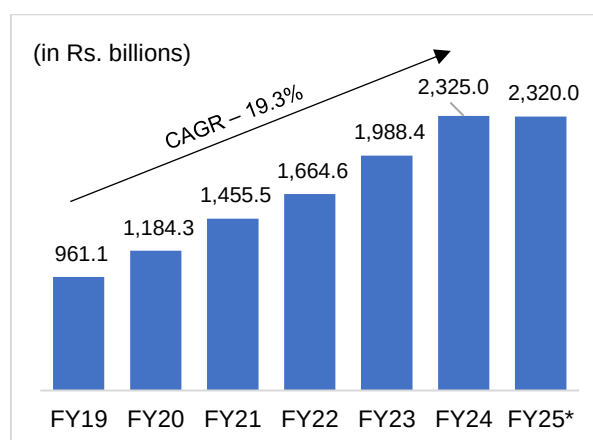
The two major initiatives launched by the Government to promote financial inclusion are the Pradhan Mantri Jan Dhan Yojana (PMJDY) and Pradhan Mantri Jeevan Jyoti Bima Yojana (PMJJBY). Under the PMJDY, the Government's aim is to ensure that every household in India has a bank account which they can access from anywhere and avail of all financial services such as savings and deposit accounts, remittances, credit and insurance affordably. PMJJBY is a one-year life insurance scheme that offers a life cover of Rs 0.2 million at a premium of Rs 436 per annum per member, which can be renewed every year. The Government has also launched the Pradhan Mantri Suraksha Bima Yojana (PMSBY), an accident insurance policy that offers an accidental death and full disability cover of Rs 0.2 million at a premium of Rs 20 annually. As per the Government, more than 100 million people have registered for these two social security schemes. As of 11th Sept 2024, 535 million PMJDY accounts had been opened, of which ~ 67% were in rural and semi-urban areas, with total deposits of Rs. 2,319 billion. (Source: Pradhan Mantri Jan-Dhan Yojana: Progress Report)

Number of PMJDY accounts



Note: *FY25 data is till 11th Sept 2024;
Source: PMJDY; CRISIL MI&A

Total balance in PMJDY accounts



Note: *FY25 data is till 11th Sept 2024;
Source: PMJDY; CRISIL MI&A

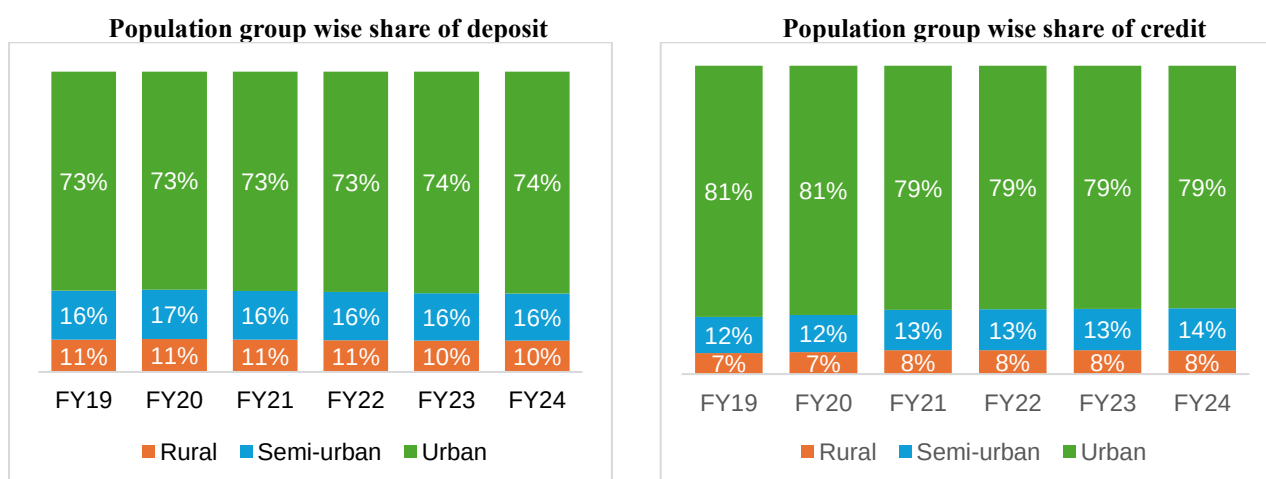
Rural economy is becoming structurally far more resilient

According to Census 2011, there are about 640,000 villages in India, which are inhabited by about 893 million people. The rural economy is far more resilient today due to increased spends under PM-Kisan scheme, Mahatma Gandhi National Rural Employment Guarantee Act, 2005 and irrigation programmes. Additionally, schemes such as direct benefit transfer (“DBT”), PM Ujwala Yojana for cooking gas, PM Awas Yojana for housing, and Ayushman Bharat scheme for healthcare are supporting growth in rural areas. To supplement this, there has been a continuous improvement in rural infrastructure such as electricity and roads. These government initiatives have led to lesser leakages and higher incomes in the hands of the rural populace, thereby enhancing their ability and willingness to spend on discretionary products and services. The structural changes, combined with a positive macro environment, is expected to improve rural business prospects, provide business opportunities for the banking and financial services sector and drive the long-term growth of the economy. Further, such changes in the rural economy will increase demand for cash as well as majority of people in rural areas are still dependent on cash for their daily transactional activities.

Rural India accounts for about 47% of GDP, but only 10% of deposits and 8% of credit

Rural India has a crucial role to play, as almost 65% of the population resides in rural areas, as per 2021 data from the Economic Survey (January 2023). Though, their share is abysmally low at just 10% of total banking deposits and 8% of total banking credit as of March 2024, about 47% of India’s GDP comes from rural areas. Lower share of banking deposits and credit in rural areas as compared to high GDP contribution indicates high dependency on cash. Lack of bank infrastructure, low level of financial literacy and investment habits, along with lack of formal identification, are some of the reasons for low penetration of banking and high utilization of cash. There are vast opportunities presented by the significant population resides in these areas.

Share of bank credit and deposits shows low penetration in rural areas



Note: Urban includes data for urban and metropolitan areas, above data represents indicators for scheduled commercial banks in India; Source: RBI; CRISIL MI&A

The government's push for financial inclusion, better mobile penetration & innovative startups solving financial penetration challenges have set off a virtuous cycle, where increased access to banking services has led to better financial literacy among the people. As people become more aware of the benefits of formal banking, there has been a surge in the number of bank accounts being opened, particularly in rural and semi-urban areas. This, in turn, has prompted banks to expand their reach by setting up more branches in these regions, further increasing accessibility and convenience. Consequently, with more businesses and individuals having access to formal banking channels, there is a growing demand for bank-led cash logistics services, as they seek to efficiently manage their financial transactions and cash flows. As a result, the government's financial inclusion initiatives have created a fertile ground for the growth of cash logistics services in these areas, presenting a significant opportunity for cash logistic companies to provide tailored solutions and deepen their engagement with customers.

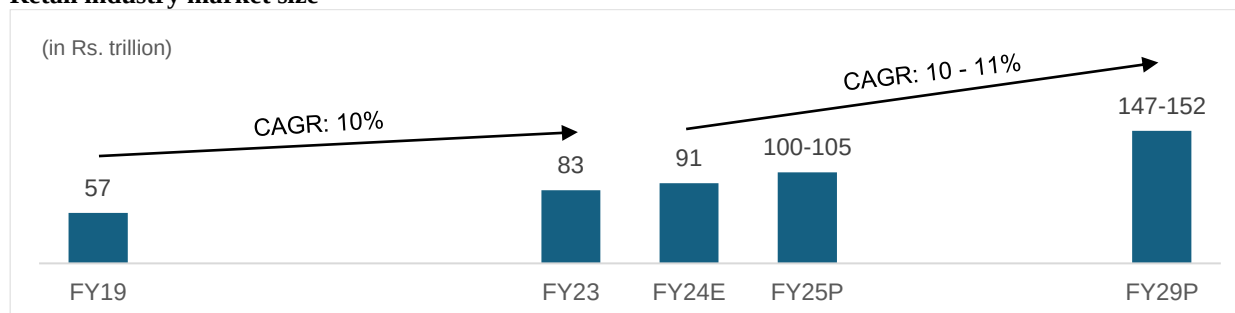
Retail industry as one of the growth drivers for cash logistics in India

In Fiscal 2024, Retail industry’s year-on-year growth is estimated to have moderated to 10-11% (down from 14.5% - 15.5% YoY growth in Fiscal 2023) as easing commodity prices resulted in marginal price hikes in Fiscal 2024. Furthermore, a decline in consumption amid inflationary pressures impacted demand. In Fiscal 2025, growth is predicted to bounce back,

fuelled by enhanced consumer confidence amid reduced inflation. Consequently, CRISIL MI&A foresee the retail sector expanding 11-12% during the year.

Between Fiscals 2024 and 2029, CRISIL MI&A believes growth will accelerate at a 10-11% CAGR as economic activity picks up and inflation remains in a low to moderate range. Consumption revival, coupled with economic growth, will boost consumer sentiment and drive discretionary spending. Improved investments by large retailers will further propel retail growth.

Retail industry market size



Note: E – Estimated, P – Projected

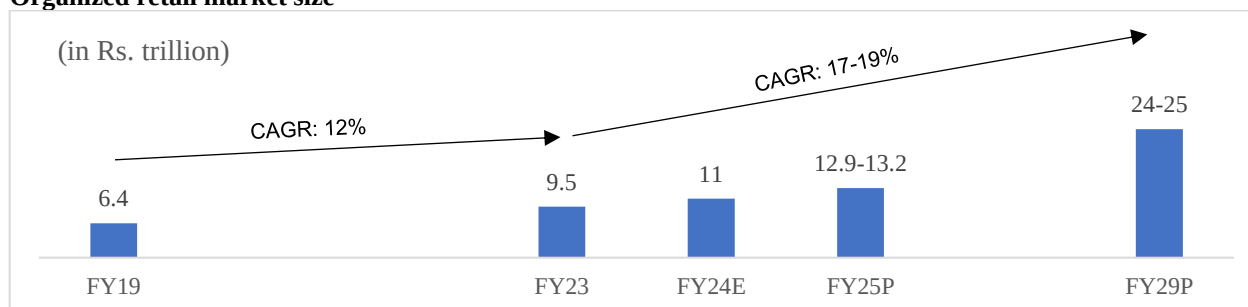
Source: CRISIL MI&A

Organized retail industry to grow at 17-19% in the long term

According to CRISIL Research, organized retail typically means large-format chain stores which are corporatised, apply modern management techniques and have relatively higher level of self-service in nature. E-retail is a type of organized retail, while traditional retail refers to only physical stores i.e. brick-and-mortar (B&M). CRISIL MI&A estimates that organized retail market expanded to Rs. 11 trillion in Fiscal 2024, from Rs. 9.5 trillion in Fiscal 2023 with a growth of around 15-16%. In Fiscal 2025, growth is anticipated to rebound, driven by improving consumer sentiment amid lower inflation. Therefore, CRISIL MI&A anticipates the organized sector to grow 17-20% from Rs. 11 trillion in Fiscal 2024 to Rs. 12.9-13.2 trillion in Fiscal 2025 as compared to 11-12% from Rs. 91 trillion in Fiscal 2024 to Rs. 100-105 trillion in Fiscal 2025 for overall retail industry.

The organized retailing industry grew at ~12% CAGR between Fiscal 2019 and Fiscal 2024. New-store rollouts as well as increasing penetration into Tier-II and Tier-III cities, apart from metros and Tier-I cities, will propel growth in the long term. Further, with a pickup in the macroeconomic environment and improved consumer spending in the longer term, organized retail is expected to grow at a 17-19% CAGR over Fiscals 2024 to 2029 to Rs 24-25 trillion.

Organized retail market size



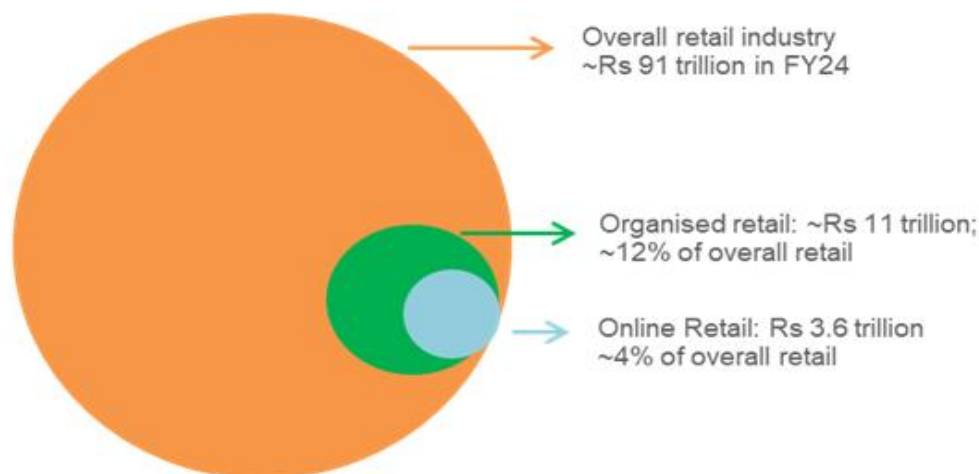
Source: CRISIL MI&A

Organized retail penetration to reach 17% by Fiscal 2029

Organized retail penetration (ORP) is likely to reach ~17% in Fiscal 2029 from ~12% in Fiscal 2024. ORP was impacted in Fiscal 2021, because of a faster decline in organized retail compared with overall retail, amid significantly higher proportion of non-essentials in organized retail compared with overall retail. However, ORP is expected to grow, as urban consumers move up the economic ladder and increase their preference for branded products, and the youth becomes more aspirational. On the supply side, store expansions by existing players and entry of new players would support growth.

The overall retail market in India is estimated at Rs. 91 trillion in Fiscal 2024, of which organized retail accounts for Rs. 11 trillion, representing ~12% of overall retail market. Within organized retail, online retail contributes Rs. 3.6 trillion, making up 4% of the overall retail market.

Organized retail accounts for ~12% of overall retail market (Fiscal 2024)

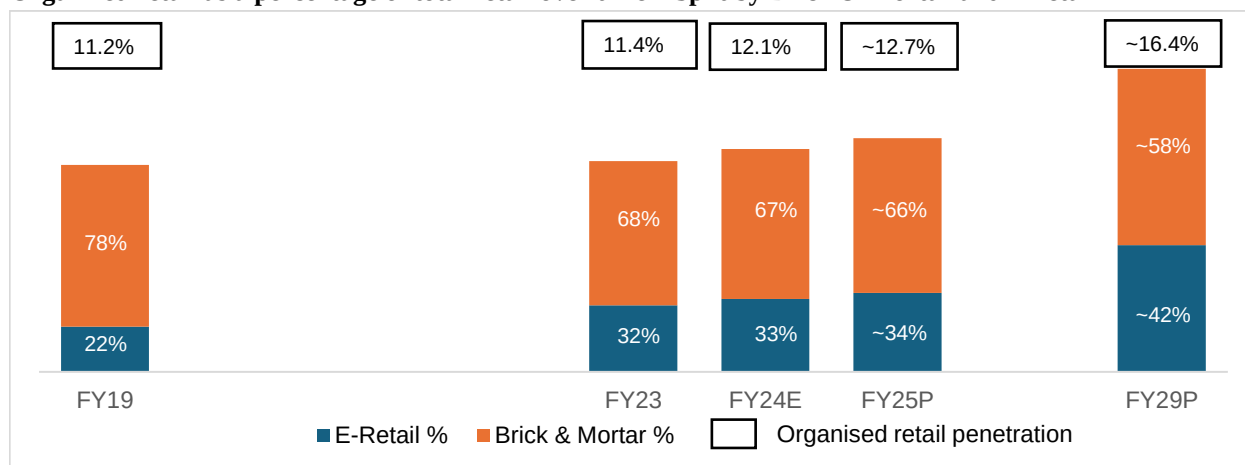


Source: CRISIL MI&A

Within organized retail, the growth trajectory of B&M (Brick & Mortar) retailers is expected to grow at 13-15% in the long term and e-retailers is expected to grow by 21-26% in the long term. Increasing preference by consumers to make purchases from large, organized outlets will drive demand for B&M retailers. Growing internet penetration and industry focus towards consumer stickiness will drive growth for online players.

In Fiscal 2024, organized retail penetration (ORP) accounts for around 12.1% of total retail, with around 67% contributed by B&M stores and around 33% by e-retail. CRISIL MI&A projects ORP to rise to around 16.4% by Fiscal 2029, with the share of B&M declining to around 58% and e-retail increasing to around 42%.

Organized retail as a percentage of total retail over time – Split by Brick & Mortar and E-retail



Note: E: Estimated, P: Projected, Source: CRISIL MI&A

Among verticals, food & grocery is expected to grow at a healthy pace on back of significant offline as well as online impetus. Increasing brand awareness and entry of various international players will drive growth in apparel and lifestyle segments. The retail industry in India is rapidly adopting cash logistic solutions to optimize their financial operations, reduce costs, and improve efficiency. Here are some key factors driving the use of cash logistic for the retail industry in India:

1. **Cash-intensive nature of retail business:** Retailers in India still deal with a significant amount of cash transactions, making cash logistic a critical aspect of their operations. Also, COD is the most used method of payment amongst e-commerce retailers in India. It constituted majority of the e-commerce payments, indicating the significance of cash

with respect to payments, growing on back of expansion into Tier-2 to 4 cities. As the e-commerce penetration increases in these lower tiers, the share of COD payments is also expected to increase correspondingly. Effective cash logistics help retailers minimize cash handling errors, reduce theft, increased focus of internal staff on the retail business and optimize cash flow.

2. **Increasing competition and thin margins:** The Indian retail industry is highly competitive, with thin profit margins. Retailers need to optimize their cash logistic processes to reduce costs, improve efficiency, and maintain profitability.
3. **Rise of organized retail:** The growth of organized retail in India, including modern trade formats like supermarkets, hypermarkets, and e-commerce, has led to an increased need for sophisticated cash logistics systems.
4. **Government regulations and compliance:** The Indian government has introduced various regulations, such as the Goods and Services Tax (GST), to promote transparency and accountability in financial transactions. Retailers need to ensure compliance with these regulations, which are facilitated by effective cash logistics systems.
5. **Security concerns:** Cash handling poses security risks, such as theft, fraud, and robbery. Retailers are adopting cash logistics solutions to minimize these risks and ensure the safety of their employees and customers.
6. **Need for real-time visibility and analytics:** Retailers require real-time visibility into their cash flows, sales data, and inventory levels to make informed decisions. Cash logistics systems provide analytics and insights to help retailers optimize their operations and improve profitability.
7. **Expansion of retail formats:** The growth of new retail formats, such as convenience stores, pharmacies, and quick-service restaurants, has led to an increased need for cash logistic solutions that can cater to their specific requirements.
8. **Increasing adoption of technology:** The Indian retail industry is increasingly adopting technology, including cloud-based solutions, mobile apps, and IoT devices, to streamline their operations and improve efficiency. New solutions from a few Cash logistics players, which can integrate this technological push with traditional cash to streamline and consolidate retail operations, would facilitate this technological adoption.
9. **Cost savings and efficiency:** Cash logistics solutions help retailers reduce costs associated with cash handling, such as transportation, storage, and security. By automating cash logistics processes, and further, offering new solutions can help retailers to improve efficiency and reduce manual errors.
10. **Cost advantage of cash logistics:** Cash logistics services help retailers reduce costs associated with cash handling, such as transportation, storage, and security. By automating cash logistics processes, and further, offering new solutions can help retailers to improve efficiency and reduce manual errors. In addition, in many countries, the lower costs associated with cash logistics compared to other payment methods make cash a more economical option for retailers. As a result, some retailers may choose to accept only cash payments or set a minimum sales amount for card transactions to optimize costs.

Organized retailers have a significant presence in verticals such as apparel with an ORP (Organized retail penetration) of around 25.2%. Rising preference for branded clothing, along with players' ability to differentiate (based on colours, fabric, etc.) helps them improve their reach. Consumer durables (including mobiles and IT devices), footwear and jewellery (including watches and eye care) are other verticals where organized players have a strong foothold.

Segment – wise organized retail penetration

Organized retail Segments	Fiscal 2024E		Fiscal 2027P		
	Market Size (In Rs. billion)	ORP (in %)	Market Size (In Rs. billions)	ORP (in %)	3-year CAGR (in %)
Food & Grocery	3,241	6.2%	5,415	7.9%	17-22%
Apparel	2,190	25.2%	3,753	31.2%	15-20%
Footwear	346	31.8%	517	33.5%	12-17%
Furniture & Furnishing	184	6.1%	331	8.7%	18-23%
Pharmacy	152	8.5%	231	9.5%	13-18%
Consumer durables, mobile & IT	2,463	53.2%	4,135	71.0%	16-21%
Book & Music	27	1.9%	32	2.1%	2-7%
Others	2,436	13.4%	3,593	12.9%	10-15%
Total Organized Retail	11,040	12.1%	18,008	15%	17-19%

Note: E: Estimated, P: Projected, ORP: Organized retail penetration

Source: CRISIL MI&A

As per CRISIL MI&A estimates, that there are approximately 4 million retail touch points in India, addressable for cash logistics services as of Fiscal 2024. Out of this, only about 0.15 – 0.2 million (which is just 5% of addressable market) retail points are utilizing cash logistics services. This shows great potential for cash logistics services to expand in this domain.

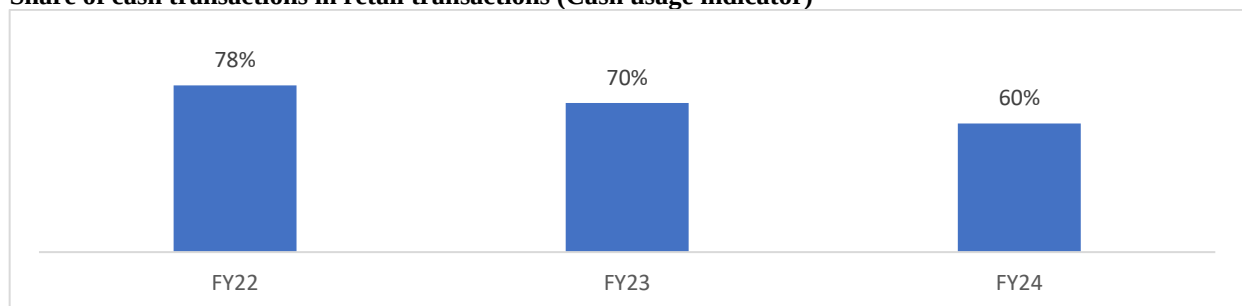
Retail touchpoints (Fiscal 2024)



Source: CRISIL MI&A estimates

As of Fiscal 2024, the share of cash in retail transactions remains significant at approximately 60% (Average of lower & upper limit), based on the cash usage indicator from the RBI report. Although cash usage is declining with growth of digital payments, it still plays a dominant role in the economy.

Share of cash transactions in retail transactions (Cash usage indicator)



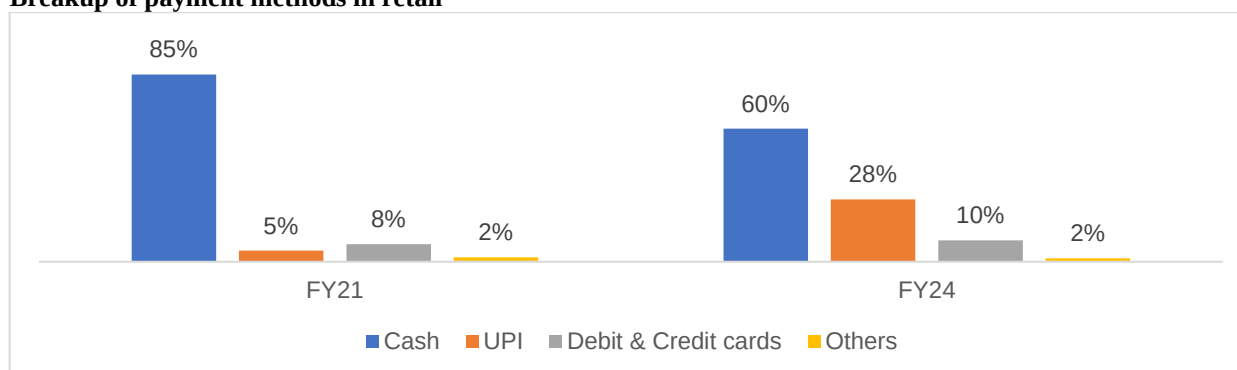
Note: Data based on estimated values of CUI (Cash usage indicator) for India

Source: RBI report "Cash Usage Indicator for India", CRISIL MI&A estimates

The RBI, in its half-yearly Monetary Policy Report released in October 2021, indicated that among the various modes of retail payments in India, the volume of transactions through ATMs, credit cards and debit cards have a high correlation with India's GDP (0.95 for the period Q1:2011-12 to Q4:2020-21).

The cash retail payments still dominate the Indian retail sector as most of the non-cash payments are not available to most of the Indian population staying in the SURU areas where net banking and other non-cash payment modes have poor adoption yet. Despite the effects of demonetization, Covid-19 & a shift in payment preferences over the years, cash remains the most widely used payment method in retail, accounting for 60% of transactions in Fiscal 2024. While its share has declined from 85% in Fiscal 2021, it still surpasses other methods, including UPI at 28% and debit & credit cards at 10% in Fiscal 2024.

Breakup of payment methods in retail



Note: Others include Prepaid instruments & BHIM Aadhar Pay

Source: RBI, NPCI, CRISIL MI&A estimates

Ecommerce and cash on delivery ("COD") in India

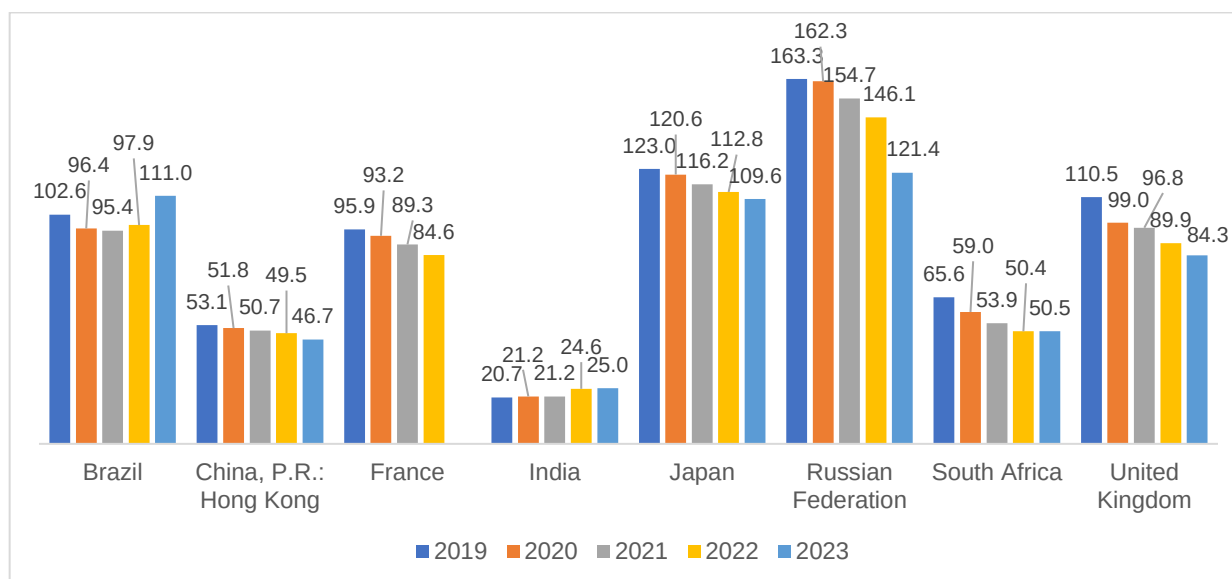
The ecommerce industry in India has grown significantly over the past decade, with online shopping becoming increasingly popular. However, COD remains a preferred payment option for many Indian consumers mainly because of following reasons:

- **Trust issues:** Many Indian consumers are hesitant to share their card details or make online payments due to concerns about security and fraud.
- **Limited digital literacy:** Some consumers may not be comfortable using digital payment methods or may not have access to them.
- **Cash culture:** India has a strong cash culture, and many consumers prefer to pay in cash for various reasons, including the ability to negotiate prices and avoid interest charges.
- **Convenience:** COD offers consumers the convenience of paying for their purchases only when they receive them, which can be particularly appealing for those who are unsure about the quality or authenticity of products.
- **Hidden charges & Fee Discrepancies:** One of the key reasons many consumers in India prefer COD for e-commerce transactions is the avoidance of hidden charges & fees in digital payments. When paying through digital mode, customers often notice small differences between the billed amount and debited amount, especially for services like home delivery. This inconsistency, attributed to service fees, payment gateway fees or surcharges, erodes trust in digital payments.
- **Privacy concerns:** Consumer behavior data highlights a strong emphasis on privacy. Many individuals are hesitant to share their purchase information, consumption patterns and habits and/or sensitive financial information, such as credit & debit card details, during online transactions due to concerns over data security and the potential for breaches. COD offers a secure alternative, allowing consumers to maintain their privacy while still enjoying convenience of online shopping.

ATM footprint in India

Though CIC in India has grown at a CAGR of approximately 12.3% from Fiscal 2001 to Fiscal 2024, the Indian ATM industry has experienced limited growth with a CAGR of 2.6% between the same period, primarily due to unfavourable unit economics as well as a gradual increase in digital payments, which has hindered the expansion of the sector. As per IMF, ATM penetration (Number of ATMs per 1,00,000 adults) in India is around 25 for the year 2023, which is much lower compared to the major countries.

Number of ATMs per 100,000 adults for several countries

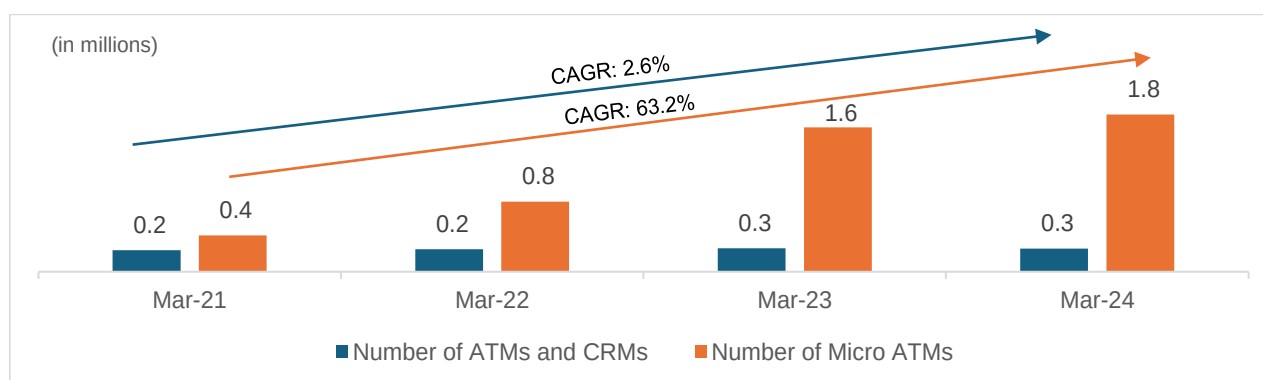


Note: Data in calendar year

Source: IMF, CRISIL MI&A

The stagnation in the growth of number of ATMs in India has started post-demonetisation as the CAGR from Dec 2011 to Dec 2016 stood at around 20% whereas from Sept 2016 to Sept 2024 the CAGR is only around 2%. The number of ATMs grew at a CAGR of 2.6% between Fiscal 2021 & Fiscal 2024 and micro-ATMs grew at a CAGR of 63.2% between the same period, reflecting the challenges of expanding traditional ATM infrastructure, particularly in rural and semi-urban areas. Between 2021 and 2024, the Indian ATM industry has experienced limited growth, driven by factors such as stagnation in the number of installed machines and banks' reluctance to invest in new ATMs and the underperformance of the white-label ATM segment in India. In contrast, high growth of micro-ATMs signals its rapid adoption as a more flexible and cost-efficient alternative. Additionally, Micro ATMs support Aadhaar-based transactions and are instrumental in direct benefit transfers, making them valuable tools for digital and inclusive banking strategies. The portability and low-cost deployment of micro-ATMs, coupled with their ability to operate in remote areas through banking correspondents, have made it a game changer in extending financial services to underserved population. As a result, the low penetration of traditional ATMs is increasingly being substituted by the high growth & widespread reach of Micro ATMs, while the cash in circulation continues to grow at a steady pace. Further, the rising costs of operating ATMs, driven by the need for technological advancements, operational improvements, enhanced security measures, and the emergence of competitive alternatives like micro-ATMs, present challenges within the industry.

ATM & Micro ATM system infrastructure

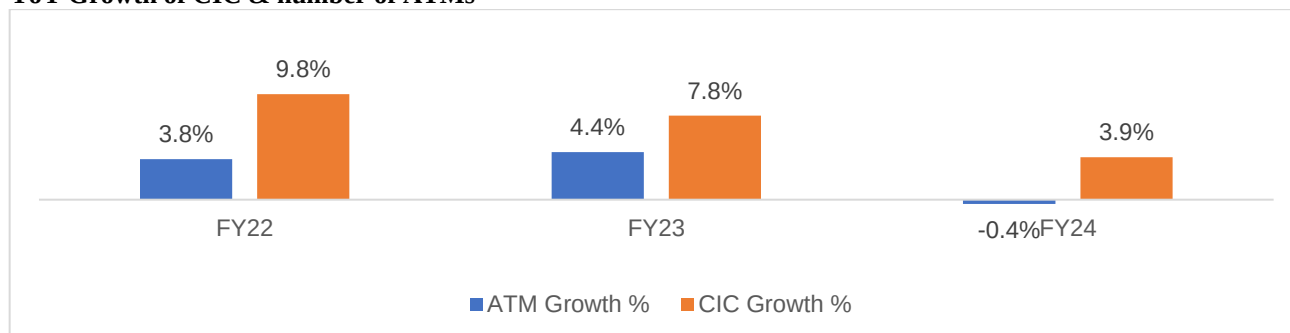


Source: RBI, CRISIL MI&A

Cash growing at a faster pace than ATM infrastructure growth

While CIC in India has seen a consistent growth, the growth in number of ATMs has stagnated, with only ~2% CAGR between March 2021 & March 2024. This disparity is evident from the diverging trends in CIC & ATM data, as cash usage outpaces ATM infrastructure expansion. The rise in CIC reflects higher transactional demand, while the slower growth in ATMs highlights the existence of more competitive substitutes like micro-ATMs. These trends indicate that cash usage expands beyond ATM dependency and are not directly comparable.

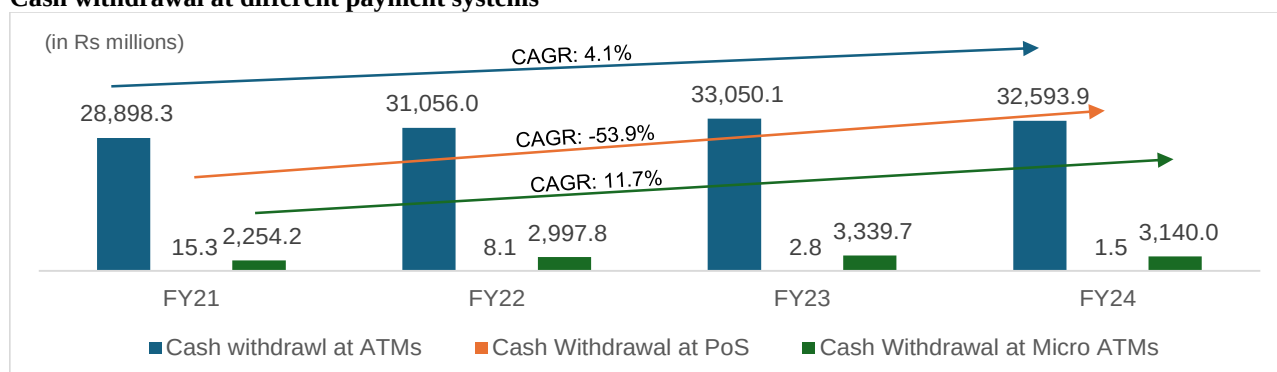
YoY Growth of CIC & number of ATMs



Source: RBI, CRISIL MI&A

The trend in cash withdrawals across different payment systems reveals a mixed picture, with cash withdrawals at ATMs increasing by 4.1% between Fiscal 2021 and 2024, while those at POS terminals declined sharply by 53.9% between the same period. In contrast, micro-ATMs saw a significant surge in cash withdrawals, growing by 11.7% over the same period.

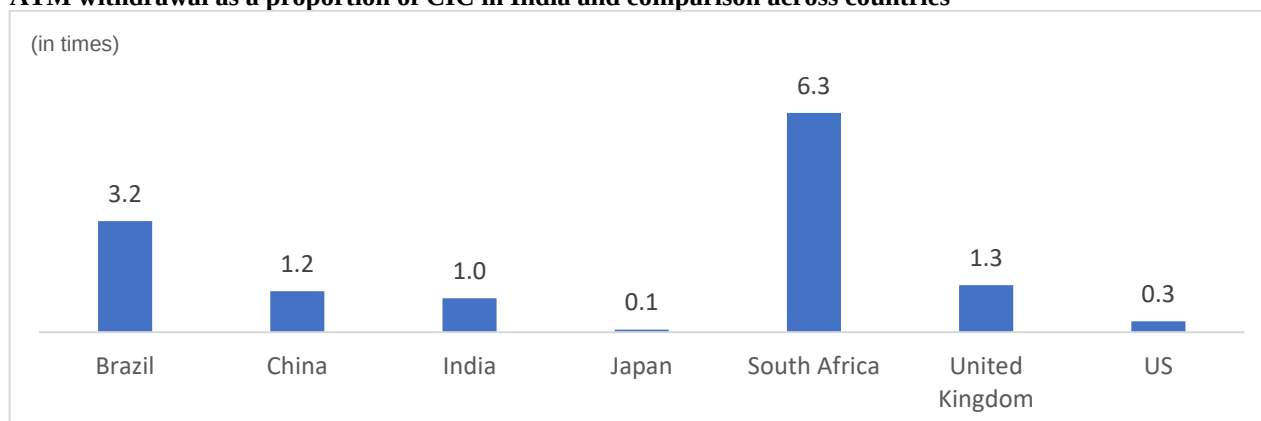
Cash withdrawal at different payment systems



Source: RBI, CRISIL MI&A

ATM Withdrawals as a proportion of CIC, which means an indication of the use and penetration of ATMs for cash distribution, varies significantly across countries, reflecting differences in cash usage patterns and financial habits. In India (1.0), it is moderate, indicating a balanced reliance on ATM withdrawals. China (1.2) and the UK (1.3) are similar, with slightly higher ATM withdrawals as a proportion of CIC. Brazil (3.2) and South Africa (6.3) exhibit high number, suggesting frequent cash turnover and dependence on cash transactions. Conversely Japan & the US demonstrate very low ATM withdrawals as a proportion of CIC indicating low dependency on ATMs.

ATM withdrawal as a proportion of CIC in India and comparison across countries



Note: This has been calculated by dividing total ATM withdrawals with total cash in circulation in the country; Source: BIS, CRISIL MI&A

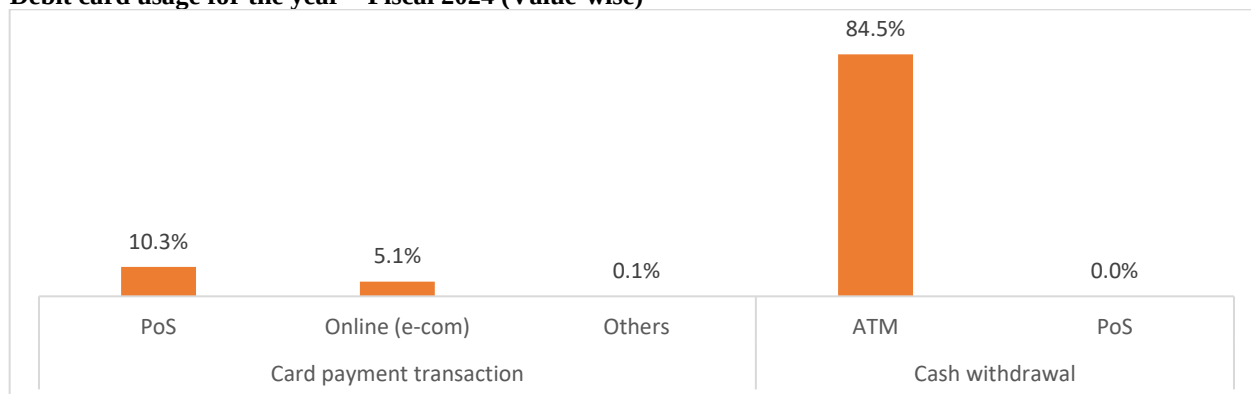
Cash payments expected to dominate the economy

India is still a predominantly cash-based economy. This is due to various factors, including limited access to digital payment infrastructure, lack of financial literacy, and a preference for cash transactions among many Indians. While digitalization has resulted in an increase in card and UPI payments, cash payments are likely to continue to dominate.

The use of debit card does not replace cash

After cash, debit cards are the most used means of making payments in India. As of March 2024, only 10.3% of debit card transactions (in value) are used for card payment transactions at PoS, as per RBI report. Approximately, 84.5% of debit card transactions (in value) in Fiscal 2024 were cash withdrawals, signifying that debit cards are being used primarily to make cash withdrawals from ATMs, and do not replace cash. This highlights the ongoing reliance on cash, prompting banks to seek more efficient and cost-effective cash logistic solutions.

Debit card usage for the year – Fiscal 2024 (Value-wise)

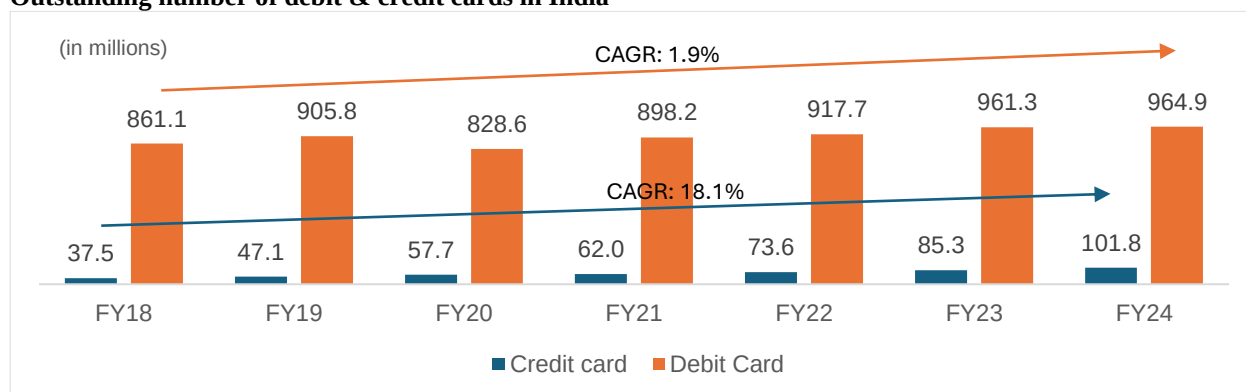


Source: RBI, CRISIL MI&A

Card payments trends in India

The number of credit cards in India has grown significantly, rising from 37.5 million in Fiscal 2018 to 101.8 million in Fiscal 2024, reflecting a CAGR of 18.1%. This growth underscores the increasing adoption of credit-driven spending, supported by reward programs, and evolving consumer credit behaviour. In contrast, debit card has increased from 861.1 million in Fiscal 2018 to 964.9 million in Fiscal 2024, at a CAGR of 1.9%.

Outstanding number of debit & credit cards in India



Source: RBI, CRISIL MI&A

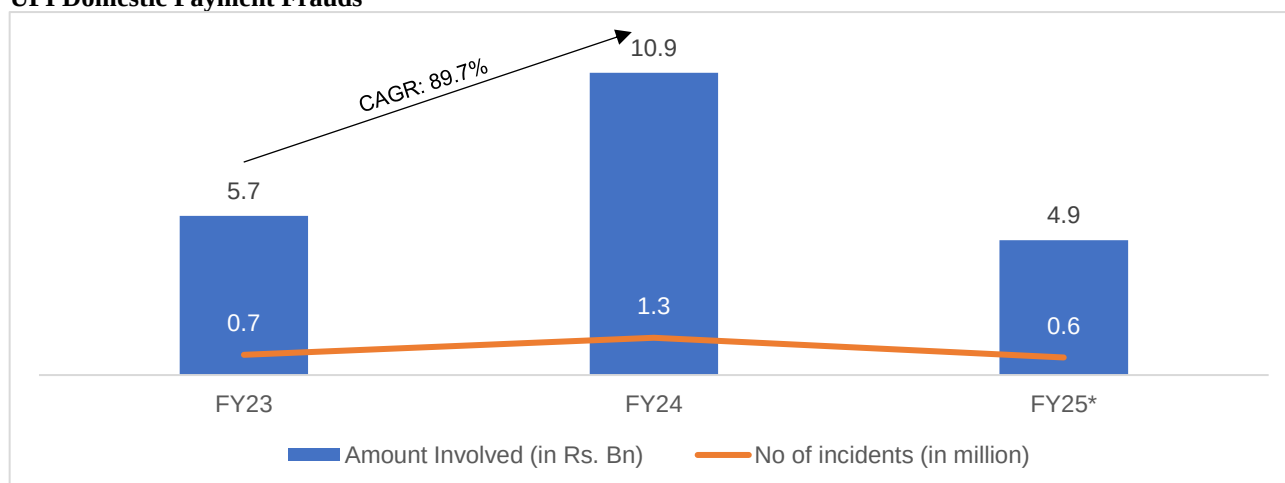
Digital payments have transformed the way transactions are conducted in India, driven by rapid advancements in technology, government initiatives like Digital India, and the widespread adoption of platforms like UPI. Between Fiscal 2021 and Fiscal 2024, the volume of digital payments transactions has increased from 43.7 billion to 164.4 billion, growing at a CAGR of ~56%. These systems provide cashless options for individuals and businesses, offering convenience and traceability. A continued shift in consumer trends in India with respect to the use of cashless payment methods could result in a significant reduction in the use of cash as a payment method. While these innovations promise inclusivity and efficiency, they also bring a set of challenges that need to be addressed for sustained growth and adoption. Further, the RBI has stated in its Payments Vision 2025 that it is taking steps to expand the reach of digital payment transactions across different strata of the population, while enhancing outreach and cybersecurity.

Challenges of digital payments

Digital & Financial literacy: While digital payments volumes in India have grown rapidly, a significant portion of the rural population remains digitally excluded. Also, majority of rural adults lack basic digital literacy, limiting their ability to adopt digital payments effectively.

Cybersecurity & Frauds: Cases of online frauds, phishing, and data breaches are increasing rapidly, which may deter many users from adopting digital payments. As per a notification by ministry of finance, UPI domestic payments frauds have increased by 89.7% from Fiscal 2023 to Fiscal 2024 to Rs. 10.9 billion.

UPI Domestic Payment Frauds



Note: * - FY25 is till September 2024

Source: Ministry of Finance, CRISIL MI&A

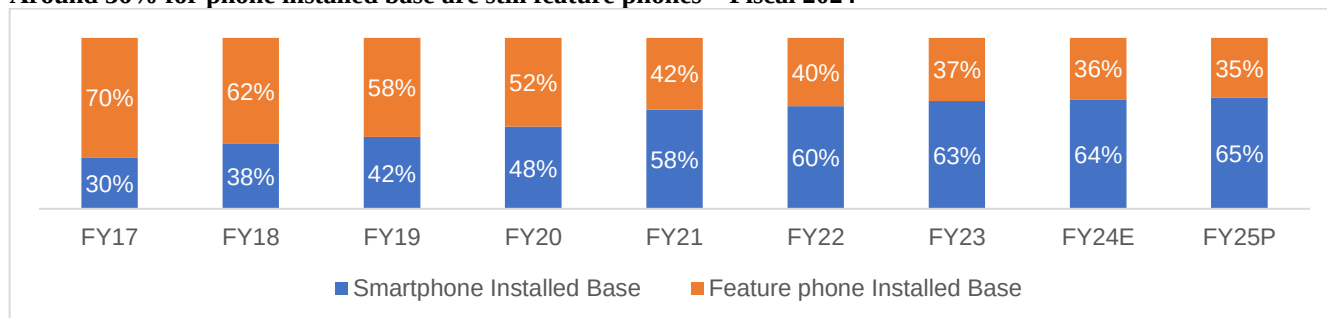
Transaction failures: Frequent transaction failures due to technical glitches or server downtime reduce consumer confidence. Technical decline (TD) of Aadhaar Enabled Payment System (AePS) of the leading issuer bank, State Bank of India, stood at an average of 1.8% for Fiscal 2024 and was 7.9% for Fiscal 2023. Considering huge volume of transactions using AePS, such TD % can be considered as very high. Transaction declines that are attributable to technical shortcomings like connectivity issues, switch unavailability, incorrect message data elements, etc. are classified under TD. It also includes

technical issues which sometimes result in the transaction being executed, leading to debits without corresponding credits, requiring the customer to lodge complaints with the bank, which can take 1-3 months to resolve.

High cost of digital infrastructure: Merchants often face high costs and service charge fees for setting up and using digital payments systems, such as purchasing point of sale machines, which is not there in case of cash transaction. There is also a recurring cost attached to these PoS machines (either fixed amount or as percentage of transaction value) which encourages the merchants to prefer cash which doesn't have any extra costs attached to it.

Limited support for feature phones: Despite India's significant reliance on feature phones – accounting for around 36% for phone installed base in Fiscal 2024, most digital payments cater to smartphones. This limits financial inclusion, as feature phone users mostly depend on USSD-based systems, which saw less than 0.1% transactions of total UPI transactions in Fiscal 2024 due to lack of awareness and complexity.

Around 36% for phone installed base are still feature phones – Fiscal 2024



Note: E: Estimated, P: Projected; Source: CRISIL MI&A

Unsustainable Cost Model: UPI is currently fully subsidized and free of cost for users, which is financially unsustainable for banks and payment service providers. Any introduction of fees, as highlighted by various media reports, could significantly reduce its usage, as evidenced by similar trends in other markets.

Misuse of QR Codes: QR codes can be configured to download data-grabbing apps that may be able to collect and sell user's personal data. Also, scanning a QR code automatically sends user's location coordinates to a geo-location enabled application.

Lack of Transactional Anonymity: Digital payments systems inherently lack anonymity, as every transaction is traceable. This limitation deters users who prefer discretion, particularly in purchases like alcohol, where societal judgement may come into play. Unlike cash, which offers complete privacy, reducing their appeal in certain contexts.

Concerns over Personal Data Usage: Many millennials and tech-savvy users are increasingly wary of how their personal data is being collected and utilized by digital payment platforms. There is growing skepticism about platforms monetizing users' data without transparent consent, raising privacy concerns and deterring adoption.

Cash Logistics Industry

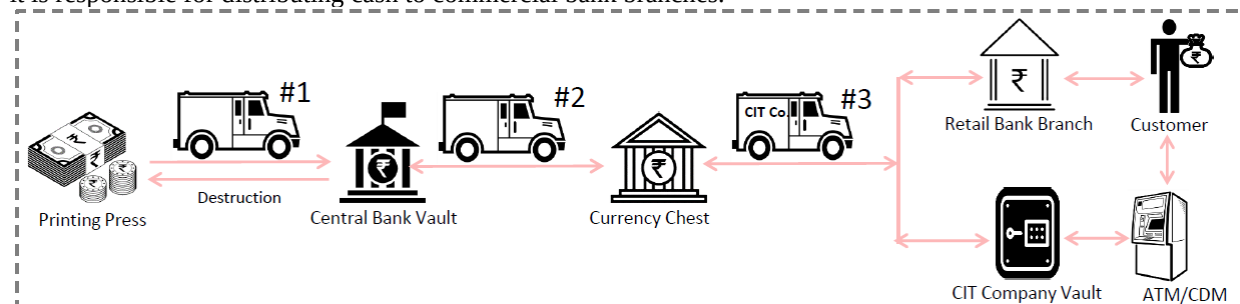
The core services provided by the cash logistics companies are Cash-in-Transit (CIT), ATM Cash Replenishment and First Level Maintenance (FLM), and Retail Cash Management (Doorstep Banking) services. Additionally, cash logistic companies offer a range of value-added services, including the transportation of jewels, artworks, valuables, and bullion. As of Fiscal 2024, the market size of traditional cash logistics services currently stands at approximately Rs. 33 billion which is estimated to reach around Rs. 68 billion as of Fiscal 2029, growing at a CAGR of ~16%. New solutions expansion is being driven by the increasing scope of services offered by cash logistic providers. Further, growing outsourcing trends among banks are significantly boosting the industry's growth trajectory.

The demonetization period had a severe short-term impact on the industry, as cash usage dropped drastically, and ATMs remained largely out of service. However, in the post-demonetization phase, the cash logistics industry has regained momentum and continues to witness steady growth. India remains a predominantly cash-driven economy, with cultural preferences for cash transactions, particularly in semi-urban and rural (SURU) areas. Cash continues to play a vital role in enabling economic activity and driving commerce, making cash logistics a critical industry. The increasing cash intensity in the country has further solidified the importance of this market.

The organized retail sector in India is expanding at a long-term annual growth rate of 17-19%, supported by a rising customer base across e-commerce and growth of retail chains. These sectors, which handle large volumes of cash, are key drivers of growth in the retail cash management (door step banking) services.

Cash supply chain in India

The cash supply chain begins with the central bank, which is responsible for issuing and managing the country's currency. The central bank sets the monetary policy and regulates the money supply, ensuring that there is enough cash in circulation to meet the demands of the economy. When commercial banks need cash, they place an order with the central bank, which is then fulfilled through currency chests. Currency chests are secure facilities that store and manage cash inventories, and it is responsible for distributing cash to commercial bank branches.



Source: CRISIL MI&A

Cash logistics companies provide various services at different stages of cash cycle, among other things, including:

- **Cash-in-Transit (CIT):** Cash-in-Transit (CIT) services refer to the secure and efficient transportation of cash between bank branches and between bank branches and currency chests. This involves the use of a fleet of secured vehicles strategically distributed across a region to provide extensive local coverage and ensure efficient geographical reach. CIT services are designed to meet the cash transportation requirements of banks and financial institutions, providing a reliable and secure means of transferring cash. These services are typically operated in compliance with regulatory requirements, including those set by banks, central bank and government agencies, to ensure the highest standards of security and integrity.
- **ATM Cash Replenishment and FLM:** It provides cash replenishment and first level maintenance services for ATMs and other self-service terminals, including cash vaulting and processing, provision of one-time combination keys to operate ATM vaults, and overall cash reconciliation.
- **Retail Cash Management (Door step banking):** It supports businesses in securely handling cash from a diversity of industries. It includes scheduled cash delivery and collection, cash counting and processing, vaulting, burial, seamless bank deposits, and reconciliation of sales records with cash collected. The operating model emphasizes security, accuracy, and efficiency to help retailers reduce manual cash handling risks and improve cash flow management.

Key growth drivers of the Cash Logistics market

Cash payments expected to dominate the economy

India is still a predominantly cash-based economy. Despite the effects of demonetization and Covid-19, cash is still the most preferred method of payment as compared to other payment methods. While digitization initiatives have led to an increase in payments using cards or the unified payments interface ("UPI"), cash payments are expected to continue to dominate the economy. Also, some other major reasons are ease of use, universal acceptance, and resilience to technological disruptions such as power outages or network failures. Cash remains particularly vital in rural and informal sectors, where digital infrastructure is limited, and for unbanked population who lack access to formal banking systems. It ensures privacy, leaves no digital trail, and eliminates transaction fees, making it a cost-effective and trusted mode of payment. Additionally, many consumers prefer the tangibility of cash for budgeting and security, especially in economies where trust in digital systems is low. These factors collectively reinforce cash's role as the primary mode of payment in many economies, and in India.

Outsourcing Trend in Cash Services

Banks and other participants like organized retail in India are outsourcing their cash needs in order to enhance operational efficiency, improve service, reduce costs, increase cash velocity so improve cash-flows, facilitate management and interlocation, and provide improved cash visibility. This trend covers:

- **Cash Transportation:** Secure cash delivery and collection.

- **Cash Processing:** Sorting, fitness and counterfeit detection, and reconciliation.

Further, the outsourcing of cash services is expected to also be driven by public sector banks increasingly outsourcing their cash-in-transit services to increase their productivity and reduce costs; an increased presence of the organized commercial retail, which will handle larger volumes of cash; as well as increased demand for outsourced cash logistics services beyond Tier 2 cities in India, obliging cash logistics companies to expand their geographical reach. The revenue of the Indian cash logistics market grew from approximately Rs. 21 billion in Fiscal 2021 to Rs. 33 billion in Fiscal 2024, a CAGR of more than 17% due mainly to the expansion of bank branches, the growth of organized retail, increased outsourcing by banks, an increase in the number of bank account holders, particularly in rural areas; the reduction of informal cash logistics services through the introduction of progressive RBI and MHA regulations; the introduction of new service offerings; and the continued increase in cash in circulation. Further, the demand for outsourced solutions has increased as banks look for more efficient ways to manage cash handling, improve service and productivity, and meet the rising demand for cash services. As financial institutions continue to outsource their cash management needs, the importance of specialised service providers in maintaining cash flow and reducing operational costs becomes even more pronounced. The outsourcing of cash services, including cash-in-transit, currency chests operations, ATM replenishment and FLM maintenance services, has got progressive traction within banks

Rising retail market in India

In Fiscal 2025, retail growth is predicted to bounce back, fuelled by enhanced consumer confidence amid reduced inflation. Consumption revival coupled with economic growth will boost consumer sentiment and drive-up discretionary spending in the medium to long term. The organized retailing industry grew at ~12% CAGR between Fiscal 2019 and Fiscal 2024. The CAGR was lower in past five years on account of significant decline during covid period. It is expected to grow at a CAGR of 17-19% between Fiscal 2024 and Fiscal 2029 on back of new store roll-outs, increase in penetration beyond Tier-2 cities and increasing disposable income.

Ecommerce and cash on delivery ("COD") in India

The Indian e-commerce sector, estimated at ~Rs 3,600 billion in Fiscal 2024, has had a phenomenal run over the past few years apart from Fiscal 2021. The market has managed to attract not only consumers but also investors across the world and has grown more than 2.5 times between Fiscals 2019 and 2024 on the back of rising internet penetration, increasing awareness of online shopping, and lucrative deals and discounts offered by well-established players and start-ups. Even for e-commerce industry, COD remains a preferred payment option for many Indian consumers because of following reasons:

- **Trust issues:** Many Indian consumers are hesitant to share their card details or make online payments due to concerns about security and fraud.
- **Limited digital literacy:** Some consumers may not be comfortable using digital payment methods or may not have access to them.
- **Cash culture:** India has a strong cash culture, and many consumers prefer to pay in cash for various reasons, including the ability to negotiate prices and avoid interest charges.
- **Convenience:** COD offers consumers the convenience of paying for their purchases only when they receive them, which can be particularly appealing for those who are unsure about the quality or authenticity of products.
- **Hidden charges & Fee Discrepancies:** One of the key reasons many consumers in India prefer COD for e-commerce transactions is the avoidance of hidden charges & fees in digital payments. When paying through digital mode, customers often notice small differences between the billed amount and debited amount, especially for services like home delivery. This inconsistency, attributed to service fees, payment gateway fees or surcharges, erodes trust in digital payments.
- **Privacy concerns:** Consumer behavior data highlights a strong emphasis on privacy. Many individuals are hesitant to share sensitive financial information, such as credit & debit card details, during online transactions due to concerns over data security and the potential for breaches. COD offers a secure alternative, allowing consumers to maintain their financial privacy while still enjoying convenience of online shopping.

Currency chests cash outsourcing

The cash depository of the Reserve Bank of India (RBI) is known as the currency chest. It consists of the cash meant for the banks and ATMs needs, being authorised to banks and operated by banks. Currency chests are the cash processing

centres, which carry out counting, sorting, checking note fitness, packaging, vaulting among other services. Historically, the operations of currency chests have been managed internally by banks; however, currency chests are finding themselves in need of outsourced cash logistic services in order to process cash at a lower overall cost with a better service delivery.

The functions relating to the issuance of currency (i.e., banknotes and coins) and their management are performed by the Reserve Bank through its 19 issue offices, 2,794 currency chests pertaining to commercial banks and 2,460 small coin depots spread across the country. As on March 31, 2024, State Bank of India accounted for the highest share of currency chests at 1,467.

Currency Chests and Small Coin Depots (March 2024)		
Category	Number of Currency Chests	Number of Small Coin Depots
State Bank of India	1,467	1,339
Nationalized Banks	1,086	911
Private Sector Banks	224	194
Cooperative Banks	5	5
Foreign Banks	4	3
Regional Rural Banks	7	7
Reserve Bank of India	1	1
Total	2,794	2,460

Source: RBI, CRISIL MI&A

Currency chests cash outsourcing has emerged as a strategic solution for banks to optimize costs, enhance operational efficiency, and improve their service to bank branches. By leveraging third-party expertise, banks can reduce overheads related to infrastructure and personnel, while focusing on core banking activities. Outsourcing also mitigates risks by transferring operational liabilities to service providers. As of September 30, 2024, approximately 28% of India's 2,794 currency chests had outsourced certain operations, such as cash processing and replenishment, which underscores bank's reliance on external partners for efficient operations.

KEY SEGMENTS IN CASH LOGISTICS INDUSTRY

Cash-In-Transit (CIT) service

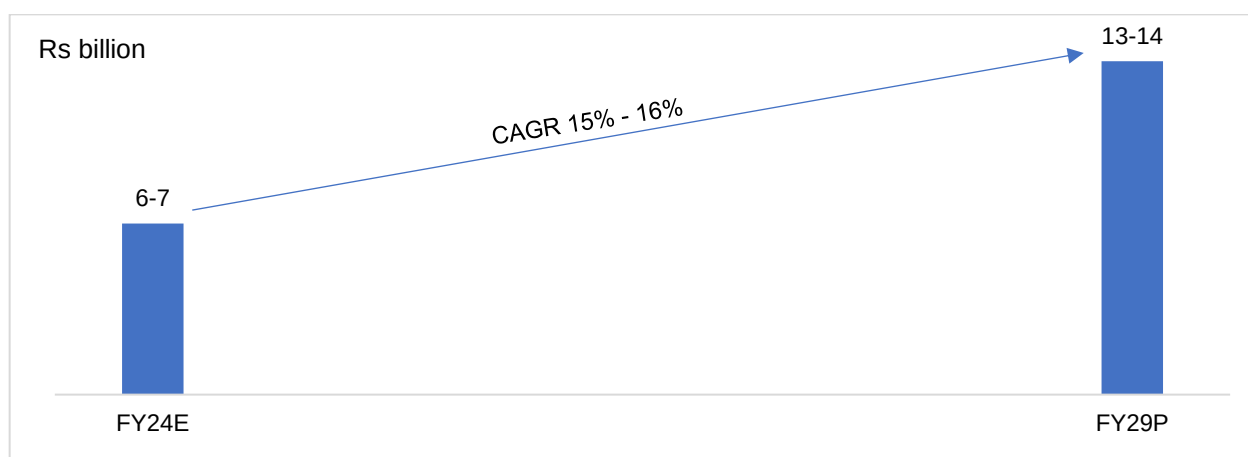
The Indian cash-in-transit (CIT) market has grown significantly over the past decade, driven by the increasing demand for secure cash transport services. Cash-in-transit market size is estimated at Rs 6 to Rs 7 billion as of Fiscal 2024 and expected to grow at a CAGR of 15% to 16% to reach Rs 13 to Rs 14 Bn by Fiscal 2029. Growth is fuelled by the growing outsourcing trend from banks regarding CIT services, significant cash usage in rural areas, and expanding banking networks, particularly in semi-urban and rural regions. Despite the rise of digital payments, cash remains a dominant mode of transaction in India, sustaining the need for CIT services. In recent years, there has been strong growth in the cash in transit business line primarily on account of the growing cash in circulation, an increase in the number of bank branches and bank account holders and shift from unorganized to organized compliant service providers on account of RBI guidelines for outsourcing of cash operations from banks, and MHA guidelines for cash activities.

Number of dedicated cash vans for major CIT Players – Fiscal 2024

Major players	Dedicated cash vans
SIS Cash Services Limited	1,628
CMS Info Systems Ltd	1,200+
Securevalue India Ltd	270

Source: Company reports, CRISIL MI&A

Cash-in-transit market size



Note: E- Estimated, P - Projected

Source: CRISIL MI&A estimates

Growth Drivers

- **Increasing Bank Branches:** Expansion of bank networks, especially in semi-urban and rural areas, is driving demand for CIT services, which growth has increased the need for efficient and secure cash transportation solutions. Due to expansion of banking services in rural areas and formulation of innovation models, the number of bank branches is expected to grow further accentuating the cash logistic services market.
- **Outsourcing by Banks:** Banks are increasingly outsourcing cash logistics to specialized CIT companies to streamline operations and reduce operational complexities and costs, by focusing on their main banking business. The progressive outsourcing from the public sector banks is helping the segment to grow at a faster rate. The Indian banking system is a vital component of the country's economy, providing financial services to millions of individuals and businesses. With a large and diverse customer base, banks play a crucial role in facilitating economic growth and development. One of the key indicators of a bank's performance is its gross advances, which refers to the total amount of loans and credit facilities extended to customers. The following is the list of top 10 biggest public and private sectors banks in India in terms of gross advances.

Top 10 banks public sector banks and top 10 private sector banks in India basis gross advances as at March 31, 2024

Public Sector Banks	Private Sector Banks
State Bank of India	HDFC Bank Ltd.
Bank Of Baroda	ICICI Bank Limited
Punjab National Bank	Axis Bank Limited
Canara Bank	Kotak Mahindra Bank Ltd.
Union Bank of India	IndusInd Bank Ltd
Bank Of India	Yes Bank Ltd.
Indian Bank	Federal Bank Ltd
Central Bank of India	IDBI Bank Limited
Indian Overseas Bank	IDFC First Bank Limited
Bank Of Maharashtra	Bandhan Bank Limited

Source: RBI, CRISIL MI&A

- **Shift to Organized Players:** Furthermore, stringent regulatory compliance and enhanced safety standards are fostering a shift from unorganized to organized CIT service providers, ensuring better security and reliability in cash handling processes.

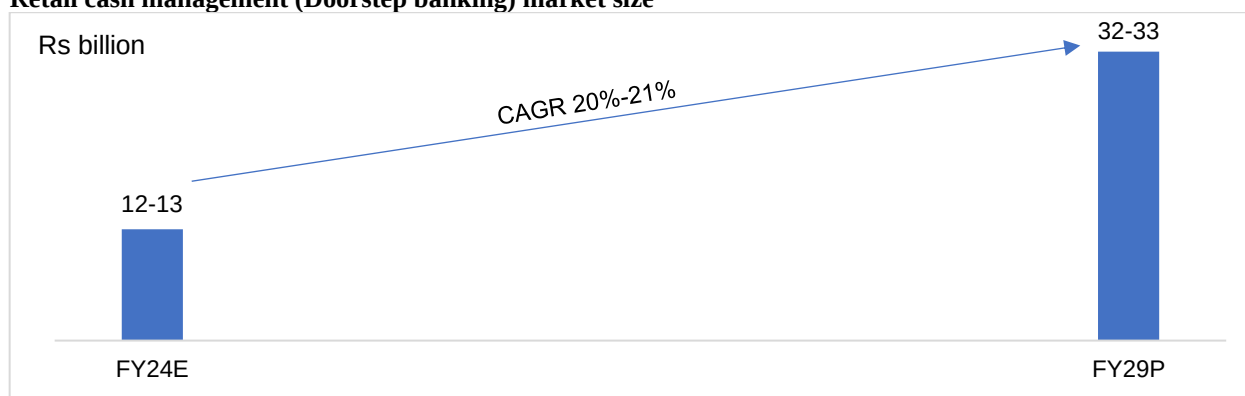
Key Players

The CIT segment in India is dominated by organized players such as SIS Prosecur & CMS Info Systems providing secure and efficient transportation of cash between bank branches and between bank branches and currency chests. On the basis on number of cash vans for CIT, SIS Cash Services Limited is the largest player among major CIT players with 1,628 dedicated cash vans as of Fiscal 2024.

Retail cash management (Doorstep banking) services

The retail cash management (doorstep banking) market in India is rapidly expanding, estimated at Rs 12-13 Bn as of Fiscal 2024 and expected to grow at a CAGR of 20% to 21% to reach Rs 32 to Rs 33 Bn by Fiscal 2029. The service has gained momentum due to increased demand for convenient, time-saving solutions mostly in urban and semi-urban areas alike. DSB services mean cash delivery and/or collection to/from customers, including a wide range of demand industries like Government organizations, public transport, malls, hospitality, logistics, e-commerce, retail, outlets, shops, cinemas, tolls, pharmacies, insurance, liquor shops, etc.

Retail cash management (Doorstep banking) market size



Note: E- Estimated, P – Projected Source: CRISIL MI&A

Services include apart from the cash delivery or collection, counting and verification, cash processing, cash vaulting, cash merging, bank deposit (on same or next day), bank transfer through RTGS/NEFT across India. Cash is collected in tampered proof sealed bags with a unique seal number and is opened one by one under CCTV surveillance at the cash processing area of cash logistic companies vaults. Cash is verified for counterfeits, shortages and mutilated notes.

Growth Drivers

- **GDP and CPI Growth:** A growing economy (Higher GDP) and moderate consumer price index (CPI) level support increased cash flow and consumption, driving the need for doorstep banking and cash logistic services. CRISIL MI&A expects CPI inflation to continue to soften in FY25 to 4.6% from 5.4% in FY24 and expects a moderation in GDP growth rate to 6.8% in Fiscal 2025 from 8.2% in Fiscal 2024, largely due to various factors like Government's focus on Fiscal consolidation, high interest rates and low Fiscal impulse, which is likely to lead to moderation in investments, which is a key factor for economic growth.
- **Growth in Currency in Circulation (CIC):** The continuous rise in CIC highlights the increasing reliance on cash, making cash payments a relevant component of sales generation for establishments such as insurance providers, NBFCs, restaurants, utilities, e-commerce companies, logistics providers, government establishments, fuel stations, consumer goods companies and hospital chains, which drives demand for secured cash logistics and doorstep banking services. Cash in circulation in India increased at a CAGR of approximately 12.3% from Fiscal 2001 (at Rs. 2.2 trillion) to Fiscal 2024 (at Rs. 35.1 trillion).
- **Rise in disposable income:** Another growth driver is increase in disposable income among the growing middle-class population. This economic shift has led to higher consumption and greater cash circulation within the retail sector. With more financial resources at their disposal, middle class consumers are spending more on goods and services, thereby boosting the need for cash services.
- **Growth of Cash-on-Delivery in E-Commerce:** The popularity of COD in e-commerce transactions necessitates reliable cash handling and collection services. The Indian e-commerce sector, estimated at ~Rs 3,600 billion in Fiscal 2024, has had a phenomenal run over the past few years apart from Fiscal 2021. The growth is expected to

increase further mainly because of rising internet penetration, increasing awareness of online shopping, and lucrative deals and discounts offered by well-established players and start-ups. This anticipated growth is likely to drive up demand for Cash-on-Delivery (COD) services, as more consumers opt for the convenience and security of paying in cash upon delivery.

- **Rise in Organized Retail Touchpoints:** The expansion of organized retail, especially outlets opting for retail cash management services, creates a growing need for cash pick-up and delivery through doorstep banking. The organized retailing industry grew at ~12% CAGR between Fiscal 2019 and Fiscal 2024. New-store rollouts as well as increasing penetration into Tier-II and Tier-III cities, apart from metros and Tier-I cities, will propel growth in the long term. Further, with a pickup in the macroeconomic environment and improved consumer spending in the longer term, organized retail is expected to grow at a 17-19% CAGR over Fiscals 2024 to 2029 to Rs 24-25 trillion.

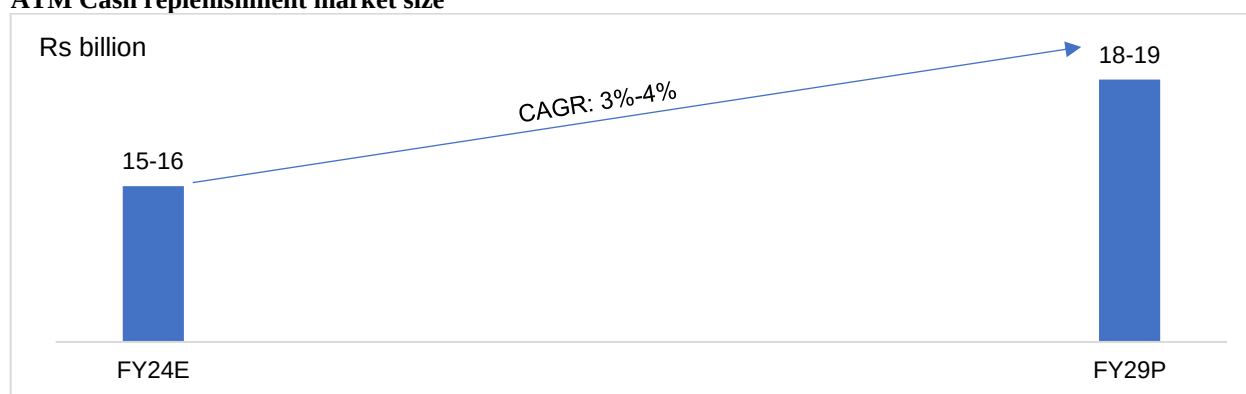
Key Players

The DSB market in India is dominated by organized players such as SIS Prosegur, CMS Info Systems, Hitachi and Radiant, which offer robust doorstep banking services for cash pick-up/drop. As at September 30, 2024, SIS Cash Services Limited ranks third in terms of total number of retail touchpoints in India, with 25,000+ retail touchpoints, behind Radiant Cash Management (74,230) and CMS Info Systems (65,000+). In terms of total retail touch points, as of December 2024, SIS Cash Services Limited comprised of 25,000+ retail touch points while Radiant Cash Management has 76,678 total touch points.

ATM Cash Replenishment Market

The ATM cash replenishment market in India is another segment of the cash logistics industry, valued at approximately Rs 15 -16 Bn as of Fiscal 2024 and expected to grow at a low CAGR of 3%-4% to reach Rs 18 Bn to Rs 19 Bn by Fiscal 2029, driven by a decrease in outsourced ATM market, stagnant growth in number of ATMs and a slight possibility in increase in ATM rates because of cassette swap implementation. While digital payments are gaining traction, cash remains a primary payment mode, sustaining the demand for ATM replenishment services. Major key players in this segment are SIS Prosegur, CMS Info Systems, SecureValue & Hitachi.

ATM Cash replenishment market size



Note: E- Estimated, P – Projected

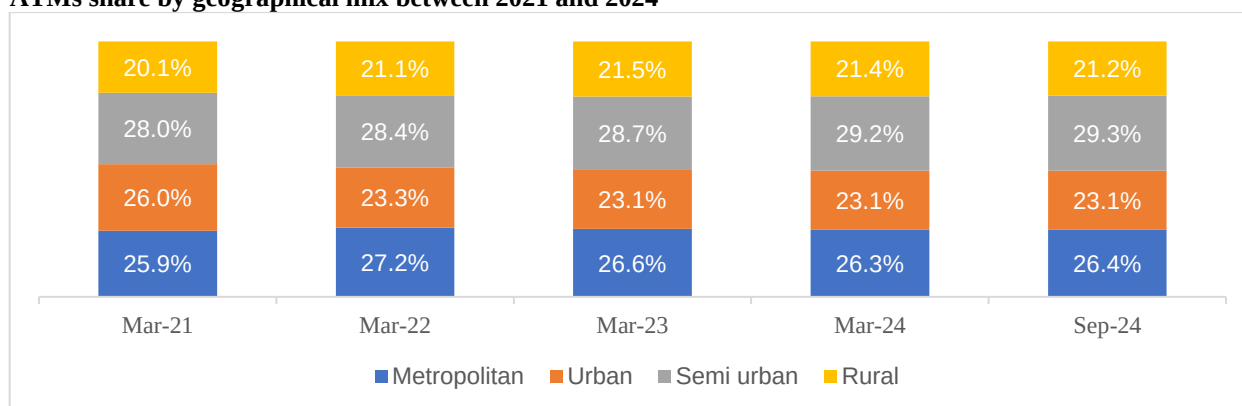
Source: CRISIL MI&A

Further, Cash in circulation has significantly outpaced the growth of ATMs, achieving a CAGR of around 10.4% between Fiscal 2019 to 2024. In comparison, the number of ATMs grew at a CAGR of approximately 3% during the same period. The growth in ATM market is expected to come from on-site ATMs and white-label ATMs which rely in a very minor extent on cash management companies for cash replenishment activity.

ATM deployment across states and regions in India

ATM availability in India is significantly skewed towards urban regions, despite majority of the population residing in rural areas. While ~65% of people live in rural areas, only ~21% of ATMs are located in rural regions, with the remainder concentrated in metropolitan, urban & semi-urban centres. Goa leads the country in ATM density, boasting 67 ATMs per 100,000 people, followed by Chandigarh with 60 and Ladakh with 55. Conversely, highly populous and economically significant states like Uttar Pradesh, Bihar, and West Bengal fall below the national average in ATM penetration, with only 10, 7, and 13 ATMs per 100,000 individuals, respectively.

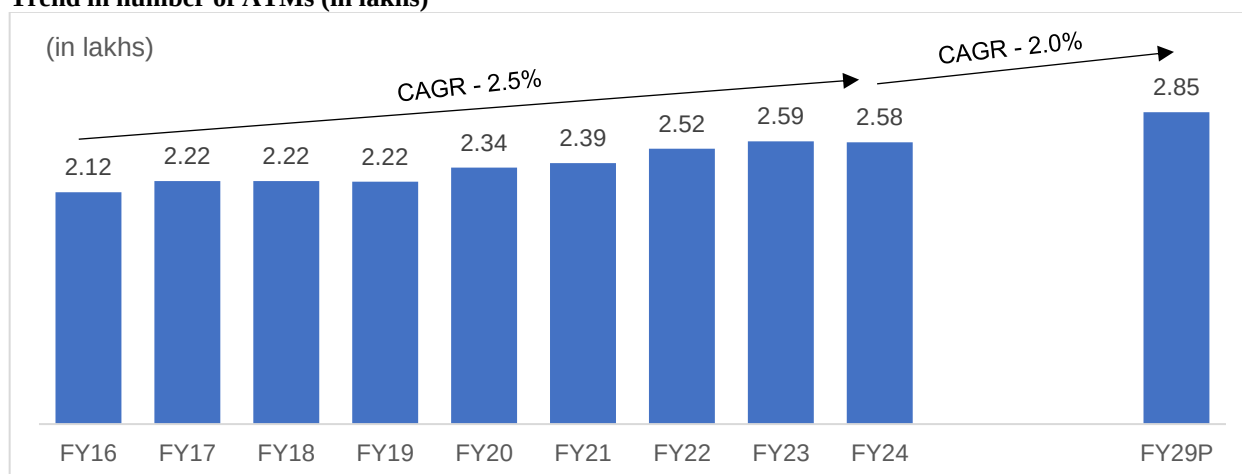
ATMs share by geographical mix between 2021 and 2024



Source: RBI, CRISIL MI&A

India's demand-supply gap in ATM infrastructure presents a significant growth opportunity for the banking sector in rural areas. Such a gap is increasingly being filled by micro-ATMs and PoS machines. Further, initiatives like Jan Dhan Yojana and RuPay cards have enabled millions of rural consumers to access debit cards and bank accounts. Considering the introduction of micro-ATMs and increasing use of the same by banks, retailers, etc., in rural India, and the little success of the WLA model, which was majorly addressed to rural India, the growth in number of ATMs is expected to be limited in the near future in India.

Trend in number of ATMs (in lakhs)



Source: RBI, CRISIL MI&A

Key Market Drivers for ATM/ Micro-ATMs Deployment Growth

- **Financial Inclusion Initiatives:** Programs like Jan Dhan Yojana, RuPay, and Direct Benefit Transfers (DBT) have significantly increased the number of bank account holders, driving demand for accessible ATMs/Micro-ATMs, especially in rural areas.
- **Growing Payments Ecosystem:** Increased penetration of debit cards, which major use if for ATM/Micro-ATM withdrawals, and growing financial literacy are fuelling cash withdrawal needs despite the rise in digital transactions.
- **Untapped Rural Markets:** Rural and semi-urban regions, which house a majority of India's population but have low ATM density, offer immense potential for ATM/Micro-ATM deployment.
- **Regulatory Push:** Policy directives encouraging Self-Service Terminals availability in underbanked and unbanked areas are incentivizing banks and white-label ATM operators to expand their networks.

Other services (New Solutions) few players in the cash logistics industry offer

Cash logistics companies are expanding their offerings beyond traditional services, introducing new solutions that are gaining significant traction. These emerging services are growing at a faster rate as they cater to the evolving needs of businesses and financial institutions. With a focus on efficiency, security, and convenience, these companies are adapting

to market demands and providing a broader range of services that complement their core operations. This shift highlights the growing role of cash logistics companies in supporting modern cash logistic requirements.

For instance, Bullion services cater to the secure transportation, storage, and processing of precious metals like gold and silver. These services include high-security vaults, tracking systems, and insurance coverage to handle bullion for banks, jewellers, and trading firms. It also covers international shipment of gold to refineries, and from refineries to end users or gold traders.

Growth Drivers for bullion services

- The reduction in gold import duties from 15% to 6% in the Union Budget of 2024 is expected to significantly boost demand for gold and consequently, bullion logistics services, while India's cultural preference for gold, coupled with rising disposable incomes, ensures robust demand despite increasing prices.
- Rising security concerns and increasing incidents of theft and losses are driving a shift towards professional and organized bullion logistics providers.
- Rapid expansion of organized jewellery retail chains and the increasing capacity of domestic refineries. Organized retailers are streamlining operations and standardizing quality, which enhances consumer trust and drives higher demand for gold and precious metals. Simultaneously, the growth in refinery capacity enhances the efficiency of gold processing, requiring a steady supply of refined bullion to meet market's need.

Key regulatory guidelines affecting cash logistics industry in India

The implementation of the RBI and MOH regulations, introduced in 2018 and progressively enforced from 2020, has reshaped the operational and financial landscape of the cash logistics industry. These regulations mandated enhanced compliance standards, including the use of four-wheeled vehicles for cash transportation and stringent safety protocols for ATM and retail cash management (doorstep banking) services. These measures aimed to improve safety and security within the sector while increasing operational complexities for service providers. The implementation of these regulations increased the costs of providing cash logistic services, which consequently led to industry-wide material increases in prices for these services

Minimum standards for cash management services providers to banks introduced by RBI

In April 2018, in view of the key role cash logistics companies had in the demonetization, the absence of regulation for the cash logistics industry in India, which happens in most of countries, the required professionalism for an activity deals with public money and legal tender and the increasing reliance of the banks on outsourced service providers and their sub-contractors in cash management activities, made RBI introduce certain minimum standards, in the way of guidelines, prescribed for the service provider / sub-contractors who are engaged by the banks for this purpose.

- Minimum net worth requirement of Rs. 1 billion.
- Minimum fleet size of 300 specifically fabricated cash vans (owned / leased).
- Cash to be transported only in the owned / leased GPS-enabled security cash vans of the Service Provider or its first level sub-contractors. Each cash van should be a specially designed and fabricated Light Commercial Vehicle (LCV) having separate passenger and cash compartments, with a CCTV covering both compartments.
- The passenger compartment is to accommodate two custodians and two-armed security guards (gunmen) besides the driver.
- Operations are to be carried out only by certified and trained personnel, who have completed minimum hours of classroom learning and training. The content of such training may be certified by a Self-Regulatory Organisation (SRO).
- Character and antecedent verification of all crew members associated with cash van movement, should be done meticulously.
- Safe and secure premises of adequate size for cash processing / handling and vaulting with fire safety gadgets.
- The staff associated with cash handling should be duly certified through an accreditation process. Certification could be carried out through the SRO or other designated agencies.

The regulation governing cash logistic outsourced providers and their activities by banks, aim to create a secure & controlled framework for the transportation & handling of cash, protecting both public money and personnel.

Model rules for secured cash handling & transportation by private security agencies by Ministry of Home Affairs

The model rules aim to improve the safety and efficiency of cash handling and transportation by private security agencies. They address the risks of cash theft, hijacking, and fraud, ensuring the protection of public money. Key points include:

- **Specialized Cash Vans:** Vans must have reinforced compartments, separate from passenger areas, equipped with security features like CCTV cameras, alarms, and fire extinguishers.
- **Trained Personnel:** Each van must have a trained team, including a driver, two armed guards, and two custodians. Staff numbers may increase based on cash amounts and risk levels.
- **Background Checks:** All staff must undergo police clearance, residence verification, employment reference checks, and provide guarantors, ensuring reliability and trustworthiness.
- **Comprehensive Training:** Personnel must be trained in cash handling, security protocols, and emergency responses. Training must align with national standards, with periodic refreshers.
- **Live GPS Tracking:** Vans must have GPS systems for real-time tracking and the ability to disable the vehicle remotely in emergencies.
- **Cash Limits:** A single van can carry a maximum of ₹5 crore, and cash transportation is required for amounts over 10 lakh.
- **Secure Vaults:** Cash vaults must meet RBI safety standards, with features like 24/7 surveillance, restricted access, armed guards, and fire safety systems.
- **Risk Mitigation:** Measures include using electronic locks for ATMs, restricting cash loading to daylight hours, and limiting operations in high-risk areas to specific times.

Cassette swap operational mode implementation for ATMs

In 2018, to mitigate risks involved in open cash replenishment/ top-up ATM operations, RBI asked banks to implement the cassette swap operational mechanism in a phased manner, covering at least one-third of ATMs operated by them each year so that all ATMs would achieve full cassette swap operations by March 31, 2021. Under the cassette swap mechanism, lockable cassettes filled with banknotes are used in ATMs that are swapped at the time of cash replenishment. Cassette swap mechanism is a newly adopted operational mode in India, which aligns with international standards, enhancing cash handling security and operational efficiency. However, the implementation has been lagging since then and timeline not fulfilled. Now, the RBI has asked banks to expeditiously implement the roadmap for cassette swap implementation for first 30 proposed Tier-1 and Tier-2 cities by March 31, 2025.

Security measures for ATMs

In 2019, RBI had constituted a Committee on Currency Movement (CCM) to review the entire gamut of security of treasure in transit. Following measures aimed at mitigating risks in ATM operations and enhancing security:

- All ATMs shall be operated for cash replenishment only with digital One Time Combination (OTC) locks.
- All ATMs shall be grouted to a structure (wall, pillar, floor, etc.), except for ATMs installed in highly secured premises.
- Banks may also consider rolling out a comprehensive e-surveillance mechanism at the ATMs to ensure timely alerts and quick response.
-

Outsourcing of cash management – Reconciliation of transactions

In 2019, RBI has decided that banks shall follow the procedures for ATM cash replenishment as under:

- Cash indents by the Service Provider shall be made at least a day in advance (T-1 where T is the day of cash loading), in consultation with the chest / nodal branch. However, metropolitan centres may have two points of cash withdrawal.
- Reconciliation of transactions shall be done between the bank, the service provider and its subcontractors at least on a T+3 basis.
- In the event of a dispute or the reporting of alleged / attempted breach of security / laid down procedures, access to video footage of the ATM may be provided by the bank to the service provider and its sub-contractors on request.

Key success factors impacting the cash outsourcing industry (cash logistics industry)

- **CIC growth:** Cash in circulation in India increased at a CAGR of approximately 12.3% from Fiscal 2001 (at Rs. 2.2 trillion) to Fiscal 2024 (at Rs. 35.1 trillion). This growth can be attributed primarily to an increase in the country's gross domestic product and consumer price index, along with the expansion of services offered by cash logistics companies and increased outsourcing by banks.
- **Bank branches growth:** The increase in the number of bank branches in India, from 1,48,900 in March 2018 to 1,67,772 by March 2024, reflects a significant expansion in the banking infrastructure across the country. This growth is largely driven by efforts to improve financial inclusion, especially in semi-urban and rural areas, where access to formal banking has traditionally been limited.

- **ATMs growth:** The number of ATMs in India increased from 87,355 in December 2011 to 2,54,788 in December 2024 reflecting a CAGR of around 8.6%. Although, post- demonetisation, the growth has become stagnated showing a CAGR of only around 2% between December 2016 and December 2024.
- **Growth in organized retail:** This segment is expected to grow at a CAGR of 17-19% between Fiscal 2024 and Fiscal 2029 on the back of new store rollouts, increase in penetration in Tier-2 and Tier-3 cities and increasing disposable income.
- **Better market penetration:** Alignment with Government initiatives like PMJDY & DBT schemes to enhance financial inclusion through strong presence in rural & semi-urban markets.
- **Scalable infrastructure:** Ability to set up & manage vaults and cash logistic operations that can handle growing demand in both urban & rural areas in an efficient way, by maximising routes density and productivity, and infrastructure capacity.
- **Innovation, to be capable to offer new solutions to efficient existing services or creating new services:** Innovative solutions enable cash outsourcing providers to stay ahead of the competition, offering clients cutting-edge services that improve efficiency, reduce costs, and enhance customer experience.
- **Risk management:** Effective risk management is critical in the cash outsourcing industry, as it ensures the secure handling and transportation of cash, minimizing the risk of loss, theft, or fraud, so affecting directly the company's performance, internal costs and trust perception.

Threats and Challenges faced by the cash outsourcing industry (cash logistics industry) including SIS Cash Services Limited

- **Rise of Digital Payments:** Increase use of digital payment methods by consumers in India could result in reduction in the use of cash as a payment method, and consequently the demand for traditional cash services. While these innovations promise inclusivity and efficiency, they also bring a set of challenges that need to be addressed for sustained growth and adoption.
- **High initial investment and need to maintain high capex levels:** Setting up secure infrastructure, including vehicles and vaults, especially in remote locations, requires significant capital investment. Furthermore, cash logistics industry needs to incur in significant annual expenses to maintain such infrastructure.
- **Regulatory requirements:** Policy changes can increase compliance complexity and costs for service providers.
- **Operational risks:** Managing security risks is challenging, especially in remote or poorly connected areas, which increases the exposure to theft, pilferage, and operational inefficiencies.

Demand by banks for outsourcing cash logistics services could be adversely affected if, among other things, any new regulations were implemented that prevented or restricted banks from outsourcing the cash logistics services companies provide, (ii) banks decide to develop their own cash logistics services infrastructure to save on third-party costs, reducing the amount of those services that they outsource to third-party providers, and/or (iii) banks decide to curtail or stop offering cash logistics services to their business customers, although the demand for such services could shift to other service providers, potentially mitigating some of the impact.

Industry structure and competitive landscape of the market

Company	Traditional cash logistic solutions				New Solutions*
	ATM Cash Management	Retail Cash Management	Cash in transit	CA-CP	
SIS Prosegur	✓	✓	✓	✓	✓✓✓
CMS	✓	✓	✓	✓	✓✓✓
Secure Value	✓	✓	✓	✓	✗
Radiant	✗	✓	✓	✓	✓
Hitachi	✓	✓	✓	✗	✗
Brinks	✓	✓	✓	✓	✓✓✓

Note: CA – CP – Cash assistant / Cash Peon, * “New Solutions” are value added and synergetic solutions for a range of valuables, including cash. These solutions integrate traditional cash services and/or existing company assets with a bundling component to deliver enhanced value to clients, Tick marks under “new solutions” indicates the relative breadth of solutions offered by the company on a scale of 1 to 3.

Source: Company websites & reports, CRISIL MI&A

Role of technology in the cash logistics industry

Technology plays a transformative role in modern cash logistics, offering business enhanced efficiency, accuracy and control over processes, thus mitigating the inherent operational risks. Operational efficiency is enhanced by automating repetitive tasks, and optimizing processes, which reduce errors and downtime. By automating workflows, reducing manual

interventions, and providing real-time data access, it enables organization to optimize liquidity, mitigate risks, and make informed decisions.

Technology also acts as a key differentiator, enabling innovative and customized solutions that enhance client trust and loyalty. Moreover, it improves transparency and accountability with digital records and real-time data access, while scalable systems accommodate growing business needs

Key technological initiatives across the cash logistics industry

Real-time Monitoring & Tracking System: These are GPS-enabled vehicles equipped with IoT devices for real-time location and condition tracking. Vehicles can be continuously monitored from centralized system and their routes geofenced, to trigger an alarm in case route is altered.

Cash Operations Management: Companies have developed systems for operational control of cash logistics, cash processing and vaulting. It includes detailed route composition, including service points, crew and vehicles and allows production of automatic trip sheets, reporting and billing in a seamless manner, directly from the source.

Enhanced security protocols: It has biometric or other systems authentication, and encrypted communication channels for secure cash transactions.

Portable Terminals or Mobile Apps: The introduction of portable terminals and mobile applications enables crew to record logistics data at every cash point directly from the source, ensuring real-time data capture, improved accuracy, and enhanced operational efficiency.

Reconciliation Systems for ATM and DSB Transactions: Advanced reconciliation systems streamline the reconciliation of ATM and Doorstep Banking (DSB) transactions, ensuring faster resolution, reduced discrepancies, and improved transparency in cash management operations.

The financial services industry, which is a key consumer of cash logistic services, is characterized by rapid technological evolution, changes in customer requirements and preferences, frequent introduction of new services and products embodying new technologies, and the emergence of new industry standards and practices.

Consolidation in cash logistics industry globally

The global cash logistics industry is increasingly consolidating, driven by a combination of high entry barriers, stringent regulatory frameworks, and rising operational costs. In almost every market this industry is highly regulated. For instance, in UK strict regulations like the Note Circulation Scheme (NCS) limit wholesale distribution to registered entities, restricting market entry for new players and compelling existing ones to re-evaluate their business strategies. Similarly, in India, heightened compliance standards by the RBI and MHA have increased financial strength requirements and capex and opex needs to improve professionalism and public money protection, putting pressure on every installed player, and especially on smaller ones, which may benefit the already established players and difficult the entry of new ones. These factors have led to a scenario where only a limited number of players, mostly local and informal, dominate the Indian cash logistics industry.

Key recent transactions in the cash logistics industry

Year	Country	Acquirer	Target	Business Overview
2019	Germany	Loomis	Ziemann Sicherheit	Domestic cash handling & security services
2020	UK	Brinks	G4S	Cash management business
2021	USA	Brinks	PAI	Largest privately held provider of ATM services
2022	USA	Brinks (PAI)	TouchPoint 21	Leader in ATM & cash management outsourcing
2023	India	Hitachi Payments Service	Writer	Cash management business of Writer corporation
2024	India	Radiant	Acemoney	Enhancing digital banking capabilities

Source: Company reports, CRISIL MI&A

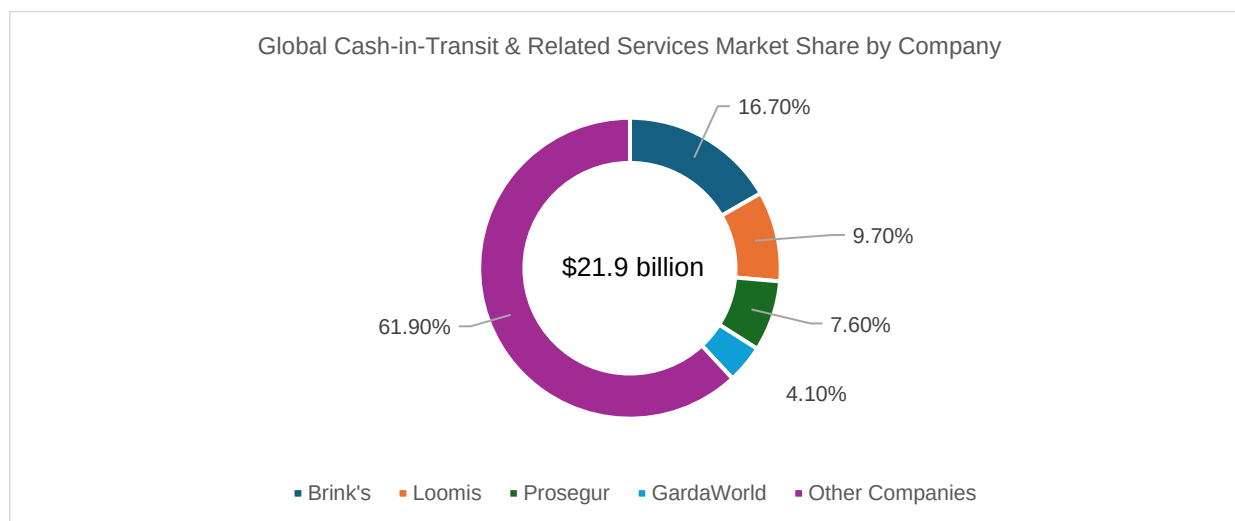
Globally, the cash logistics industry is consolidating, with the top two players often controlling a majority of the market share in countries like Spain, Australia, France, Sweden and many more. This trend provides large players with significant advantages, including the ability to scale operations efficiently, reduce costs, and improve profitability. Additionally, consolidation facilitates geographic expansion, enabling firms to strengthen their presence in underserved regions such as rural areas or beyond Tier-2 cities. The resulting economies of scale not only enhance financial stability but also boost operational efficiency and agility, creating a more competitive and resilient industry landscape.

The Indian cash logistics industry has been consolidating over the years (For instance Cash logistics business of ISS SDB Security Services Private Limited acquisition by SIS Cash Services Private Limited and Logicash Solutions Private Limited & RCI Cash Management Services Private Limited exiting the market) due to the increase in competition, growing customer demands and changes in regulations designed in line with international practices to ensure that cash logistics companies meet certain minimum operating standards with respect to the handling of cash. This consolidation is driven by the need for market participants to leverage their scale and geographic footprint to enhance productivity, as well as to make substantial investments in improving assets, technologies and risk management. In our industry, there is a positive correlation between market share, network reach and profitability. Further, the cash logistics industry is inherently capital intensive, as it requires substantial investment in infrastructure to support national coverage, which is an offering requested by customers. The ability to invest in and maintain the scale of operations is critical to the success of cash logistics companies as it ensures reliability, security, and nationwide coverage. Additionally, there is a shift in customer preference favouring professional players having a larger reach with more scaled and stable operations.

Global Cash-in-Transit & Related Services

The industry is dominated by a handful of larger firms in most national markets, a result of significant barriers to entry, including the high cost of dedicated assets, heavy insurance requirement, rigid government regulations & the value of having an established reputation for trustworthiness.

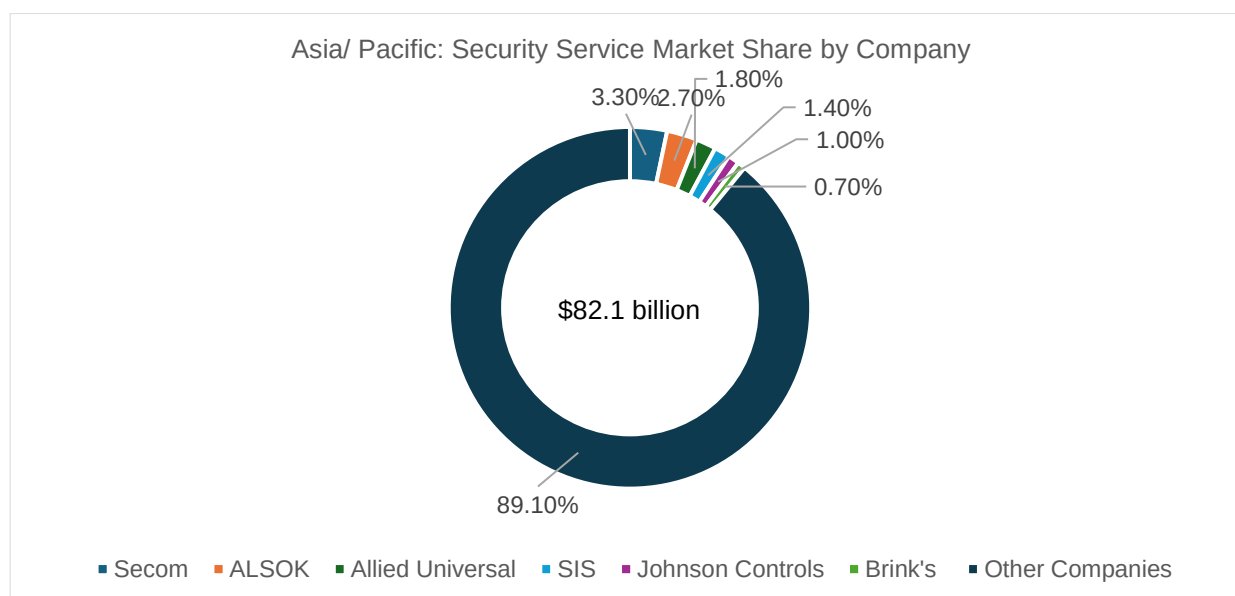
The top four global market leaders in this industry are Brink's, Loomis, Prosegur & GardaWorld. These top four firms collectively contribute ~38% of global revenues. The top four market leaders account for even greater shares in high-income countries & many developing countries like Argentina, Chile, France, Peru & Philippines etc., collectively dominating the US market and representing a large share of the West European market.



Note: Data as on 2023
Source: The Freedonia Group

Asia/ Pacific: Security Services Market Share

The market for security services in the Asia/Pacific region is particularly fragmented, in large part due to the many thousands of smaller firms operating in China and India. Major security providers in India include SIS, APS Group, Armour Security. Leading China providers include Beijing Security Service, China Cityguard Security Service Group, and Shanghai Security Service as per The Freedonia Group. SIS Limited, an entity belonging to the SIS group, is the fourth largest service enterprise in the Asia/Pacific region for 2023 in terms of revenue. (Source: The Freedonia Group)



Note: Data as on 2023

Source: The Freedonia Group

PEER COMPARISON

For the purpose of peer comparison, CRISIL MI&A Research has considered the following players in its study: Brink's India Private Limited, CMS Info Systems Limited, Radiant Cash Management Services Limited, Securevalue India Limited, SIS Cash Services Limited and Writer Business Services Private Limited (now acquired by Hitachi cash management services), which fairly represent most of the cash logistics industry in India. Standalone financials have been considered for Writer Business Services while consolidated financials have been considered for others in accordance with their cash logistics business.

1.- SIS Cash Services Limited is the second largest cash logistic company in India in terms of revenue from operations as of March 2024, and the company within the cash logistics industry with the highest growth in revenue from operations and PAT for the period FY22 to FY24

SIS Cash Services Limited is the second largest cash logistics player in the Indian cash logistics industry in terms of revenue from operations for Fiscal 2024 at Rs. 6,338.25 million, having an overall market share estimated to be around 17-18%. Also, SIS Cash Services Limited is one of the oldest cash logistics companies in India and the fastest growing company in terms of revenue from operations at a CAGR of 27.06% between Fiscal 2022 and Fiscal 2024 and in terms of profit after tax with a CAGR of 224.89% between Fiscal 2022 and Fiscal 2024. SIS Cash Services Limited revenue from operations grew from Rs. 3,925.87 million in Fiscal 2022 to Rs. 6,338.25 million in Fiscal 2024, reflecting a CAGR of 27.06%, which is more than double the average CAGR of the peer group average during the said period. SIS Cash Services Limited's revenue from operations stood at Rs 5,298.58 million in the nine months ended December 31, 2024. Considering SIS Cash Services Limited's revenue contribution and their scope of services, they are positioned as one of the leaders in bank outsourcing solutions when compared to peers. The market share of the two largest Indian cash logistics companies in term of revenue from operations in Fiscal 2024 (i.e., CMS Info Systems Ltd and SIS Cash Services Limited) has increased from ~59% in Fiscal 2021 to ~61% in Fiscal 2024

Comparison of key players in the Cash Logistics industry by revenue from operations

Revenue from operation (Rs million)	Fiscal 2022	Fiscal 2023	Fiscal 2024	9MFY25	CAGR FY22-FY24
Brink's India Pvt Ltd	2,109.70	2,406.20	2,436.60	NA	7.47%
CMS Info Systems Ltd [^]	11,108.07	13,262.80	14,744.23	11,813.53	15.21%
Radiant Cash Management Services Ltd	2,860.35	3,549.06	3,863.16	3,228.42	16.21%
Securevalue India Ltd	4,611.51	4,744.26	4,325.45	NA	-3.15%
SIS Cash Services Limited	3,925.87	5,430.34	6,338.25	5,298.58	27.06%
Writer Business Services Pvt Ltd ^{*^}	3,458.11	4,015.83	1,010.70 ^{**}	NA	NM

Note: 1. (*) - Writer Corporation's Cash Management Business has been acquired by Hitachi Payment Services and now operates under the new name Hitachi Cash Management Services 2. (^) - Revenue figures for CMS Info and Writer Business Services reflect only their cash logistics business segment 3. For CMS Info, revenue from cash logistics business has been sourced from annual report, while for Writer Business Services, figures for FY22 & FY23 have been obtained from MCA filings 4. (**) - FY24 financial data for Hitachi Cash Management Services (formerly Writer Business Services Pvt Ltd)

covers the period from 19/07/2023 to 31/03/2024, based on available information, NM – Not meaningful, NA – Not available, Companies are arranged in alphabetical order

Source: Company financials, CRISIL MI&A

2.- SIS Cash Services Limited has the second highest profit after tax in absolute value among the leading cash logistics players

CMS Info Systems has the highest profit after tax at Rs 3,471.41 million for Fiscal 2024, followed by SIS Cash Services Limited at Rs. 501.59 million. SIS Cash Services Limited profit after tax increased at a CAGR of 224.89% between Fiscal 2022 and Fiscal 2024, which represents the highest growth amongst peers.

Profit after tax (Rs. million)	Fiscal 2022	Fiscal 2023	Fiscal 2024	9MFY25	CAGR FY22-FY24
Brink's India Pvt Ltd	240.60	314.60	395.20	NA	28.16%
CMS Info Systems Ltd	2,240.38	2,972.36	3,471.41	2,748.96	24.48%
Radiant Cash Management Services Ltd	382.09	627.27	444.59	386.77	9.05%
Securevalue India Ltd	184.90	330.41	195.89	NA	2.93%
SIS Cash Services Limited	47.52	188.54	501.59	387.41	224.89%
Writer Business Services Pvt Ltd*	412.61	1,219.26	-85.60**	NA	NM

Note: 1. (*) - Writer Corporation's Cash Management Business has been acquired by Hitachi Payment Services and now operates under the new name Hitachi Cash Management Services 2. (**) - FY24 financial data for Hitachi Cash Management Services (formerly Writer Business Services Pvt Ltd) covers the period from 19/07/2023 to 31/03/2024, based on available information, NM – Not meaningful, NA – Not available, Companies are arranged in alphabetical order

3.- SIS Cash Services Limited has the highest EBITDA CAGR (%), EBIT CAGR (%) & PAT CAGR (%) between Fiscal 2022 and Fiscal 2024 among the peers

SIS Cash Services Limited has the highest EBITDA CAGR (%) between Fiscal 2022 and Fiscal 2024 at 40.72% followed by Brink's India at 24.32%. SIS Cash Services Limited has the highest EBIT CAGR (%) between Fiscal 2022 and Fiscal 2024 at 93.63% followed by Brink's India at 33.25%. Also, SIS Cash Services Limited has the highest PAT CAGR (%) between Fiscal 2022 and Fiscal 2024 at 224.89% followed by Brink's India at 28.16%.

Peers	EBITDA CAGR FY22-FY24	EBIT CAGR FY22 – FY24	PAT CAGR FY22-FY24
Brink's India Pvt Ltd	24.32%	33.25%	28.16%
CMS Info Systems Ltd	22.46%	20.79%	24.48%
Radiant Cash Management Services Ltd	3.65%	1.32%	7.87%
Securevalue India Ltd	-2.18%	0.65%	2.93%
SIS Cash Services Limited	40.72%	93.63%	224.89%
Writer Business Services Pvt Ltd	NM	NM	NM

Note: EBIT has been computed as Profit before Tax + Finance Cost - Other income, while EBITDA has been computed by adding Depreciation & Amortisation expense to EBIT, NM – Not Meaningful

Source: Company financials, CRISIL MI&A

4.- SIS Cash Services Limited is one of the most diversified players in the cash logistics industry

Based on the revenue mix of peers, SIS Cash Services Limited is one of the most diversified players in the cash logistics industry. In contrast, listed industry peers reported that around more than 60% of their revenue from cash management came from a single service in Fiscal 2024. Also, SIS Cash Services Limited is also one of the largest companies in the cash-in-transit vertical with segmental revenue from operations of Rs. 2,840.48 million and an estimated market share to be around 42% for Fiscal 2024, and one of the largest retail cash management (door step banking) services players in India with segmental revenue from operation of Rs. 1,749.13 million for Fiscal 2024. SIS Cash Services Limited offers an entire suite of products and services in the cash logistics industry, which is not offered by any single peer. Also, cash logistics players are providing online software solutions for back-end services for retail businesses, for instance CashToday from SIS Cash Services Limited, enabling the players to better manage their cash handling operations and streamline processes.

Services offered by peers – As of Fiscal 2024

Peers	Traditional solutions				New solutions*	Others not pertaining the cash logistics industry
	ATM Replenishment & first maintenance	Cash level	Retail Management (Doorstep banking)	Cash in transit	CA-CP	
Brink's India Pvt Ltd	✓		✓	✓	✓	
CMS Info Systems Ltd	✓		✓	✓	✓	✓
Radiant Cash Management Services Ltd			✓	✓	✓	
Securevalue India Ltd	✓		✓	✓		✓
SIS Cash Services Limited	✓		✓	✓	✓	
Writer Business Services Pvt Ltd	✓		✓	✓		✓

Note: Others include services that are not part of the cash logistics industry. CA – CP – Cash assistant / Cash Peon.

* - "New Solutions" are value added and synergetic solutions for a range of valuables, including cash. These solutions integrate traditional cash services and/or existing company assets with a bundling component to deliver enhanced value to clients.

Source: Company reports and websites, CRISIL MI&A

SIS Cash Services Limited is offering a diverse and more balanced range of services starting from traditional cash logistic services like Door Step Banking & Cash in transit to New Solutions, as compared to other peers which are more focused towards a more specific segment, like CMS and SecureValue towards ATMs, and Radiant towards Door Step Banking, and that makes one of the leaders in bank outsourcing solutions (BOS) in India.

5.- Operating capabilities – As at March 31, 2024

Peers	Cash Vans	No. of employees
Brink's India Pvt Ltd	NA	NA
CMS Info Systems Ltd	4,500+	25,000+
Radiant Cash Management Services Ltd	870	~10,000
Securevalue India Ltd	2,370+	6,800+
SIS Cash Services Limited	3,174	11,067
Writer Business Services Pvt Ltd	1,700+	NA

Note: NA – Not Available, Companies are arranged in alphabetical order

Source: Company reports, Company website, CRISIL MI&A

SIS Cash Services Limited is the second largest player within the Indian cash logistics industry in terms of the number of cash vans (Secured vehicles) as of March 31, 2024. Also, SIS Cash Services Limited is the second largest employer in the cash logistics sector in India as of March 31, 2024.

6.- Geographical reach – Fiscal 2024

Peers	No. of states served
Brink's India Pvt Ltd	NA
CMS Info Systems Ltd	28 + 5 UTs
Radiant Cash Management Services Ltd	28 + 8 UTs
Securevalue India Ltd	NA
SIS Cash Services Limited	28 + 5 UTs
Writer Business Services Pvt Ltd	NA

Note: NA – Not Available, Companies are arranged in alphabetical order

Source: Company reports, Company website, CRISIL MI&A

SIS Cash Services Limited has one of the highest geographical coverages by having presence in 28 states, which is at the highest level, comparable with peers in the cash logistics industry.

7.- SIS Cash Services Limited has the highest RoE for Fiscal 2024 among the leading cash logistics players

SIS Cash Services Limited has the highest RoE (Return on Equity) of 38.71% for Fiscal 2024 followed by Brink's India at 20.34. As of December 2024, SIS Cash Services Limited has the RoE at 22.27%.

Return on Equity of cash logistics players

Return on Equity	Fiscal 2022	Fiscal 2023	Fiscal 2024	9MFY25
Brink's India Pvt Ltd	18.37%	19.82%	20.34%	NA
CMS Info Systems Ltd	20.00%	21.09%	19.78%	NA
Radiant Cash Management Services Ltd	28.64%	33.93%	18.41%	NA
Securevalue India Ltd	15.10%	22.20%	12.06%	NA
SIS Cash Services Limited	5.76%	19.86%	38.71%	22.27%
Writer Business Services Pvt Ltd	12.77%	30.95%	NA	NA

Note: NA – Not available, NM – Not meaningful, ROE (in %) is computed as Profit after Tax / Average of total equity of the respective company for the current and preceding period (excluding non-controlling interest), Companies are arranged in alphabetical order, Half-yearly numbers have not been annualized

Source: Company financials, CRISIL MI&A

8.- SIS Cash Services Limited has the third highest RoCE for Fiscal 2024 among the leading cash logistics players

Brink's India has the highest RoCE (Return on Capital Employed) at 86.23% for Fiscal 2024, followed by Radiant Cash Management Services at 29.81%. SIS Cash Services Limited has the third highest RoCE of 27.59% for Fiscal 2024.

Return on Capital Employed of cash logistics players

Return on Capital Employed	Fiscal 2022	Fiscal 2023	Fiscal 2024	9MFY25
Brink's India Pvt Ltd	41.17%	79.07%	86.23%	NA
CMS Info Systems Ltd	27.82%	27.96%	25.87%	NA
Radiant Cash Management Services Ltd	42.14%	54.10%	29.81%	NA
Securevalue India Ltd	13.84%	24.18%	11.01%	NA
SIS Cash Services Limited	9.10%	14.00%	27.59%	23.26%
Writer Business Services Pvt Ltd	16.09%	20.81%	NA	NA

Note: NA – Not available, NM – Not meaningful, ROCE (in %) is computed as Earnings before Interest & Tax (EBIT) / Average of capital employed of the respective company for the current and preceding period, Companies are arranged in alphabetical order, Nine months numbers have not been annualized

Source: Company financials, CRISIL MI&A

9.- Operating cash flow to EBITDA %

Operating Cash Flow to EBITDA %	Fiscal 2022	Fiscal 2023	Fiscal 2024	9MFY25
Brink's India Pvt Ltd	183.73%	83.58%	35.28%	NA
CMS Info Systems Ltd	64.17%	75.64%	73.38%	NA
Radiant Cash Management Services Ltd	53.09%	85.18%	64.58%	NA
Securevalue India Ltd	77.70%	46.89%	107.38%	NA
SIS Cash Services Limited	180.64%	128.80%	111.85%	114.59%
Writer Business Services Pvt Ltd	103.18%	70.88%	NA	NA

Note: NA – Not available, Operating cash flow to EBITDA (in %) is computed as operating cash flow of the company/ EBITDA, Companies are arranged in alphabetical orderSource: Company financials, CRISIL MI&A

SIS Cash Services Limited has the highest operating cash flow to EBITDA (%) as of Fiscal 2024 at 111.85% followed by Securevalue at 107.38%.

10.- Net Debt to EBITDA

Net Debt to EBITDA	As of March 31, 2022	As of March 31, 2023	As of March 31, 2024	9MFY25
Brink's India Pvt Ltd	-3.00	-3.20	-3.13	NA
CMS Info Systems Ltd	0.11	0.08	-0.13	NA
Radiant Cash Management Services Ltd	0.17	-0.85	-0.50	NA
Securevalue India Ltd	1.51	1.41	2.15	NA
SIS Cash Services Limited	2.80	1.79	1.14	0.91
Writer Business Services Pvt Ltd	2.80	2.08	NA	NA

Note: NA – Not available, Net debt to EBITDA is computed as net debt/ EBITDA, Companies are arranged in alphabetical order, Nine Months numbers have not been annualized

Source: Company financials, CRISIL MI&A

Brink's India Pvt Ltd has the lowest Net Debt to EBITDA as of March 2024 at -3.13. SIS Cash Services Limited has Net Debt to EBITDA of 1.14 as of March 2024, showing a decreasing trend from 2022 to 2024, which has helped SIS Cash Services Limited maintain an overall low debt level in Fiscal 2024.

11.- Net Debt to equity of peers

Net Debt to Equity	As of March 31, 2022	As of March 31, 2023	As of March 31, 2024	9MFY25
Brink's India Pvt Ltd	0.00	0.00	0.00	NA
CMS Info Systems Ltd	0.03	0.03	0.00	NA
Radiant Cash Management Services Ltd	0.07	0.00	0.00	NA
Securevalue India Ltd	0.72	0.78	0.82	NA
SIS Cash Services Limited	1.77	1.49	0.79	0.43
Writer Business Services Pvt Ltd	1.95	1.48	0.79	NA

Note: NA – Not available, Net debt to equity is calculated as Net Debt/ Total equity, Companies are arranged in alphabetical order, Debt includes lease liabilities, Negative net debt to equity is reported as zero.

Source: Company financials, CRISIL MI&A

Brink's India is a debt-free company. SIS Cash Services Limited has a debt-to-equity ratio of 0.79 as of March 2024, showing a decreasing trend from 2022 to 2024.

12.- Capital Expenditure for the year

Capex (Rs. million)	Fiscal 2022	Fiscal 2023	Fiscal 2024	9MFY25
Brink's India Pvt Ltd	97.90	28.50	21.40	NA
CMS Info Systems Ltd	2,839.67	1,933.18	1,083.76	NA
Radiant Cash Management Services Ltd	61.05	58.97	197.55	NA
Securevalue India Ltd	92.24	204.60	55.53	NA
SIS Cash Services Limited	811.02	845.72	594.39	392.90
Writer Business Services Pvt Ltd	913.87	1,145.68	41.60*	NA

Note: NA – Not available, Capex is considered as Purchase of property, plant and equipment including capital advances and work-in-progress during that period, * - Number for Hitachi Cash Management Services Pvt Ltd from 19/07/2023 to 31/03/2024, Companies are arranged in alphabetical order.

Source: Company financials, CRISIL MI&A

CMS Info Systems Ltd has the highest capex for Fiscal 2024 at Rs. 1,083.76 million followed by SIS Cash Services Limited at Rs. 594.39 million.

13.- Net Worth of peers

Net Worth (Rs. Million)	As of March 31, 2022	As of March 31, 2023	As of March 31, 2024	9MFY25
Brink's India Pvt Ltd	1,430.36	1,744.96	2,140.16	NA
CMS Info Systems Ltd	12,561.30	15,624.55	19,467.59	NA
Radiant Cash Management Services Ltd	1,397.62	2,299.34	2,529.97	NA
Securevalue India Ltd	1,321.05	1,655.81	1,592.36	NA
SIS Cash Services Limited	852.47	1,046.25	1,545.21	1,933.88
Writer Business Services Pvt Ltd	3,329.02	4,551.11	2,304.80	NA

Note: NA – Not available, Companies are arranged in alphabetical order

Source: Company financials, CRISIL MI&A

CMS Info Systems has the highest Net Worth at Rs. 19,467.59 million as of March 31, 2024, followed by Radiant Cash Management Services at Rs. 2,529.97 million. SIS Cash Services Limited has a Net Worth of Rs. 1,545.21 million as of March 31, 2024.

14.- Insurance premium expense/ revenue from operations

Peers	Fiscal 2022	Fiscal 2023	Fiscal 2024
Brink's India Pvt Ltd	1.62%	1.38%	1.38%
CMS Info Systems Ltd	1.09%	1.18%	1.03%
Radiant Cash Management Services Ltd	1.31%	1.24%	1.46%
Securevalue India Ltd	2.49%	3.11%	4.33%
SIS Cash Services Limited	2.09%	1.24%	1.17%
Writer Business Services Pvt Ltd*	1.79%	1.46%	NM

Note: NM – Not Meaningful, (*) – In Fiscal 2024, Writer Corporation's Cash Management Business has been acquired by Hitachi Payment Services and now operates under the new name Hitachi Cash Management Services
Source: Company financials, CRISIL MI&A

SIS Cash Services Limited revenue from operations has consistently grown while the percentage of insurance premiums expense relative to such revenue from operations has decreased continuously for the Fiscals 2023 and 2024, unlike the peers during the same period. Also, SIS Cash Services Limited has the second lowest insurance premiums expense relative to such revenue from operations among the peers for the Fiscal 2024.

15.- Other parameters – Fiscal 2024

Peers	DSO	No. of clients
Brink's India Pvt Ltd	NA	NA
CMS Info Systems Ltd	119	NA
Radiant Cash Management Services Ltd	73	153
Securevalue India Ltd	226	30+
SIS Cash Services Limited	77	134
Writer Business Services Pvt Ltd	NA	NA

Note: NA – Not Available, DSO – Day Sales Outstanding; For peers apart from SIS Cash Services Limited, DSO has been calculated as sum of closing amount of trade receivables & unbilled revenue / Revenue from Operations X 366, Companies are arranged in alphabetical order.

Source: Company reports, Company website, CRISIL MI&A

Radiant Cash Management Services has the lowest day sales outstanding (DSO) at 73 followed by SIS Cash Services Limited at 77 for Fiscal 2024. Also, Radiant Cash Management Services has the highest number of clients at 153 followed by SIS Cash Services Limited at 134 for Fiscal 2024.

16.- Foreign parent company of cash logistics players

Only two peers have foreign companies as their joint venture partner or parent company. SIS Cash Services Limited has Prosegur Group as its foreign company, which is one of the largest players globally in the industry and has industry knowledge, proprietary technology solutions and expertise of running similar businesses globally. Therefore, SIS Cash Services Limited has the benefit of having knowledge of domestic industry (from SIS Limited) and global industry knowledge and technology solutions from Prosegur Group (Foreign company). Similarly, the foreign parent company of Brink's India Pvt Ltd is Brink's Inc. which is also one of the leaders in cash logistics, however, does not have any domestic partner. While Brinks only operates in cash logistics business, SIS & Prosegur operate in both, cash logistics as well as security business.

SIS Limited, one of the leading security service providers in the Asia Pacific region, which has been offering cash logistic services through a separate division, entered into a joint venture agreement, with Prosegur, to establish a joint venture company to provide cash management and allied services. SIS is one of the leading providers of Security Services to the Asia/ Pacific region in 2023 with a market share of 1.4% as per Freedonia Report. Further, SIS Limited, an entity belonging to SIS, is India's one of the largest business services enterprises in terms of revenue from operations at Rs. 122.6 billion for Fiscal 2024.

Prosegur Cash is a subsidiary of Prosegur Compañía de Seguridad, S.A. ("Prosegur"), one of the leading global security services companies which offers a wide range of solutions, including alarms, security, cash management, cybersecurity (Cipher), and AVOS Tech (technology solutions for business processes). Prosegur Cash is the world's third largest player in Global Cash-in-Transit & Related Services market as of 2023 as per Freedonia Report. Prosegur has prioritized innovation in its cash business, successfully launching a range of new solutions, which contributed over 30% to its overall revenue in 2023.

SIS Cash Services Limited has received satisfactory compliance certificates from the Currency Cycle Association, a self-regulatory organization for the cash logistics industry as per RBI guidelines, in respect of cash logistics outsourcing activities. Additionally, as of December 31, 2024, SIS Cash Services Limited is one of the few cash logistics companies in India belonging to both the Cash Logistics Association and the Currency Cycle Association (which together represent over 90% of the Indian cash logistics industry) that hold a license under the Private Security Agencies (Regulation) Act, 2005.

17.- Licenses held by cash logistic players

Peers	Licenses under Private Security Agencies (Regulation) Act, 2005 for all states in India where the company operates
Brink's India Pvt Ltd	-
CMS Info Systems Ltd	-
Radiant Cash Management Services Ltd	-
Securevalue India Ltd	-
SIS Cash Services Limited	✓
Writer Business Services Pvt Ltd	-

Note: Companies are arranged in alphabetical order

Source: CRISIL MI&A

List of Formulae

Parameters	Formula
RoE	Profit after tax / Average of total equity (excluding non-controlling interest)
RoCE	Earnings before interest & tax (EBIT) / Average Capital Employed Capital Employed = Total Equity (excluding non-controlling interest) + Net Debt incl. lease liabilities
Net Debt to Equity	Net debt / Total shareholder equity Net debt = Total borrowings plus Lease Liabilities (Current & Non-current) - Cash & cash equivalent, other bank balances and fixed deposits having maturity more than 12 months & margin money deposited.
Operating Cashflow to EBITDA	Operating cashflow for the year/ EBITDA
CapEx	Purchase of property, plant and equipment including capital advances and work-in-progress during that period
Cash balance	Cash & Cash Equivalents + Bank balance other than cash & cash equivalents + Margin money in form of fixed deposits + Fixed deposits maturing after 12 months
EBIT	Profit before Tax + Finance Cost of the Company - other income of the respective company
EBITDA	EBIT + Depreciation & Amortisation expense
DSO	Closing amount of trade receivables/ Revenue from operations x 366

OUR BUSINESS

To obtain a complete understanding of our business, prospective investors should read this section in conjunction with “Risk Factors”, “Industry Overview”, “Financial Information” and “Management’s Discussions and Analysis of Financial Condition and Results of Operations” on pages 28, 123, 258 and, 323, respectively.

This section contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in such forward-looking statements. For details, see “Forward-Looking Statements” on page 26.

All references in this section to a particular Fiscal are to the 12-month period ended on March 31 of that particular calendar year.

We have included certain non-GAAP financial measures and other performance indicators relating to our financial performance and business in this section. Such measures and indicators are not standardized terms and hence a direct comparison of these measures and indicators between companies may not be possible. For further details, see “Certain Conventions, Presentation of Financial, Industry and Market Data and Currency of Presentation – Non-GAAP Financial Measures” on page 24.

Unless otherwise indicated, industry and market data used in this section have been derived from the CRISIL Report, which was prepared by CRISIL. We commissioned CRISIL to prepare the CRISIL Report specifically for the purpose of the Offer for an agreed fee pursuant to the engagement letter dated October 16, 2024. For more details on the CRISIL Report, see “Certain Conventions, Presentation of Financial, Industry and Market Data and Currency of Presentation – Industry and Market Data” on page 25. A copy of the CRISIL Report will be available on our Company’s website at <https://www.sisprosegur.com/>.

OVERVIEW

We have been providing cash logistics solutions in India for 13 years. We are the second largest cash logistics player in the Indian cash logistics industry in terms of revenue from operations for Fiscal 2024, having an overall market share estimated to be around 17-18% (source: CRISIL Report). We are the fastest growing cash logistics company in India in terms of revenue from operations at a CAGR of 27.06% and in terms of profit after tax at a CAGR of 224.89% between Fiscal 2022 and Fiscal 2024 (source: CRISIL Report). We are the largest company in the Indian cash logistics industry in terms of number of cash vans (which we refer to as secured vehicles) used for cash-in-transit services as at March 31, 2024 (source: CRISIL Report). For Fiscal 2024, the total value of the processed cash through all of our business lines amounted to ₹2,230,635.47 million. Our Company, operates under the trademark SIS Prosegur and SIS Prosegur Holdings Private Limited, our Company’s wholly-owned material subsidiary, operates under the trademark SISCO.

We provide the following cash logistics services: (1) cash in transit services; (2) retail cash management (doorstep banking) services; (3) ATM cash replenishment and first level maintenance services; and (4) cash assistant-cash peon services (collectively, the “**Traditional Cash Logistics Services**”); and (5) value added and synergetic solutions for a range of valuables, including cash (“**New Solutions**”). Our integrated services have enabled us to shift our business mix towards providing more comprehensive and new end-to-end solutions for our clients.

We have an established market presence and expertise in Traditional Cash Logistics Services. Leveraging our extensive coverage, we are equipped to offer these services across all Indian states for both public and private banks.

A brief description of our Traditional Cash Logistics Services is set forth below:

- **Cash in transit services:** We offer cash-in-transit services to ensure the secure and efficient transportation of cash between bank branches and between bank branches and currency chests. We own a fleet of secured vehicles strategically distributed across India to provide extensive local coverage and ensure efficient geographical reach. This allows us to meet our clients’ cash transportation requirements efficiently. We provide dedicated cash vehicles for permanent daily services and provide vehicles on an “on-call” or “ad hoc” basis to address seasonal or non-daily needs. Our vehicles are fabricated, equipped and operated in compliance with regulations set by the Reserve Bank of India (“RBI”) and the Ministry of Home Affairs, Government of India (“MHA”) as well as other applicable laws.
- **Retail cash management (doorstep banking) services:** We offer retail cash management services that streamline cash handling for businesses, including cash delivery and collection, cash counting and processing, vaulting, burial, and seamless bank deposits, including cash reconciliation, all designed to optimize cash flow and reduce operational risks.

- *ATM cash replenishment and first level maintenance services:* We provide cash replenishment and first level maintenance services for ATMs and other self-service terminals, including cash vaulting and processing, provision of one-time combination keys and passwords for ATM vaults, and overall cash reconciliation.
- *Cash assistant-cash peon services:* We offer a cash sorting service to process bank notes at the currency chests of banks, by using our trained, screened and experienced staff while using banks' assets, which defines the first outsourcing wave in cash processing from banks, where our team replaces bank staff to improve productivity and reduce cash processing costs.

We also have a track-record of successfully building multiple new services in areas adjacent to our business, leveraging the same to offer our clients a broader range of new solutions, as well as realize synergies within our business lines. New solutions are value added and synergetic solutions for a range of valuables, including cash. These solutions integrate traditional cash services and/or our existing assets with a bundling component to deliver enhanced value to clients. We offer comprehensive cash processing outsourcing services of varying degrees of complexity and automation, providing tailor-made solutions for cash handling in currency chests and bank branches. Our cash processing outsourcing services extend beyond staff provisioning, providing an operating expenditure model with higher value-addition, allowing banks to release manpower and capital from internal cash operations. We also offer an end-to-end cash management solution for retailers and banks, known as "PEGE". This includes the supply of the necessary capex investments for carrying out the operations, relieving their staff from cash handling duties while bundling a range of cash-related end to end services. Our solution spans the entire process - from interfacing with individual users and customers, i.e., the public, to the final cash deposit at bank branches or currency chests in a seamless experience by eliminating inefficiencies between interphases, and assuming full responsibility for the transactions. We handle typical cash management tasks for clients, including cash collections, man behind the counter services, cash counting and verification, among others. We also provide a comprehensive back-end service for retail businesses, which includes cash deposit machines, risk coverage of the cash in the machines, and the elimination of cash-handling responsibilities for employees. Once cash is deposited into the machine, a proof of deposit is generated, notifying both the Company and the shop owner/retail business in real-time. This ensures on-line visibility of sales transactions upon deposit, cash sorting and its deposit to the designated bank account of our clients. This helps reduce clients' cash handling cost by optimising the balance between the logistics and the internal cash costs. We facilitate the storage, transportation, and delivery of bullion and jewellery, targeting the growing organized market. Further, we provide secure transportation solutions for other valuable items (non-cash and non-bullion/jewellery assets) using a fleet of secured vehicles and tailor-made innovations to meet the varied needs of clients.

We cater to a wide range of outsourcing needs for both public and private sector banks, while also curating customized solutions to meet their specific requirements. This has enabled us to transform into a bank outsourcing solutions company. In addition, we also provide outsourcing solutions for organized retail, government and e-commerce companies in India, among others. The following table provides a breakdown of revenue by client category and the percentage of total revenue from operations attributed to each category for the periods indicated below.

Client category	For the nine months ended December 31, 2024	
	Revenue from operations (₹ in million)	% of revenue from operations
Banks	4,045.53	76.35%
Managed service providers	904.85	17.08%
Retailers and others	348.20	6.57%
Revenue from operations	5,298.58	100.00%

Client category	Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Revenue from operations (₹ in million)	% of revenue from operations	Revenue from operations (₹ in million)	% of revenue from operations	Revenue from operations (₹ in million)	% of revenue from operations
Banks	4,835.39	76.29%	4,126.65	75.99%	2,995.22	76.29%
Managed service providers	1,272.84	20.08%	1,142.65	21.04%	853.15	21.73%
Retailers and others	230.01	3.63%	161.03	2.97%	77.50	1.97%
Revenue from operations	6,338.25	100.00%	5,430.34	100.00%	3,925.87	100.00%

The following table provides the revenue from operations from business lines and the percentage of total revenue from operations attributed to our business lines for the periods indicated below.

Business Lines	For the nine months ended December 31, 2024	
	Revenue from operations (₹ in million)	% of revenue from operations
Cash in transit services [A]	2,534.50	47.83%
Retail cash management (doorstep banking) services [B]	1,331.52	25.13%
ATM cash replenishment and first level maintenance services [C]	904.85	17.08%
Cash assistant-cash peon services[D]	66.07	1.25%
Traditional Cash Logistics Services [E=A+B+C+D]	4,836.94	91.29%
New Solutions*	461.64	8.71%
Revenue from operations	5,298.58	100.00%

Business Lines	Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Revenue from operations (₹ in million)	% of revenue from operations	Revenue from operations (₹ in million)	% of revenue from operations	Revenue from operations (₹ in million)	% of revenue from operations
Cash in transit services [A]	2,840.48	44.81%	2,416.68	44.50%	1,720.75	43.83%
Retail cash management (doorstep banking) services [B]	1,749.13	27.60%	1,519.79	27.99%	1,051.00	26.77%
ATM cash replenishment and first level maintenance services [C]	1,272.84	20.08%	1,142.65	21.04%	853.67	21.74%
Cash assistant-cash peon services [D]	125.52	1.98%	129.94	2.39%	104.34	2.66%
Traditional Cash Logistics Services [E=A+B+C+D]	5,987.97	94.47%	5,209.06	95.93%	3,729.75	95.00%
New Solutions*	350.28	5.53%	221.28	4.07%	196.12	5.00%
Revenue from operations	6,338.25	100.00%	5,430.34	100.00%	3,925.87	100.00%

Note:

* New Solutions are value added and synergetic solutions for a range of valuables, including cash. These solutions integrate traditional cash services and/or our existing assets with a bundling component to deliver enhanced value to clients.

As shown in the tables above, our revenue from the cash in transit business line was 47.83%, 44.81%, 44.50% and 43.83% of our revenue from operations for the nine months ended December 31, 2024 and Fiscals 2024, 2023 and 2022, respectively, which represented the maximum contribution from any of our business lines in those periods and fiscal years, highlighting the diverse nature of our business, with multiple business lines contributing significantly to our revenue from operations. In contrast, our listed industry peers reported that around more than 60% of their revenue from cash management came from a single service in Fiscal 2024 (source: CRISIL Report). Incorporated in 2011, our Company expanded its operations by introducing new solutions, primarily between Fiscal 2019 and 2021, in response to the evolving landscape of the cash logistics industry. New Solutions have been growing faster compared to Traditional Cash Logistics Services. Our revenue from our New Solutions grew from ₹196.12 million in Fiscal 2022 to ₹350.28 million in Fiscal 2024, reflecting a CAGR of 33.64%, which emphasizes the strategic move towards New Solutions as a driver for future growth. Our revenue from our New Solutions was ₹461.64 million in the nine months ended December 31, 2024. Our revenue from Traditional Cash Logistics Services grew from ₹3,729.75 million in Fiscal 2022 to ₹5,987.97 million in Fiscal 2024, reflecting a CAGR of 26.71%, and was ₹4,836.94 million in the nine months ended December 31, 2024.

Cash in circulation has significantly outpaced the growth of ATMs, achieving a CAGR of approximately 10.4% between Fiscal 2019 to 2024 (source: CRISIL Report). In comparison, the number of ATMs grew at a CAGR of approximately 3% during the same period (source: CRISIL Report). As shown in the tables below, our revenue from our non-ATM services was 82.92 %, 79.92%, 78.96% and 78.26% of our revenue from operations for the nine months ended December 31, 2024 and Fiscals 2024, 2023 and 2022, respectively. Our revenue from operations from our non-ATM services grew from ₹3,072.22 million in Fiscal 2022 to ₹5,065.41 million in Fiscal 2024, reflecting a CAGR of 28.41%, and was ₹4,393.73 million in the nine months ended December 31, 2024. This growth in revenue from non-ATM services enables us to position ourselves as a bank outsourcing solutions company, beyond a standard cash logistics company, as companies within our industry and the overall industry are usually referred to.

The following tables sets forth the revenue from our (i) bank outsourcing solutions, (ii) retail services and (iii) ATM cash replenishment and first level maintenance services and such revenue as a percentage of our revenue from operations for the period and fiscal years indicated.

Particulars	For the nine months ended December 31, 2024	
	Revenue from operations (₹ in million)	% of revenue from operations
Bank outsourcing solutions ⁽¹⁾	2,732.91	51.58%
Retail services ⁽²⁾	1,660.82	31.34%
ATM cash replenishment and first level maintenance services	904.85	17.08%
Revenue from operations	5,298.58	100.00%

• Particulars	Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Revenue from operations (₹ in million)	% of revenue from operations	Revenue from operations (₹ in million)	% of revenue from operations	Revenue from operations (₹ in million)	% of revenue from operations
Bank outsourcing solutions ⁽¹⁾	3,110.62	49.08%	2,672.98	49.22%	1,912.14	48.71%
Retail services ⁽²⁾	1,954.78	30.84%	1,614.71	29.73%	1,160.06	29.55%
ATM cash replenishment and first level maintenance services	1,272.84	20.08%	1,142.65	21.04%	853.67	21.74%
Revenue from operations	6,338.25	100.00%	5,430.34	100.00%	3,925.87	100.00%

Notes:

- (1) Bank outsourcing solutions comprises different nature solutions and services to banks involving manpower, assets and technology, to improve banks internal efficiency.
- (2) Retail services comprises different nature solutions and services to the diverse retail industry, involving manpower, assets and technology to enhance their competitiveness.

We have established relationships with our key clients, with eight out of our top 10 clients for the nine months ended December 31, 2024, having been associated with us for a period of more than 10 years. Our marquee clients include four of the 10 largest Indian public sector banks in terms of gross advances as at March 31, 2024, namely Union Bank of India, Central Bank of India, State Bank of India and an Indian public sector bank, and four of the 10 largest Indian private sector banks in terms of gross advances as at March 31, 2024, namely HDFC Bank Limited, Axis Bank Limited, ICICI Bank Limited and IDBI Bank Limited (*source: CRISIL Report*). Additionally, our clients includes foreign banks. We also serve managed service providers, retail chains, NBFCs, non-banking public sector undertakings, logistics players, railways, pharmacies, hospitals, metros, educational institutions and universities, tea gardens, visa and passport application centres, and retail petroleum distribution outlets. Due to our revenue contribution and the scope of services, we are positioned as one of the leaders in bank outsourcing solutions when compared to peers (*source: CRISIL Report*).

Our integrated business platform is supported by our own customized technology and process controls, as well as technology solutions licensed to us by Prosegur. Pursuant to the technology license agreement dated February 9, 2012, entered into with our Company (“**Technology License Agreement**”), Prosegur has shared, and will continue to share, its cash related technology, including potential improvements and new product developments, subject to the JV Agreement (as defined below), remaining in force. Further, in line with the Technology License Agreement, Prosegur supports us in organizing, coordinating, and executing the deployment, installation, adaptation, and localization of the shared technology, and also provides training to our personnel on the effective use of such technology, which enables us to offer clients a broad range of tailored cash services solutions and consolidate our position as a bank outsourcing solutions company.

In 2011, SIS Limited, one of the leading security service providers in the Asia Pacific region (*source: CRISIL Report*), which had been offering cash management services through a separate division for over 12 years, having started this division in 1998, entered into a joint venture agreement dated May 25, 2011 (the “**JV Agreement**” and together with the Assignment Agreement (as defined below) and other addendum agreements, the “**JV Agreements**”), with Prosegur Compañía de Seguridad, S.A. (“**Prosegur**”), to establish a joint venture company to provide cash management and allied services. Prosegur is one of the leading global security services companies (*source: CRISIL Report*) and offers a wide range of solutions, including alarms, security, cash management, cybersecurity (Cipher), and AVOS Tech (technology solutions for business processes). Subsequently, by way of an assignment agreement dated June 16, 2011 (“**Assignment Agreement**”), Prosegur assigned its rights, interests and obligations under the JV Agreement to Singpai Pte Ltd, an indirect subsidiary of Prosegur Cash S.A. (“**Prosegur Cash**”), a company listed on the Barcelona, Bilbao, Madrid and Valencia Stock Exchanges, Spain, and the world’s third largest player in the global cash-in-transit and related services market as of 2023 (*source: CRISIL Report*). Prosegur Cash is a subsidiary of Prosegur. Subsequently, our Company was incorporated

on September 27, 2011, pursuant to the JV Agreements. As on the date of the Draft Red Herring Prospectus, SIS Limited and Singpai Pte. Ltd together hold 88.31% of our Company's outstanding share capital. For further details, see "Our Promoter and Promoter Group" on page 243.

Our Key Managerial Personnel have experience and skills related to business operations, risk management, consulting, logistics and route planning, as well as experience in the financial service industry. For further details of our Key Managerial Personnel, see "Our Management" on page 225.

Our workforce comprises our employees and third-party sourced personnel. As at December 31, 2024, we had 11,818 employees and 5,575 personnel provided by third-party sourced personnel. We place a strong emphasis on fostering an inclusive and supportive work environment, which is reflected in the various welfare initiatives we have undertaken to ensure that the diverse needs of our workforce are addressed.

We have received numerous certifications, recognitions and awards over the years, as well as accolades from our clients that bear testimony to our ability to successfully meet our clients' requirements. In 2023, we received the certificate of registration certifying that our Company has been assessed as conforming to the requirements of ISO 14001:2015 (Environmental Management System) for provision of secure cash management system including cash replenishment, cash processing, bullion, vaulting and transportation. In 2022, we received the membership certificate from the Currency Cycle Association recognizing our Company as a member of the Currency Cycle Association Mumbai since September 17, 2018. We have also received the "Certificate of appreciation for exhibiting excellence and outperformance in the category 'Outperformers in Business More than 50 CVs Owned of the year 2018' at the Mahindra Transport Excellence Awards" in 2018 and "Certificate of Commendation for consideration in the 'Most Fuel-Efficient Operator of the Year' category in 2019. For details, see "History and Certain Corporate Matters" on page 212.

Our revenue from operations increased from ₹3,925.87 million for Fiscal 2022 to ₹ 6,338.25 million for Fiscal 2024, representing a CAGR of 27.06%, which is more than double the average CAGR of our peer group during the said period (source: CRISIL Report). Our revenue from operations was ₹5,298.58 million for the nine months ended December 31, 2024. Our EBIT (as defined in the notes to the table below) increased from ₹ 197.50 million for Fiscal 2022 to ₹740.49 million for Fiscal 2024, representing a CAGR of 93.63%. Our EBIT was ₹ 642.93 million for the nine months ended December 31, 2024. Our profit for the year increased from ₹47.52 million for Fiscal 2022 to ₹501.59 million for Fiscal 2024, representing a CAGR of 224.89%. Our profit for the period was ₹387.41 million for the nine months ended December 31, 2024. Set forth below are certain Ind AS financial measures and Non-GAAP Financial Measures as at the dates and for the periods indicated:

Particulars	As at and for the nine months ended December 31, 2024	As at and for the year ended March 31,		
		2024	2023	2022
	₹ in million, except as noted			
Revenue from operations	5,298.58	6,338.25	5,430.34	3,925.87
PAT Margin ^{(1)(*)} (%)	7.31%	7.91%	3.47%	1.21%
EBITDA ⁽²⁾	906.01	1,069.68	866.56	540.22
EBIT ⁽³⁾	642.93	740.49	347.38	197.50
Profit for the period/year (profit after tax) (“PAT”)	387.41	501.59	188.54	47.52
EBIDTA Margin ^{(4)(*)} (%)	17.10%	16.88%	15.96%	13.76%
EBIT Margin ^{(5)(*)} (%)	12.13%	11.68%	6.40%	5.03%
Return on Equity ^{(6)(*)} (%)	22.27%	38.71%	19.86%	5.76%
Return on Capital Employed ^{(7)(*)} (%)	23.26%	27.59%	14.00%	9.10%
Net Debt-to-Equity Ratio ^{(8)(*)}	0.43	0.79	1.49	1.77
Net Debt-to-EBITDA Ratio ^{(9)(*)}	0.91	1.14	1.79	2.80
Operating Cash Flows to EBITDA Ratio ^{(10)(*)} (%)	114.59	111.85	128.80	180.64
Capital Expenditure ⁽¹¹⁾	392.90	594.39	845.72	811.02

Notes:

- (1) PAT Margin is calculated as PAT expressed as a percentage of revenue from operations ("PAT Margin").
- (2) EBITDA is calculated as profit for the period/year minus other income plus (i) finance costs, (ii) depreciation and amortisation expense and (iii) total tax expenses/(credit) ("EBITDA").
- (3) EBIT is calculated as profit for the period/year minus other income plus (i) finance costs and (ii) total tax expenses/(credit) ("EBIT").
- (4) EBIDTA Margin is calculated as EBITDA expressed as a percentage of revenue from operations ("EBIDTA Margin").
- (5) EBIT Margin is calculated as EBIT expressed as a percentage of revenue from operations ("EBIT Margin").

- (6) *Return on Equity* is calculated as profit for the period/ year divided by Average Total Equity for the period/year ("**Return on Equity**" or "**ROE**"). Average Total Equity is calculated as (total equity at the beginning of the period/year plus total equity at the end of the period/year) divided by two ("**Average Total Equity**").
- (7) *Return on Capital Employed* is calculated as EBIT divided by the Average Capital Employed. Average Capital Employed is calculated as the average of opening Capital Employed and the closing Capital Employed for the period/year ("**Return on Capital Employed**" or "**ROCE**"). Capital Employed is calculated as Net Debt plus total equity ("**Capital Employed**"). Net Debt is calculated as the sum of non-current borrowings, current borrowings and total lease liabilities less cash and cash equivalents, bank balances other than cash and cash equivalents, margin money in the form of fixed deposits and fixed deposits maturing after 12 months ("**Net Debt**").
- (8) Net Debt-to-Equity Ratio is calculated as Net Debt divided by total equity ("**Net Debt-to-Equity Ratio**").
- (9) Net Debt-to-EBITDA Ratio is calculated as Net Debt divided by EBITDA ("**Net Debt-to-EBITDA Ratio**").
- (10) Operating Cash Flows to EBITDA Ratio is calculated as net cash flow generated from operating activities divided by EBITDA ("**Operating Cash Flows to EBITDA Ratio**").
- (11) Capital expenditure is calculated as purchase of property plant and equipment and changes in capital work in progress including capital creditors and capital advances ("**Capital Expenditure**").
- (*) Non-GAAP Financial Measure. For a table reconciling this Non-GAAP Financial Measure to an Ind AS measure, see "Management's Discussion and Analysis of Financial Condition and Results of Operations- Reconciliation of Non-GAAP Financial Measures" on page 331.

For a table showing the above Ind AS measures and Non-GAAP Financial Measures for us and our peers, see "Basis for the Offer Price - Key Performance Indicators" on page 100.

In Fiscal 2025, our Company received a credit rating of A+/Stable from CRISIL with respect to our borrowing facilities availed from lenders.

Our Company has three Subsidiaries, which are owned 100% by our Company. For details on our Subsidiaries, see "Subsidiaries" on page 222.

OUR STRENGTHS

1. Strategic support from Prosegur Compañía de Seguridad, S.A. and its subsidiaries and SIS Limited and its subsidiaries that helps to drive our business

The JV Agreements outline the support to be provided to us by each of SIS and Prosegur, including in relation to co-branding, sharing of technology, allocation of resources, operational support, and liaising with regulatory authorities. SIS's established network, proven track record and execution foundation are integral to the success of our cash business, while the support provided by Prosegur is instrumental in enabling the successful implementation of new and innovative solutions tested in developing and developed markets, tailored specifically to the Indian market. The combined support provided by each of SIS and Prosegur enables our strategic growth. At the core of our operations is the expertise provided by SIS and Prosegur, whose deep understanding of the Indian business landscape and knowledge of industry leading solutions and capabilities, respectively, enhances our execution performance.

SIS is involved in providing security solutions and facility management services. SIS is one of the leading providers of security services in the Asia Pacific region, with a market share of 1.4% in 2023 (*source: CRISIL Report*). Further, SIS Limited, an entity belonging to SIS group, is the fourth largest service enterprise in the Asia Pacific region in terms of revenue for 2023 and is one of India's largest business services enterprises in terms of revenue from operations for Fiscal 2024 (*source: CRISIL Report*). As per SIS Limited's annual report for Fiscal 2024, SIS has over four decades of experience in the security solutions services industry and has over 22,000 customers.

Prosegur is one of the leading global security services company and offers a wide range of solutions, including alarms, security, cash management, cybersecurity (Cipher), and AVOS Tech (technology solutions for business processes) (*source: CRISIL Report*). Prosegur Cash, a subsidiary of Prosegur, is the world's third largest player in global cash-in-transit and related services market as of 2023 (*source: CRISIL Report*).

SIS supports us in the following manner:

Strategic expertise and market insights: By leveraging established relationships across a pan-India network and supply chain, SIS provides us with critical insights into local business practices, allowing us to navigate complex market dynamics effectively. The management team at SIS has several years of experience in operating large enterprises, tailoring our business plans and strategies to align with the unique needs and opportunities within the Indian market. Furthermore, SIS's ability to scale operations is supported by its network of local business partners and industry bodies, which bolsters our objectives. Moreover, SIS's established presence in rural India allows us to penetrate beyond Tier-2 Indian cities effectively, backed by crucial resources in recruitment, infrastructure, and local market insight.

Strong connections with the banking sector: Additionally, SIS's long-standing association with the Indian banking sector empowers us to pursue higher-value direct contracts with banks, enabling us to cater to a wide range of outsourcing needs for both public and private sector banks, while also curating customized solutions to meet their specific requirements. Considering our revenue contribution and the scope of services, we are positioned as one of the leaders in bank outsourcing solutions when compared to peers (*source: CRISIL Report*). Additionally, SIS's large customer base and long-standing relationships provides us with cross-selling opportunities, as the reliability and trust built over time enables us to offer new services and solutions to our existing clients.

Liaising with government agencies: Further, in terms of the JV Agreements, SIS is responsible for contributing resources and expertise to help us secure all necessary licenses and approvals, ensuring our operation is in compliance with applicable laws.

Human resources and back-end functions: Additionally, SIS leverages its expertise and resources in the Indian market to recruit personnel, working alongside Prosegur, to establish suitable human resource policies for the business, and offers supports with respect to human resources policies and practices, finance and back-office functions, thereby improving our operations by enabling efficient resources allocation.

Prosegur supports us in the following manner:

Strategic and advisory support and commitment to talent development: Leveraging global industry insights, Prosegur's support allows us to offer holistic, new cash solutions. In line with the JV Agreements, Prosegur provides advisory support for upgrading business processes and offers assistance in respect of certain technology services. Prosegur's understanding of markets that face reduced cash usage along with the associated threats and risks, including declining cash demand and regulatory changes, and its expertise has helped us to introduce new solutions in the market. For example, our National Operations Centre, which was developed with the support of Prosegur, helps us effectively mitigate the risks associated with cash operations. Further, their experienced management team brings strategic guidance, navigating key challenges while employing proven methodologies that promote operational excellence. Furthermore, their network of partnerships and suppliers provides us with a foundation to offer our New Solutions to our clients. Additionally, Prosegur's commitment to talent development is reflected in structured training programs that enhance our workforce's capabilities.

Technology transfer and deployment: Pursuant to the Technology License Agreement, Prosegur has shared, and will continue to share, its cash management technology, including potential improvements and new product developments, subject to the JV Agreement remaining in force. Further, in line with the Technology License Agreement, Prosegur supports us in organizing, coordinating, and executing the deployment, installation, adaptation, and localization of the shared technology, and also provides training to our personnel on the effective use of such technology. Prosegur has also helped us with the adoption of advanced technologies, including the development of a cash processing centre in New Delhi in line with international standards, and their proprietary software and app-based solutions, which served as the foundation and standard for the development of our services. We believe that these will further enhance our operational efficiency and productivity, ensuring we remain at the forefront of the cash logistics industry.

Expertise in providing New Solutions: Prosegur has prioritized innovation in its cash business, successfully launching a range of new solutions, which contributed over 30% to its overall revenue in 2023 (*source: CRISIL Report*). Their focused strategy on providing new and innovative solutions provides a solid foundation for us to adopt and benefit from these effective strategies. Prosegur has supported our introduction of new services, and provided us with IT support, strategy and planning capabilities, which have contributed to our growth. For instance, Prosegur has provided the technical and operational support and know-how that enabled us to launch comprehensive back-end service for retail businesses, which includes cash deposit machines, risk coverage of the cash in the machines, on-line visibility of sales transactions upon deposit, cash sorting and its deposit to the designated bank account of our clients.

Global industry knowledge: We benefit from Prosegur's knowledge of global trends and innovative solutions which has been built over decades of experience in the cash logistics business across more than 36 countries. Prosegur's international expertise helps improve our operational efficiency, elevating standards in safety, best practices, and technology.

Building on SIS' expertise in local market knowledge, and its established relationships with clients, regulators, and other key stakeholders, and leveraging Prosegur's technical, technological and operation know-how, and vast experience in cash related services, we aim to continue introducing new and innovative cash solutions that are curated to the Indian market.

Further, pursuant to the Co-Brand Agreement, our Company has been granted a conditional, restricted, revocable, royalty-free, non-exclusive, non-transferable, non-assignable and non-sub licensable license to use the trademarks "SIS" and "Prosegur" as part of our brand name for the purpose of conducting our business.

The combined expertise of SIS and Prosegur significantly enhances our competitive edge in the market. Their wealth of global and local knowledge, innovation, and experience enables us to pioneer cutting-edge solutions that not only meet but exceed the offerings of our competitors, who lack international experience and footprint.

2. *Largest cash-in-transit player and one of the largest retail cash management (doorstep banking) services players*

We are the largest company in the Indian cash-in-transit sector in terms of number of cash vans (which we refer to as secured vehicles) used for cash-in-transit services as at March 31, 2024 (*source: CRISIL Report*). We offer cash-in-transit services to ensure secure and efficient transportation of cash, by road or air, between bank branches and between bank branches and currency chests. We own a fleet of secured vehicles strategically distributed across India to provide extensive local coverage and ensure efficient geographical reach. This allows us to meet our clients' cash transportation requirements efficiently. We provide dedicated cash vehicles for permanent daily services and provide them on an "on-call" or "ad hoc" basis as well as to address seasonal or non-daily needs. Our vehicles are fabricated in compliance with regulations set by the RBI and the MHA. As at March 31, 2024, we were the second largest player within the Indian cash logistics industry in terms of the number of secured vehicles used for operations (*source: CRISIL Report*).

As at September 30, 2024, our Company ranks third in terms of total number of retail touchpoints, with more than 25,000 retail touchpoints in India (*source: CRISIL Report*). We provide retail cash management (doorstep banking) services, which involve cash delivery and collection to and from businesses. Our services cater to a wide range of demand industries, including government organizations, public transport, malls, hospitality, logistics, e-commerce, retail outlets, shops, cinemas, toll plazas, pharmacies, insurance, and liquor shops, among others. Our service extends beyond cash delivery and collection; it includes on-site cash counting and verification, and when handled at our premises, cash processing and vaulting. The process concludes with cash deposits at designated bank branches or currency chests, completed on the same or next day across India. By managing the entire cash handling process, our retail cash management services help eliminate the risks associated with cash handling and transportation. As at December 31, 2024, we serviced 25,205 cash collection and delivery points on behalf of our clients, depositing funds directly into their respective bank accounts.

The revenue of the Indian cash logistics market grew from approximately ₹21 billion in Fiscal 2021 to ₹33 billion in Fiscal 2024, a CAGR of more than 17%, due mainly to the expansion of bank branches; the growth of organized retail; increased outsourcing by banks; the increase in the number of people with a bank account, particularly in rural areas; the reduction of informal cash logistics services through the introduction of progressive RBI and MHA regulations; the introduction of new service offerings; and the continued increase in cash in circulation (*source: CRISIL Report*). Given this industry landscape, we believe we are well-positioned to expand our cash-in-transit services and retail cash management (doorstep banking) services.

Our expertise in cash-in-transit services allows us to leverage our extensive experience and operational efficiencies, enhancing client trust and satisfaction. Further, our strong presence in cash-in-transit and retail cash management services drives deeper geographical reach for our Company. Furthermore, this solid foundation enables us to invest in innovation and expand our service offerings in both business lines, ensuring we remain competitive in a rapidly evolving market. Our ability to generate substantial revenue from these key services not only reinforces our position in the industry but also contributes to our long-term sustainability. Additionally, these services create synergies and open up cross-selling opportunities for new offerings, further strengthening our market presence.

3. *Due to our long-standing relationships with Indian public and private sector banks, we have been able to generate cross-selling opportunities, to become an established player in bank outsourcing solutions*

We have established relationships with our key clients, with eight out of our top 10 clients for the nine months ended December 31, 2024, having been associated with us for a period of more than 10 years. For instance, we obtained our first cash in transit services contract from one of our top 10 clients, HDFC Bank Limited, in 2012 for cash in transit services. Over the years, our relationship with HDFC Bank Limited has expanded to cover retail cash management (doorstep banking) services, cash assistant-cash peon services along with three new services across India, and HDFC Bank Limited continues to be one of our key clients even today. This demonstrates our ability to grow alongside our clients, highlighting the reliability and satisfactory outcomes of our services, built over years of experience, reflecting the cross-selling opportunities across different services, as well as the synergistic integration of new and traditional cash logistics services and solutions, showcasing our ability to transcend industry standards and deliver innovative, tailored solutions. We believe that the strength of our client relationships is attributable to our ability to customize our offerings to client specifications and requirements, as well as our track record of consistent delivery of quality, secure and cost-effective services over the years.

As shown in the table below, we have relationships spanning 10 fiscal years or more with the following clients as at December 31, 2024. These clients contributed 63.46% of our revenue from operations for the nine months ended as at December 31, 2024.

S. No	Name of the company or description of the company	Number of fiscal years of client relationship as at December 31, 2024
1.	An Indian international bank ⁽¹⁾	15
2.	NCR Corporation India Private Limited	14
3.	HDFC Bank Limited	13
4.	State Bank of India	13
5.	Union Bank of India	13
6.	Axis Bank Limited	12
7.	An Indian payment technology services company ⁽¹⁾	12
8.	ICICI Bank Limited	11

Note:

(1) We have not received this client's consent to disclose its name in this Draft Red Herring Prospectus.

We have been providing services to each of our top three clients for the nine months ended December 31, 2024, namely Axis Bank Limited, HDFC Bank Limited and an Indian international bank (named in alphabetical order), for over 12 fiscal years.

The table below sets forth the revenue derived from our top three clients, top five clients and top 10 clients in the period and Fiscals indicated and such amounts as a percentage of our revenue from operations:

Particulars	Nine months ended December 31, 2024	
	Revenue (₹ in million)	% of revenue from operations
Top three clients	1,998.24	37.71%
Top five clients	2,714.80	51.24%
Top 10 clients	3,891.80	73.45%
Revenue from operations	5,298.58	100.00%

Particulars	Year ended March 31,					
	2024		2023		2022	
	Revenue (₹ in million)	% of revenue from operations	Revenue (₹ in million)	% of revenue from operations	Revenue (₹ in million)	% of revenue from operations
Top three clients	2,479.51	39.12%	2,063.80	38.00%	1,766.80	45.01%
Top five clients	3,293.48	51.96%	2,818.47	51.90%	2,431.93	61.95%
Top 10 clients	4,775.39	75.34%	4,126.75	75.99%	3,420.85	87.14%
Revenue from operations	6,338.25	100.00%	5,430.34	100.00%	3,925.87	100.00%

Note:

Our top 10 clients include Axis Bank Limited, Central Bank of India, HDFC Bank Limited, ICICI Bank Limited, NCR Corporation India Private Limited, State Bank of India, The IDBI Bank Limited and Union Bank of India. The disclosure of client names has only been made for such clients who have consented to being named, and such names are listed in alphabetical order. The name of one of our top 10 clients are not mentioned herein due to the non-receipt of consent.

For further details, see “Risk Factors – We derive a substantial portion of our revenue from a limited number of clients. If one or more of our key clients ceased doing business with us or substantially reduced its dealings with us or we renewed our contracts with them on less favorable terms, our revenues could decline, which could have an adverse effect on our business, results of operations, cash flows and financial condition.” on page 30.

We cater to a wide range of outsourcing needs for both public and private sector banks, while also curating customized solutions to meet their specific requirements. This has enabled us to transform into a bank outsourcing solutions company. For the nine months ended December 31, 2024, and Fiscal 2024, we derived 76.35% and 76.29% of our revenue from operations from bank clients, respectively. Considering our revenue contribution and the scope of services, we are positioned as one of the leaders in bank outsourcing solutions when compared to peers (source: CRISIL Report). For details of the contribution to our revenue from our banking clients for the nine months ended December 31, 2024 and for Fiscals 2024, 2023 and 2022, see “Our Business- Overview” on page 172. Following the bank note demonetization in 2016, we strategically pivoted away from ATM cash replenishment and first level maintenance services towards bank outsourcing solutions. Between 2021 and 2024, the Indian ATM industry has experienced limited growth, driven by factors such as stagnation in the number of installed machines and banks' reluctance to invest in new ATMs and the underperformance of the white-label ATM segment in India (source: CRISIL Report). Further, the rising costs of operating ATMs, driven by the

need for technological advancements, operational improvements, and enhanced security measures, and the emergence of competitive alternatives like micro-ATMs, present challenges within the industry (*source: CRISIL Report*). These factors emphasized the need for a shift in our strategy and allowed us to identify new opportunities. By responding proactively to the changing landscape of the financial sector, we were able to address the growing demand for more holistic and efficient cash handling solutions. Between Fiscal 2019 and Fiscal 2021, we introduced four new services while continuing to grow our traditional services which are cash-in-transit and retail cash management. For details, see “– *Our Strategies – Expand the market presence of our banking outsourcing solutions and our New Solutions, which are value added and synergetic solutions for a range of valuables, including cash, which integrate traditional cash services and/or our existing assets with a bundling component to deliver enhanced value to clients, to diversify revenue streams*” on page 186. This strategic expansion positions us as a leader in the bank outsourcing solutions industry in India, enabling us to better serve our clients and proactively respond to evolving market demands. By launching these services, we not only diversified our offerings but also gained a significant first-mover advantage in the market, enabling deeper penetration into our existing client base. This reinforces our position as a partner which supports our clients’ value creation rather than serving them merely as a vendor.

As per the CRISIL Report, the cash in circulation in India has seen consistent growth at a CAGR of 10.4% between Fiscal 2019 and Fiscal 2024 to reach approximately ₹35.2 trillion in November 2024, while cash on delivery remains a preferred payment option for many Indian consumers. As per the CRISIL Report, some of the growth drivers for bank outsourcing solutions are as follows:

- Approximately, 84.5% of debit card transactions (in value) in Fiscal 2024 were cash withdrawals, signifying that debit cards are being used primarily to make cash withdrawals from ATMs, and do not replace cash. This highlights the ongoing reliance on cash, prompting banks to seek more efficient and cost-effective cash management solutions.
- Banks and other participants in India are outsourcing their cash logistics needs in order to focus on their core services, improve their service delivery and reduce costs. The banking sector in India is experiencing a trend of increased outsourcing across several key areas. As at September 30, 2024, approximately 28% of India’s 2,794 currency chests had outsourced varying degrees of their cash processing operations, which underscores banks’ reliance on external partners for efficient operations.
- The outsourcing of cash logistics services is expected to also be driven by public sector banks increasingly outsourcing their cash-in-transit services to increase their productivity and reduce costs; an increased presence of the organized commercial retail, which will handle larger volumes of cash; as well as increased demand for outsourced cash logistics services beyond Tier-2 cities in India, obliging cash logistics companies to expand their geographical reach.

As a result of this evolving landscape, bank outsourcing solutions provides significant advantages. By moving to bank outsourcing solutions we can effectively address the growing demand for outsourcing services in the cash logistics industry. Bank outsourcing solutions helps enhance operational efficiency, improve service, reduce costs, facilitate management and interlocation, and provide improved cash velocity and visibility for clients (*source: CRISIL Report*). Additionally, we can leverage Prosegur’s advanced technology to curate and design new solutions and services, which are designed to optimize operations and streamline processes, facilitating a deeper penetration within our existing client base. This enables us to enhance productivity and drive greater efficiency across our services and allows our clients to de-risk their cash handling activities. Further, shifting focus to bank outsourcing solutions enables us to effectively meet the growing demand for our services, which are centred around the secure management of cash and valuables.

For the nine months ended December 31, 2024, eight of our top 10 clients, contributing 63.46% of our revenue from operations, were banks, which are the natural outsourcers of the cash logistics industry. For details, see “– *Our Strengths - Due to our long-standing relationships with Indian public and private sector banks, we have been able to generate cross-selling opportunities, to become an established player in bank outsourcing solutions.*” on page 179. This demonstrates the importance of our strategic shift to serve banks’ evolving needs, and our direct relationship with them reduces our reliance on third parties, including low-value intermediaries, that capture a share of the value chain and profits. Our positioning as a bank outsourcing player offers several advantages to us and banks, including improved management and financial control, better alignment, and enhanced profitability.

4. Integrated platform encompassing cutting edge technology in line with international standards

We believe that technology is a key differentiator for us, as it allows us to efficiently handle operations and risks in a high-fidelity business. Our technology solutions help our clients to increase their focus on their core competence without a need to make significant investments in operational infrastructure. Our services are built around a robust technological

foundation, driving efficiency and innovation across our cash solutions. We provide an integrated platform featuring a comprehensive suite of tech solutions tailored for various services, including our ERP Suite, our cash management system (SCO), our audit and reconciliation tool (CYCLO), on-call cash in transit software, first level maintenance software, cash forecasting system, one-time combination software, cash processing outsourcing/CACP software, RMS (ATM Reporting System), vehicle tracking system (VTS) and mobile applications for cash in transit services, retail cash management (doorstep banking) services, ATM cash replenishment services as well as fleet and audit apps. By leveraging these technological solutions with the backing of Prosegur, we have strengthened operational and risk control and increased efficiencies across our business.

We foster a culture of continuous investment in key technology initiatives that drive improvement and innovation, which are fundamental to our operations and our business. This focus allows us to enhance the efficiency of both our operations and the services we provide to our clients.

Our National Operations Centre serves as a centralized control hub for risk mitigation, providing 24/7 monitoring of cash movement via nationwide vehicles network and correction of process deviations across transportation and vault operations. This includes real-time password generation for vaults access and monitoring of vehicles transporting cash, particularly those in high-risk scenarios. This helps avoid the scenario of direct cash access being fully and independently managed at local level. The National Operations Centre oversees and manages the maintenance of security systems installed in vehicles, vaults, and offices, and responds to any triggered security alerts and takes prompt action to support both field and office staff. All our branches and vaults are integrated with the Network Operations Centre, allowing for centralized monitoring and control of key activities within our premises. Vehicles transporting cash across all states are monitored and controlled in real time via the vehicle tracking system (VTS) / Global Positioning System (GPS), with oversight from the Network Operations Centre. Locks installed on all vault doors are operated and managed centrally by the Network Operations Centre. Through monitoring at our National Operational Centre, we ensure operational accuracy and implement corrective actions to address any incorrect practices. Our cash management system (SCO) is designed to provide operational control over cash logistics and processing. In the logistics component, it enables the creation of detailed route plans, including service points, crew assignments, and vehicle allocations, along with automatic trip sheet generation and seamless service reporting. In terms of the cash processing component, which is linked to the logistics one, the system ensures full traceability of cash from collection to the vaulting point. Our cash processing centres have been built using Prosegur's support to minimize operational risks and to increase cash processing productivity, following new and international standards in India. It features advanced security systems like a control room supervised from our National Operations Centre, general purpose and counting desks cameras, interlocking doors and seismic sensors, alongside a layout designed to facilitate efficient workflows and reduce errors. Additionally, we offer a cash forecasting solution that optimizes cash availability and reduces costs for banks, using specialized software and staff to analyse historical cash data and predict future requirements. It has been implemented by Prosegur in over 25 countries since 2004, and around 100,000 cash points have been incorporated. Our forecasting tool leverages artificial neural network technologies to provide an initial prediction of future cash demand and supply, which can be refined by analysts. The software is specifically designed to forecast cash demand patterns and account for unique events impacting cash usage, utilizing non-linear equations rather than traditional linear formulas. Our mobile applications, designed to capture service data from the point of service through to payroll and billing, ensure accuracy and efficiency. By minimizing errors, they provide greater visibility into our operations and streamline processes.

We believe our key technological advantages significantly enhance our client services. For instance, our cash management system (SCO) for cassette swap operations ensures full traceability of cassettes along the whole service cycle, enabling us to maintain greater operational control and efficiently identify any cash discrepancies. Additionally, our high-risk secured vehicles technology includes features such as continuous monitoring of high risk secured vehicles, one-time combination-enabled locks for cash load door opening, online CCTV monitoring of crew and cargo, remote engine stoppage capability from our National Operations Centre that allows vehicles remote immobilization independently of crew's actions, and door opening alarms. All high-risk vehicles routes are defined daily according to risk parameters and routes composition from our National Operations Centre, and their routes geofenced to trigger an alarm if the route is altered. These vehicles also feature a panic alarm switch that triggers an immediate alert to the National Operations Centre in emergency situations, followed by an SMS alert and an interactive voice response call to the crew. None of our vaults can be accessed without central intervention and the submission of a password from the National Operations Centre, following a thorough verification of the vault officers and an assessment of service requirements. This process effectively eliminates local dependency risk factors. Our cash assistant-cash peon/cash processing outsourcing software solution captures staff attendance and daily production data from bank currency chests, consolidating this information at various levels to provide enhanced visibility for bank management and our operations, while also establishing performance benchmarks. Furthermore, our CashToday online software that supports CashToday service solution for back-end service for retail businesses, provides our clients with the ability to track transactions on a real time basis, thereby enabling them to better manage cash flow and track cash sales and giving them the tools to take informed, proactive actions. We also capture main

service images at every cash point through our apps, index them across our systems and store them in the cloud, simplifying and speeding up reconciliation, while strengthening our ability to contest cash discrepancies. Our Fleet App enables real-time monitoring of drivers, helping prevent fuel pilferage and improve overall efficiency. Our one-time combination software solution has garnered the interest of a client who offers support services for a bank's on-site ATMs, which are serviced by the bank staff. As a result, we now train the bank's staff and provide them with keys and passwords to access the ATMs, all while adhering to our security protocols. By synergizing integrated technological innovation with our trained manpower, we believe that we achieve seamless, efficient and de-risked execution across all operations.

5. Fastest growing Indian cash logistics company with strong financial performance and financial metrics

Our revenue from operations increased from ₹3,925.87 million for Fiscal 2022 to ₹6,338.25 million for Fiscal 2024, representing a CAGR of 27.06%, which is more than double the average CAGR of our peer group during the said period. Between Fiscal 2022 and Fiscal 2024, we were the fastest growing cash logistics company in India in terms of revenue from operations and profit after tax (*source: CRISIL Report*).

As per the CRISIL Report:

- our ROE for Fiscal 2024 was 38.71%, which was the highest among cash logistics players in the industry in India;
- between Fiscal 2022 and Fiscal 2024, our EBITDA CAGR was 40.72%, and PAT CAGR was 224.89%, which were the highest among cash logistics players in the industry in India;
- our operating cash flow to EBITDA of 111.85% for Fiscal 2024, which was the highest among cash logistics players in the industry in India;
- our revenue from operations for Fiscal 2024 was ₹6,338.25 million, which was the second highest among cash logistics players in the industry in India;
- our profit for the year (profit after tax) for Fiscal 2024 was ₹501.59 million, which was the second highest among cash logistics players in the industry in India; and
- our Return on Capital Employed for Fiscal 2024 was 27.59%, which was the third highest among cash logistics players in the industry in India.

For a table showing the above Ind AS measures and Non-GAAP Financial Measures for us and our peers, see “*Basis of the Offer Price - Key Performance Indicators*” on page 100.

6. Well-structured and experienced management team

Our Key Managerial Personnel have experience and skills related to business operations, risk management, consulting and logistics, as well as experience in the financial service industry. For further details of our Key Managerial Personnel, see “*Our Management*” on page 225. The extensive international and domestic experience of our management enhances our capability for deeper market penetration. The Chief Executive Officer of our Company, Oscar Esteban Sanchez, has a background in leading industry leaders in diverse markets, transforming operations and introducing new solutions as well as heading industry associations at both national and international levels to improve standards and better serve clients, which has equipped us with insights into international best practices and strategies that can be tailored to local contexts. This blend of international and domestic experience positions us to respond to both local and global challenges.

We believe that the quality, balanced and calculated blend of our management team has been critical in achieving our business results and that our management's experience will help us make timely strategic and business decisions in response to evolving client needs and market conditions. In particular, we believe that our management team has strong cross-functional expertise across businesses and technology.

7. Robust operational risk management and compliance

Risk management is a critical aspect of our operations as we are in the business of handling, transporting and managing large quantities of cash on behalf of our clients. Accordingly, we have implemented a comprehensive risk mitigation and compliance strategy that integrates our standard operating procedures, human resource policies, our technology infrastructure and an independent risk, security, operations control and audit area. This ensures operational efficiency while

effectively minimizing risks. We follow a risk assessment process that identifies, categorizes, and evaluates potential risks, whether strategic, business-related, or operational.

Our risk management process involves the joint involvement of our operations and risk teams to create standard operating procedures which outline the most efficient way to perform operational tasks while managing its inherent risks. The standard operating procedures detail not only the sequence of activities but also the records, controls, and, where applicable, the technology required to fully manage a given process. These standard operating procedures are documented, and key aspects are incorporated into company policies and into individual, department, branch and region-based performance indicators, forming part of our comprehensive audit programs. The results of these indicators are used as input for employee performance evaluations and, consequently, help shape their annual compensation review.

Since our inception, we have established an independent internal audit team, strategically distributed across India, reporting directly to our Chief Executive Officer. This team conducts routine, surprise, process, and cash audits across our business lines, considering various operational variables. They undertake on-site visits to all branches to ensure compliance and utilize our proprietary software to facilitate factual reporting and automate necessary actions. Our standard operating procedures and audit mechanisms are supported by an ISO 9001:2015 certified quality management system. Technology plays an important role in ensuring adherence to standard operating procedures and security protocols, acting passively or actively, through our integrated software systems. These systems prevent actions from not being completed unless all required steps have been satisfactorily carried out. Additionally, technology enhances human oversight, particularly within our National Operations Centre. From the National Operations Centre, we remotely monitor our vehicles, processes, and access control to our premises. Through the one-time combination department, we issue passwords to staff for ATMs' vault access, ensuring proper identification before access is granted.

We have received satisfactory compliance certificates from the Currency Cycle Association, a self-regulatory organization for the cash logistics industry as per the RBI notification on “*Cash Management Activities of the Banks – Standards for engaging the Service Provider and its sub-contractor*” dated April 6, 2018, in respect of cash logistics outsourcing activities for all of the cities in which Currency Cycle Association has carried out audits. To ensure the highest standards of security and reliability, our employees undergo comprehensive training, and further accreditation by the Currency Cycle Association. We have steadily increased training for our staff, reaching 25 hours of training per employee per year. Additionally, as at December 31, 2024, we are one of the few cash logistics companies in India belonging to both the Cash Logistics Association and the Currency Cycle Association (which together represent over 90% of the Indian cash logistics industry) that hold a license under the Private Security Agencies (Regulation) Act, 2005 for all the states in India in which our Company operates (*source: CRISIL Report*). This license imposes additional requirements and obligations on our Company, and we believe that holding the same provides further assurance to our clients.

For further details in relation to our risk management efforts, see “— *Risk Management*” beginning on page 201.

Our risk management efforts have contributed to minimizing cash losses. Our net losses post recovery of insurance claims and such amounts as a percentage of our revenue from operations are as follows for the periods indicated.

Particulars	Nine months ended December 31, 2024	Year ended March 31,		
		2024	2023	2022
Net losses (₹ in million) ⁽¹⁾ [A]	0.00	6.48	15.02	3.98
Net losses post recovery of insurance claims (₹ in million) ⁽²⁾ [B]	0.00	2.00	4.00	2.00
Net losses post recovery of insurance claims as a percentage of revenue from operations (%) [C=B/F]	0.00%	0.10%	0.28%	0.10%
Amount of insurance premium paid covering losses of clients' valuables (₹ in million) [D]	15.21	30.82	34.97	41.66
Amount of insurance premium paid covering losses of clients' valuables as a percentage of revenue from operations (%) [E=C/F]	0.29%	0.49%	0.64%	1.06%
Revenue from operations (₹ in million) [F]	5,298.58	6,338.25	5,430.34	3,925.87

Notes:

(1) Net losses refers to the losses of clients' valuables less the amounts recovered from perpetrators.

(2) Losses of clients' valuables are calculated as the losses, net of any recovered insurance claims, plus the deductible amount.

As shown in the table above, for the nine months ended December 31, 2024, and for Fiscals 2024, 2023, and 2022, we have recorded low, nominal losses (net of insurance claims) as a percentage of revenue from operations, which reflects our strong risk management practices. We believe that our ability to reduce losses is also reflected in the continuous decrease of the insurance premiums paid by us. Additionally, we have earned low claim bonus benefits from our insurance company, which indicates their recognition of our low claim history and positive trend. Further, our revenue from operations has consistently grown while the percentage of insurance premiums expense relative to such revenue from operations has decreased continuously for the Fiscals 2023 and 2024, unlike the peers during the same period. Also, SIS Cash Services Limited has the second lowest insurance premiums expense relative to such revenue from operations among the peers for the Fiscal 2024 (*source: CRISIL Report*), which we believe is due to our prolonged and continuous risk management and compliance efforts.

Our holistic risk management approach, which delivers results, reiterates our commitment to operational efficiency, compliance, and risk mitigation, and provides a strong foundation for our business.

OUR STRATEGIES

1. *Capitalize on the growing currency in circulation and cash logistics industry participation to expand our operations*

The revenue of the Indian cash logistics market grew from approximately ₹21 billion in Fiscal 2021 to ₹33 billion in Fiscal 2024, a CAGR of more than 17%, due mainly to the expansion of bank branches; the growth of organized retail; increased outsourcing by banks; an increase in the number of bank account holders, particularly in rural areas; the reduction of informal cash logistics services through the introduction of progressive RBI and MHA regulations; the introduction of new service offerings; and the continued increase in cash in circulation (*source: CRISIL Report*).

India remains highly reliant on cash, with the amount of cash in circulation in India continuing to increase (*source: CRISIL Report*). Cash in circulation in India has grown at a CAGR of approximately 12.3% from Fiscal 2001 to Fiscal 2024 (*source: CRISIL Report*). The growing cash in circulation reflects a growing demand for cash and cash-related services (*source: CRISIL Report*). Further, as a percentage of GDP, cash in circulation in India remains relatively high compared to several major economies, highlighting the country's strong reliance on cash transactions despite the rise of digital payment solutions (*source: CRISIL Report*). Although recently India's economy had been impacted by the COVID-19 crisis, India's GDP grew approximately 4.7% per year from Fiscal 2020 to Fiscal 2024 (*source: CRISIL Report*). As per the CRISIL Report, the increasing reliance on cash can be attributed to several key factors:

Immediate settlement: Cash transactions are immediate and final, requiring no verification process. This simplicity is particularly useful in markets, small businesses, and informal sectors where speed and certainty of payment are important.

Reliability: Cash transactions are not dependent on internet connectivity, electricity, or technical infrastructure, making them valuable in areas with frequent power outages, poor infrastructure or weak connectivity.

Universal acceptance and security: Cash is legal tender, universally accepted and often perceived as a safer option compared to digital payment methods, which may be susceptible to online scams and cyber fraud.

Anonymity and Privacy: Cash is the only payment method that is completely anonymous, which alleviates privacy concerns for individuals.

Retention of full value: Cash transactions retain their full value, unlike digital payments which may incur service fees, reducing the amount received by the merchant or increasing costs for the consumer.

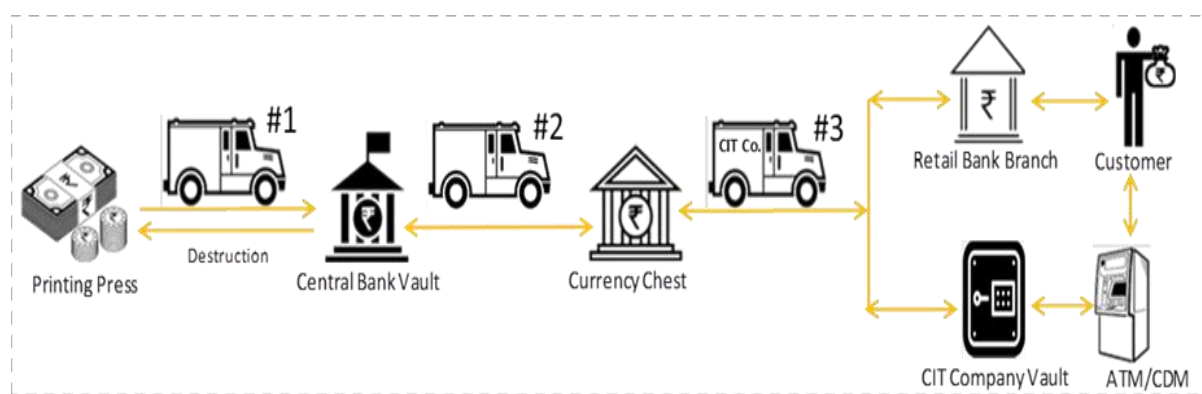
Accessibility and social inclusivity: Cash is highly accessible, ensuring social inclusivity by catering to individuals without access to or who do not prefer to use intermediate technological means such as the internet and digital banking.

Environmentally friendly: Cash is environmental friendly, and according to the European Central Bank's environmental footprint study, the environmental impact of banknote payments was low, and that the average environmental footprint of bank note transactions was found to be just 101 micropoints per citizen in the Euro area in the year 2019 which was equivalent to driving a car for eight kilometres, or 0.01% of a European citizen's annual environmental consumption.

In India, the cash in circulation has seen consistent growth at a CAGR of 10.4% between Fiscal 2019 and Fiscal 2024 to reach approximately ₹35.2 trillion in November 2024 (*source: CRISIL Report*). The increase in the number of bank branches in India, from 148,900 in March 2018 to 167,772 in March 2024, reflects a significant expansion in the banking

infrastructure across the country (source: CRISIL Report). Given these trends, and our strategic focus on delivering newer, innovative solutions to meet the evolving needs of our clients, we are well-positioned to expand our operations and capitalize on the growing cash, delivering essential cash solutions to meet the evolving needs of consumers, banks and businesses alike. We believe that these trends have driven and will continue to drive banks and other participants in the cash logistics market in India, to streamline their operations and improve client experience, which would lead to an increase in the outsourcing of cash logistics and related services. As at September 30, 2024, approximately 28% of India's 2,794 currency chests had outsourced certain operations, such as cash processing and replenishment, which underscores banks' reliance on external partners for efficient operations (source: CRISIL Report).

We currently provide a wide range of services across each stage of the entire cash cycle in India and assist clients to meet their outsourcing needs and increase the speed, accuracy and efficiency with which they handle cash by increasing automation and decreasing duplication in the processing and turnaround of cash, from currency chests to and from individuals. The following chart illustrates our key participation across the entire cash cycle.



(source: CRISIL Report)

We believe this allows our clients to improve their productivity, service, and reduce their cash handling costs and capex. Further, with the growth in cash in circulation in the economy, we expect that banks will also be able to add newer end users, thereby increasing our scope of growth. We also expect significant growth to come through addition of more clients to our client base. Further, the shift towards cash services outsourcing, coupled with the continuing growth of the organized retail sector, is catalysing a growing demand for cash logistics services (source: CRISIL Report). Moreover, our long-standing associations with existing clients enable us to enter with new services, further deepening our engagement with them. Further, we believe that there are substantial opportunities in expanding beyond Tier-2 Indian cities, where demand for cash services is high and competitive pressure is lower, enabling us to capture a higher market share in these regions.

We plan to utilize the strength of our relationships with our clients, as well as our network and that of SIS and our expertise in providing cash services to cross-sell our services and capitalize on opportunities across the growing cash cycle in India. Additionally, we aim to leverage Prosegur's experience in both developed and developing markets worldwide to further expand our capabilities.

2. **Expand the market presence of our banking outsourcing solutions and our New Solutions, which are value added and synergetic solutions for a range of valuables, including cash, which integrate traditional cash services and/or our existing assets with a bundling component to deliver enhanced value to clients, to diversify revenue streams**

We maintain a diversified portfolio of services within our cash operations, significantly reducing our concentration risk. We cater to a wide range of outsourcing needs for both public and private sector banks while also curating customized solutions to meet their specific requirements, and have transformed into a bank outsourcing solutions company. From our inception until 2019, we were focused on providing Traditional Cash Logistics Services. However, in anticipation of local market trends, we initiated the move towards developing New Solutions, which are value added and synergetic solutions for a range of valuables, including cash, which integrate traditional cash services and/or our existing assets with a bundling component to deliver enhanced value to clients. The Indian cash logistics industry has evolved from basic cash logistics to more complex and innovative solutions, and we leveraged Prosegur's experience in providing services in our industry mature markets to enhance our offerings. In line with evolving landscape in the cash logistics industry, we expanded our operations by offering New Solutions, predominately between Fiscal 2019 and 2021. We offer cash outsourcing solutions for currency chests and bank branches. As at December 31, 2024, we served over 188 currency chests with cost-effective semi-automatic solutions. We provide an end-to-end cash solutions for retailers and banks, including capex, freeing their staff from cash operations while bundling various cash-related services. We facilitate the secure movement of valuable

items using a fleet of secured vehicles, all supported by comprehensive insurance coverage, as well as the storage, transportation, and delivery of bullion and jewellery, targeting the growing organized market. Our robust infrastructure positions us well to capture significant market share in this area. We also provide a comprehensive back-end service for retail businesses. This includes cash deposit machines, risk coverage of the cash in the machines, on-line visibility of transactions, and the cash deposit to the designated bank account of our clients, further demonstrating our commitment to innovation and efficiency in the cash logistics sector.

New Solutions have been growing faster compared to Traditional Cash Logistics Services. Our revenue from our New Solutions grew from ₹196.12 million in Fiscal 2022 to ₹350.28 million in Fiscal 2024, reflecting a CAGR of 33.64%. Our revenue from our New Solutions was ₹461.64 million in the nine months ended December 31, 2024. Our revenue from Traditional Cash Logistics Services grew from ₹3,729.75 million in Fiscal 2022 to ₹5,987.97 million in Fiscal 2024, reflecting a CAGR of 26.71%. Our revenue from Traditional Cash Logistics Services was ₹4,836.94 million in the nine months ended December 31, 2024. In Fiscal 2024, our revenue from the cash in transit business line was 44.81% of our revenue from operations, which represented the maximum contribution from any of our business lines, highlighting the diverse nature of our business, with multiple business lines contributing significantly to our revenue from operations. In contrast, our listed industry peers reported that around more than 60% of their revenue from cash management operations came from a single service in Fiscal 2024 (*source: CRISIL Report*). By expanding our operations in New Solutions, we aim to further reduce the risks linked to over-reliance on any single business line, thereby strengthening our financial resilience and adaptability in an evolving market landscape.

The following tables set forth our revenue from operations from our New Solutions and the percentage of total revenue from operations attributed to them for the period and fiscal years indicated.

Business Lines	For the nine months ended December 31, 2024	
	Revenue from operations (₹ in million)	% of revenue from operations
New Solutions*	461.64	8.71%
Revenue from operations	5,298.58	100.00%

Business Lines	Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Revenue from operations (₹ in million)	% of revenue from operations	Revenue from operations (₹ in million)	% of revenue from operations	Revenue from operations (₹ in million)	% of revenue from operations
New Solutions*	350.28	5.53%	221.28	4.07%	196.12	5.00%
Revenue from operations	6,338.25	100.00%	5,430.34	100.00%	3,925.87	100.00%

Note:

* New Solutions are value added and synergetic solutions for a range of valuables, including cash. These solutions integrate traditional cash services and/or our existing assets with a bundling component to deliver enhanced value to clients.

In India, cash in circulation has seen consistent growth at a CAGR of 10.4% between Fiscal 2019 and Fiscal 2024 to reach approximately ₹35.2 trillion in November 2024, and there are several growth drivers for bank outsourcing solutions (*source: CRISIL Report*). For details, see “- Due to our long-standing relationships with Indian public and private sector banks, we have been able to generate cross-selling opportunities, to become an established player in bank outsourcing solutions” on page 179. In line with these trends, we aim to further expand our bank outsourcing solutions. Our diversification into newer solutions provides a strategic advantage by allowing us to cross-sell to our existing clients, who are seeking effective and efficient ways to manage the growth in cash in circulation. By operating across multiple business lines, we reduce our reliance on any single revenue source, thereby enhancing our resilience against fluctuations in cash demand and changes in the regulatory landscape affecting cash handling services. Each business line contributes to a more stable revenue stream, enabling us to adapt quickly to market changes and maintain operational continuity, and capture new clients.

We intend to scale up our New Solutions and bank outsourcing solutions by undertaking strategic initiatives aimed at enhancing our market presence and operational efficiency. This will involve investing in advanced technologies to streamline service delivery and improve client experience, as well as expanding our sales and marketing efforts to reach a broader audience. We may also focus on building partnerships with key industry players to enhance our service offerings and leverage their distribution networks. Additionally, we intend to train and equip our workforce with the necessary skills to support the identification and rollout of these solutions effectively. By prioritizing these initiatives, we aim to capture greater market share and solidify our position as a leader in the cash logistics sector.

3. Deeper penetration in India

In India, cash in circulation has seen consistent growth at a CAGR of 10.4% between Fiscal 2019 and Fiscal 2024 to reach approximately Rs. 35.2 trillion as of November 2024 (*source: CRISIL Report*). Additionally, approximately 84.5% of debit card transactions (in value) in Fiscal 2024 were cash withdrawals (*source: CRISIL Report*). The cash in circulation in India is significant, particularly in rural areas where traditional banking services are often limited (*source: CRISIL Report*). The vast majority of transactions in these regions are conducted in cash, reflecting a strong reliance on physical currency (*source: CRISIL Report*). However, the cash logistics industry in these areas faces challenges including inadequate infrastructure, limited access to banking facilities, and a lack of awareness regarding efficient cash handling services (*source: CRISIL Report*). These factors have led to a scenario where only a limited number of players, dominate the Indian cash logistics market in these areas (*source: CRISIL Report*). Given our deep presence in offering traditional cash services, combined with our ability to provide New Solutions, this landscape presents a unique opportunity for us to address the growing demand for reliable and professional cash logistics services, which needs a different strategic approach to cope with this new reality.

As we aim for deeper penetration in India, we aim to strategically focus on the vast opportunities presented by the significant population in rural areas, where approximately 65% of the Indian population resides (*source: CRISIL Report*). Our position as the second largest employer in the cash logistics sector in India as at March 31, 2024 (*source: CRISIL Report*) enables us to leverage local talent and resources, facilitating our expansion efforts in these underserved markets. Further, SIS's established presence in rural and semi-urban India allows us to penetrate beyond Tier-2 cities, supported by key resources in recruitment, infrastructure, and insight of those local markets. Through their support, our operations are backed by a network of local business partners and industry bodies, further strengthening our objectives. Additionally, SIS's long-standing association with the Indian banking sector enables us to pursue higher-value direct contracts with banks, positioning us as a trusted cash logistics solutions provider.

Guided by this strategy, we have undertaken initiatives in an Indian state where we achieved a 51.01% revenue increase from Fiscal 2023 to Fiscal 2024, by establishing eight new operational hubs to cover a broader area of the territory. The addition of these operational hubs enhanced our operational effectiveness by streamlining logistics and improving service levels, while being in contact with local clients and communities. This strategic move not only generated additional revenue but also improved our margins by allowing us to serve our clients more effectively. With cash in circulation being substantial in rural areas, our presence in these regions will enhance our ability to meet local demand, strengthen our market position and gain deeper insights into client needs, allowing us to curate more tailored and effective solutions.

To effectively penetrate deeper into Tier-3 to Tier-7 Indian cities, we aim to implement several strategies, supported by the local staff and the existing infrastructure of SIS. First, we will seek to establish local small offices by renting spaces in strategic locations to ensure accessibility to our client base. These offices will act as hubs for our service offerings, enhancing visibility, improving our understanding of local needs, and fostering better client engagement. As our business grows, we will seek to expand our infrastructure to support the increasing demand for new services, further improving our market penetration. This includes investing in premises tailored to the specific needs of each region to ensure efficient service delivery that meets local requirements. Additionally, we will customize our services to address the unique needs of each area. Through this phased, revenue-driven approach, we aim to progressively offer bundled solutions, ranging from basic cash logistics to cash processing, while continuing to identify client requirements and introducing tailored solutions.

We intend to prioritize the hiring and training of local employees. By utilizing local talent, we can ensure that our services are delivered with a deep understanding of the community's needs, while also fostering stronger employee retention through a sense of belonging. We believe that this approach will enhance client trust and loyalty. Towards this, we have established local training centres across the country, enabling us to train and deploy staff directly in their communities. We also seek to implement targeted marketing campaigns that resonate with the local population, emphasizing our commitment to addressing their specific requirements. Engaging with local communities through our staff welfare and benefits programs as well as our rewards and recognition program will further help build our brand presence.

4. Cross-selling and synergistic growth

We are the fastest-growing cash logistics companies in India in terms of revenue from operations between Fiscal 2022 and Fiscal 2024 (*source: CRISIL Report*). We aim to leverage our strong client relationships and diverse service offerings to maximize revenue through cross-selling and enhance operational synergies. Our strategy focuses on key opportunities within our business lines, allowing us to create value for our clients and optimize utilization of resources.

By implementing effective cross-selling initiatives and fostering operational synergies, we can enhance client satisfaction while driving revenue growth. Cross-selling enables us to deepen client relationships by offering tailored solutions that

meet their diverse needs, ultimately increasing client retention. We also believe that operational synergies streamline our processes and reduce costs, allowing us to deliver more efficient services. This dual approach positions us to respond dynamically to market demands while maximizing our existing resources and capabilities.

Our diversification into newer solutions provides a strategic advantage by allowing us to cross-sell to our existing clients, who are seeking effective and efficient ways to manage the growth of cash in circulation. For instance, there is a synergy between cash in transit services and cash processing outsourcing services as both share a common point of service which is a currency chest. We are the largest company in the Indian cash logistics industry in terms of number of cash vans (which we refer to as secured vehicles) used for cash-in-transit services as at March 31, 2024 (*source: CRISIL Report*). Leveraging our competitive position, we eliminate the need for clients to engage with two separate entities or interlocutors for services that originate from the same location. This coordination directly influences the service level of a currency chest. We also intend to capitalize on the trust established through our retail cash management (doorstep banking) services to introduce our comprehensive back-end service for retail businesses, which includes cash deposit machines, risk coverage of the cash in the machines, on-line visibility of sales transactions upon deposit, cash sorting and its deposit to the designated bank account of our clients. This will add value by enabling us to streamline our clients' cash logistics process, providing them with additional sources of cost savings by decreasing our clients' overall operational cost. As at March 31, 2024, we were the second largest player within the Indian cash logistics industry in terms of the number of secured vehicles used for operations (*source: CRISIL Report*). This helps us to optimize vehicle utilization by offering value cargo and bullion solutions after regular working hours. Such strategic use of our secured vehicles helps us improve the efficiency of our cash logistics services and enables us to reduce our overall operational costs.

A prime example of our cross-selling capabilities is the integration of cash processing outsourcing solutions with our traditional cash-in-transit services platform for a major Indian public sector bank. This case demonstrates how leveraging our traditional cash services allowed us to introduce new solutions, further strengthening client relationships and expanding our service offerings. Built on a foundation of long-term positive client experiences and trust, this approach underscores our ability to innovate and provide value-added solutions. By seamlessly incorporating processing outsourcing solutions, we not only met the bank's evolving needs but also strengthened our position as a bank outsourcing solutions company, improving operational efficiency and service delivery while driving greater client satisfaction.

We believe that our ongoing growth strategy of cross-selling and achieving synergistic growth will unlock significant opportunities for enhanced client value and competitive positioning in the cash logistics industry.

5. Continue to implement international best practices in our operations

The foundation of our Company is built on the strength of two experienced players: SIS, one of India's largest business services enterprises in terms of revenue from operations for Fiscal 2024, and Prosegur, one of the leading global security services companies (*source: CRISIL Report*). Our association with Prosegur was aimed to position us uniquely to effectively implement international best practices in our operations for enhancing operational efficiency, strengthening risk management, fostering innovation, and creating a blended culture based on talent promotion. To achieve these objectives, we have leveraged and will leverage Prosegur's expertise by utilizing their global insights to benchmark our operations and implement proven methodologies that drive operational excellence. An example of this is the development of our National Operations Centre, a solution designed to mitigate risks and enhance process tracking and traceability, which is unique within India's cash logistics industry. Additionally, we use app-based solutions for real-time tracking and management of cash logistics by our crew, and our cash processing centres follow international standards for layout, construction, and security systems, ensuring efficient operations while minimizing risks. The comprehensive back-end service we provide for retail businesses, which includes cash deposit machines, risk coverage of the cash in the machines, on-line visibility of sales transactions upon deposit, cash sorting and its deposit to the designated bank account of our clients, is a Prosegur-based system operational in 25 markets across four continents, with over 1,000 units sold globally each month.

Prosegur has played a key role in developing new processes, including the cassette swap system for ATM cash replenishment, which is a newly adopted operational mode in India, which aligns with international standards (*source: CRISIL Report*). We have benefited from Prosegur's software and processes, which ensure a risk-free operation and maintain cassettes' full traceability. The internal audit department was structured and defined according to Prosegur's standards and customized to fit the Indian cash logistics industry reality. Our audit team not only conducts cash audits in ATMs and vaults but also oversees process fulfilment.

Moreover, Prosegur's experience in both developed and emerging markets, coupled with its successful track record in adopting new solutions, allows us to further leverage these innovations in the Indian market with minimal adaptation. This enables us to benefit from a shorter time to market and reduced research and development costs.

By strategically leveraging Prosegur's support and implementing international best practices, we aim to enhance our operational efficiency, mitigate risks, and drive innovation, solidifying our position in the Indian cash logistics industry as a bank outsourcing solutions player.

6. *Grow through selective value accretive strategic acquisitions*

Globally, the cash logistics industry is consolidating, with the top two players often controlling a majority of the market share in countries like Spain, Australia, France and Sweden (*source: CRISIL Report*). This consolidation is driven by the need for market participants to leverage their scale and geographic footprint to enhance productivity, as well as to make substantial investments in technologies and risk management (*source: CRISIL Report*). In our industry, there is a positive correlation between market share, network reach and profitability (*source: CRISIL Report*). The Indian cash logistics industry has been consolidating due to the increase in competition, growing customer demands and changes in regulations designed in line with international practices to ensure that cash logistics companies meet certain minimum operating standards with respect to the handling of cash (*source: CRISIL Report*). Further, the cash logistics industry is inherently capital intensive, as it requires substantial investment in infrastructure to support national coverage, which is an offering requested by customers (*source: CRISIL Report*). The ability to invest in and maintain the scale of operations is critical to the success of cash logistics companies as it ensures reliability, security, and nationwide coverage (*source: CRISIL Report*). Additionally, there is a shift in customer preference favouring professional players having a larger reach with more scaled and stable operations (*source: CRISIL Report*). The market share of the two largest Indian cash logistics companies, one of which being our Company, has increased from approximately 59% in Fiscal 2021 to approximately 61% in Fiscal 2024 (*source: CRISIL Report*).

In line with the objective outlined in the JV Agreements to become a leading provider of cash logistics services in India, we have been committed to continuously seeking acquisitions of companies operating in similar businesses. We have benefited from this trend in the past and have grown and plan to continue to grow our business through value accretive strategic acquisitions, where we can realize synergies across our business. We believe we have a track record of successfully completing business acquisitions and optimizing acquired businesses. For example, in 2014, we acquired the cash logistics business of ISS SDB Security Services Private Limited, a facility service provider engaged in the business of providing, among other services, cash and valuable services, for the amount of ₹925.28 million (after post-closing adjustments), which allowed us to strengthen our presence in the southern and western Indian markets, where we had limited operations previously, and improve our pan-India coverage. The acquisition also reinforced our doorstep banking business, an area of strength for ISS SDB Security Services Private Limited, helping us position ourselves more strategically in the market. In 2017, we also acquired a majority of the business contracts of a Delhi-based cash logistics company, Scientific Security Management Services Private Limited for an amount of ₹180.00 million, which helped us improve our operational density and efficiency, and deepen our market penetration. It also allowed us to integrate experienced staff into our management team, creating a more blended leadership structure, and further enhanced our capabilities in critical areas such as cash reconciliation. Further, this acquisition was structured in the form of business transfer, allowing us to seamlessly integrate the acquired operations into our existing framework, by taking over the business contracts associated with the acquired business. This approach enabled us to leverage our established network to service these contracts efficiently and effectively.

In addition, we intend to consider opportunities that consolidate our market position in existing or related business lines by unlocking potential efficiency and synergy benefits to increase productivity, strengthen and/or expand our services, enhance our economies of scale and depth of experience, knowledge-base and know-how. We regularly evaluate new opportunities for acquisitions and often, given our reach and relationships with banks, potential target entities approach us from time to time in order to leverage off our platform. We aim to continue to use acquisitions such as these to continue to expand our services in the future, and given the ongoing trend of consolidation in India and globally, we are well-positioned to capitalize on further opportunities in the market.

OUR SERVICES

We currently operate our business across five business lines, namely (1) cash in transit services; (2) retail cash management (doorstep banking) services; (3) ATM cash replenishment and first level maintenance services; (4) cash assistant-cash peon services (collectively, the “**Traditional Cash Logistics Services**”); and (5) New Solutions, which are value added and synergetic solutions for a range of valuables, including cash.

We offer our services across multiple stages of the cash cycle in India, from when the RBI initially issues cash to banks currency chests, which are authorised by the RBI to hold and distribute rupee notes and coins for circulation to banks, to when cash is deposited back in banks after going through the various stages of the cash cycle.

Traditional Cash Logistics Services

Traditional Cash Logistics Services refer to our core offerings that ensure secure handling, transportation, and management of cash for businesses, financial institutions, and retail establishments. Traditional Cash Logistics Services comprises cash in transit services; retail cash management (doorstep banking) services; ATM cash replenishment and first level maintenance services; and cash assistant-cash peon services.

Cash in Transit Services

We offer cash-in-transit services to ensure secure and efficient transportation of cash between bank branches and between bank branches and currency chests. We own a fleet of secured vehicles strategically distributed across India to provide extensive local coverage and ensure efficient geographical reach. This allows us to meet our clients' cash transportation requirements efficiently. We provide dedicated cash vehicles for permanent daily services and provide vehicles on an "on-call" or "ad hoc" basis as well as to address seasonal or non-daily needs. Our vehicles are fabricated, equipped and operated in compliance with regulations set by the RBI and the MHA as well as other applicable laws. As part of our cash-in-transit services, we provide for the inter-city and intra-city transport of cash for our clients. In recent years, there has been a strong growth in the cash in transit business line, primarily on account of the growing cash in circulation, an increase in the number of bank branches and bank account holders, a shift from unorganized to organized compliant service providers on account of RBI guidelines for outsourcing of cash operations from banks, and MHA guidelines for cash activities (*source: CRISIL Report*). The pricing model for our dedicated cash vehicles in the cash-in-transit business is structured around a fixed monthly fee covering a set distance and working hours per day. Additional charges apply for distance and vehicle-hours beyond the fixed terms, calculated at rates based per kilometre and hour. For on-call or ad-hoc services, pricing is primarily based on the distance travelled, with a fixed rate per kilometre.



Our cash-in-transit services typically begin with the authorized crew and vehicle arriving at the currency chest of our client at the designated time, signing the attendance book upon arrival. They then collect cash from the currency chest in locked boxes and load it into the vehicle. The route, including service points (bank branches), is provided by the currency chest staff. The crew returns to the currency chest with the collected cash from the bank branches, securely transported in locked metallic boxes. Upon return, they transfer the cash to the currency chest and sign out in the attendance book, completing the shift and journey. The growth drivers for our cash-in-transit services are fuelled by certain trends, among them, an increase in the number of bank branches and bank account holders and shift from unorganized to organized compliant service providers on account of RBI and MHA guidelines (*source: CRISIL Report*). The expansion of bank networks, particularly in semi-urban and rural areas, which is driving a significant demand for cash-in-transit services, has increased the need for efficient and secure cash transportation solutions (*source: CRISIL Report*). Additionally, banks are increasingly outsourcing cash logistics to specialized cash-in-transit companies to streamline operations and reduce cost and complexities, by focusing on their main banking business (*source: CRISIL Report*). Furthermore, stringent regulatory

compliance and enhanced safety standards are fostering a shift from unorganized to organized cash-in-transit service providers, ensuring better security and reliability in cash handling processes (*source: CRISIL Report*).

The main service drivers for our cash-in-transit operations are vehicle and complete crew availability, punctuality, consistency, reliability, and strong local client rapport, in particular with the local currency chest heads. Focusing on these factors ensure the smooth and efficient execution of our services, meeting both regulatory and client expectations.

The table below provides the number of secured vehicles used for cash in transit services as at the dates indicated.

Particulars	As at December 31, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Number of secured vehicles used for cash in transit services	1,861	1,628	1,307	1,001

Our cash in transit services agreements with private bank clients are typically automatically renewed, while those with public sector banks range from three to seven years and are renegotiated through a request for proposal (RFP) process.

Retail Cash Management (Doorstep Banking) Services

We offer retail cash management services that streamline cash handling for businesses, including cash delivery and collection, cash counting and processing, vaulting, burial, and seamless bank deposits, including cash reconciliation, all designed to optimize cash flow and reduce operational risks. We are able to offer retail cash management clients (either directly or through banks), same-day and next-day settlement. Our clients for these services are primarily banks that offer banking services to insurance providers, NBFCs, restaurants, utilities, consumer goods companies and hospital chains. The growth drivers for our retail cash management (doorstep banking) services are fuelled by certain trends. The continuous rise in currency in circulation highlights the increasing reliance on cash, making cash payments a relevant component of sales generation for the establishments mentioned above, which drives demand for secured cash logistics and doorstep banking services (*source: CRISIL Report*). Additionally, the expansion of organized retail, with more outlets opting for retail cash management services, creates a growing need for reliable cash pick-up and delivery services (*source: CRISIL Report*). Furthermore, the popularity of cash-on-delivery in e-commerce transactions has led to a surge in demand for efficient cash handling and collection services (*source: CRISIL Report*). These factors collectively contribute to the growth and expansion of our retail cash management (doorstep banking) business. Leveraging our extensive coverage, we are equipped to offer these services across all Indian states for both public and private banks, as well for individual retail customers.

The table below provides the number of retail cash management pick-up points as at the dates indicated.

Particulars	As at December 31, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Number of retail cash management pick-up points ⁽¹⁾	25,205	23,390	22,237	18,609

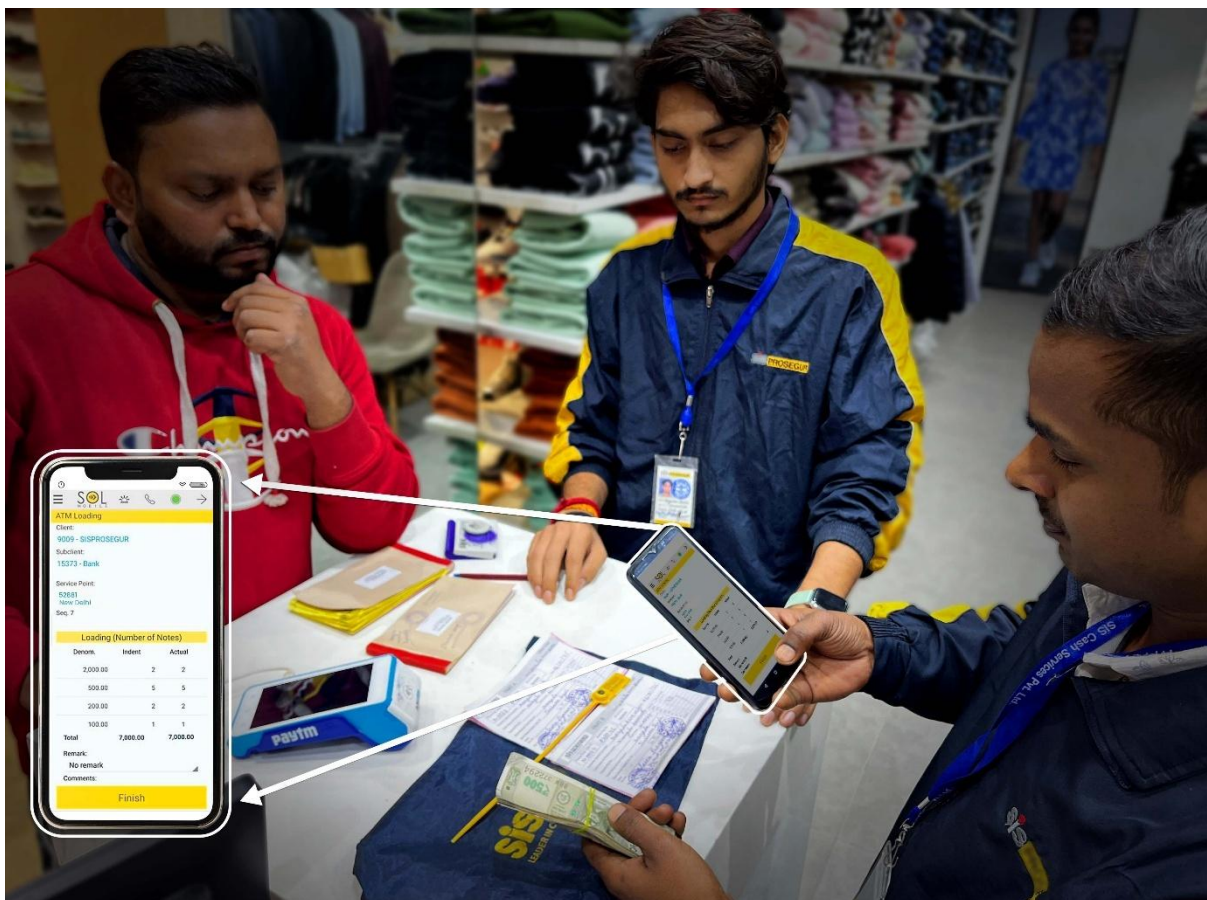
Note:

(1) The "number of retail cash management pick-up points" refers to the total count of designated locations or "cash points" where cash is collected from retail establishments as part of our retail cash management (doorstep banking) services.

Our contracts for retail cash management services with private bank clients are typically automatically renewed, while those with public sector banks range from three to seven years, and are renegotiated through an RFP process. Due to the lengths of the contracts, we typically find that we are able to maintain these contracts with our clients and that the size of our contracts increase as our retail customer's business continues to grow. The pricing of these contracts is determined by the number of pick-up points serviced, under two different models: a fixed fee per pick-up, linked to the value of the cash collected and deposited, with several variable components based on the operational tasks performed and the nature of the services; or a fully variable fee with a minimum amount tied to the value of the cash picked up and deposited.

As part of the retail cash management (doorstep banking) services, we provide cash counting and sorting services either at the cash pick-up location of our clients or at our own premises. In the event our client requires us provide the services at its premises, we shall carry it out using authorized and pre-approved personnel, and this process will need to adhere to the guidelines set by the Reserve Bank of India. Cash will be sorted by denomination, and notes from different branches or locations of our client are not to be mixed. As per the agreement entered into with our client, we are responsible for ensuring

that process is completed on the same day and the cash deposited at the corresponding bank branch; any undeposited bundles will be returned to the client by the end of the day. A detailed record of the sorted bundles, including the number of bundles per denomination, will be maintained in the sorting register and communicated to the client. In case any discrepancies or shortfalls are identified during the cash handover or thereafter, we will be responsible for addressing and resolving these issues, making good any discrepancies or shortfalls as required. However, our client could direct us to pick up cash from them and sort the same at our premises as well. In such instances, cash is collected in tamper-proof sealed bags with unique seal numbers for traceability. Upon receipt of cash at the premises, we adhere to strict security and operational protocols, including video surveillance, responsibility transfer, and comprehensive documentation supported by our systems. When cash is processed at our facility, each bag is individually opened under CCTV surveillance in our secure cash processing area. Each deposit is counted and verified individually for counterfeits, shortages, and mutilated notes. Once verified, cash is processed and organized denomination-wise into packets and bundles of notes before being deposited in our vaults within the corresponding bank bin, ready for deposit at the corresponding bank branch or currency chest the next day. The processed cash results are then communicated to the clients. Our in-house mobile applications (SOL mobile) for retail cash management (doorstep banking) services provides complete cash traceability through barcode scanning and management across the entire cash chain. It also offers push SMS and email notifications for cash collections and deliveries, along with image capture for proof of collection and delivery.



ATM Cash Replenishment and First Level Maintenance Services

We provide cash replenishment and first level maintenance services for ATMs and other self-service terminals, including cash vaulting and processing, provision of one-time combination keys and passwords for ATM vaults, and overall cash reconciliation.

Our ATM cash management services primarily include cash withdrawal from banks, ATM cash replenishment, cash evacuation and deposition for cash deposit machines and cash recyclers, end-of-day reporting, reconciliation and settlement, and first level maintenance services that are necessary to return the ATM machine to proper operating condition, such as removing jams or refilling paper rolls. We offer our clients first level maintenance services for ATMs and other self-service terminals through a 24-hour automated ticketing tool.

For cash replenishment, there are two operational modes:

Top-up cash operation: This involves same-day cash withdrawal from bank branches or currency chests and is in addition to ATMs.

Cassette swap operation: Our cassette swap operations are carried out in accordance with RBI circular on ‘Cassette – Swaps in ATMs dated April 12, 2018’. This entails withdrawing the cash a day in advance from bank branches or currency chests, vaulting it, filling ATM cassettes overnight, and performing the cash replenishment route the following day by exchanging the cassettes at the ATM and bringing the exchanged cassettes back to our vault to count and store the cash, which may be reutilized.

We provide ATM cash replenishment and first level maintenance services to public and private Indian banks and international banks, through managed service providers (“MSPs”), which are third-parties on behalf of which we provide ATM cash replenishment and first level maintenance services. The table below provides the number of ATM and self-service terminals serviced through our ATM cash replenishment and first level maintenance services business line, for the periods indicated.

Particulars	Nine months ended December 31, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
Number of ATM and self-service terminals serviced	8,441	8,758	9,757	9,704

Note:

(1) The “number of ATM and self-service terminals serviced” refers to the total count of ATM and self-service terminal machines that have received servicing from us, as at the last date of the indicated period.

Leveraging our extensive coverage, we are equipped to offer these services across all Indian states for both public and private banks through MSPs.

Our key revenue drivers for our ATM cash replenishment and first level maintenance services are the number of ATMs/ self-service terminals for which we provide the service, and number of activities during any given month, following a “slab-based” pricing structure for cash replenishment. Our contracts for ATM cash replenishment and first level maintenance services are auto-renewed and typically span over 10 years. The number of ATMs/ self-service terminals serviced can vary and are influenced by factors such as client capacity and ability to maintain service agreements with banks and our service delivery performance. For first line maintenance services, our contracts typically provide for a certain number of free first level maintenance calls per ATM/ self-service terminals, with any additional calls above that amount being charged on a per call basis.

We receive cash indent requests from MSPs the day before the service, based on the cash levels in every ATM/ self-service terminal. Using this information, we plan the following day’s routes. Depending on the operational model, as described above, we either pick up the corresponding cash from banks the day before or on the same day to ensure we can perform the required services.

For our first level maintenance services, we receive service orders in our central first level maintenance department for specific ATMs from MSPs, who monitor the ATMs’ or self-service terminals’ operational status. From there, we generate orders for our local first level maintenance call centres, which coordinate directly with the corresponding routes on the ground or with our dedicated first level maintenance custodian teams. Once the first level maintenance service is completed, we close the ticket in our system and inform our clients.



Cash Assistant-Cash Peon Services

We offer a cash sorting service to process bank notes at the currency chests of banks, by using our trained, screened and experienced staff while using banks' assets, which defines the first outsourcing wave in cash processing from banks, where our team replaces bank staff to improve productivity and reduce cash processing costs. The pricing scheme is based on a rate per person per month, with a specified number of hours per day, or a rate per processed bundle.



New Solutions

The cash industry in India is evolving from basic cash logistics to more complex and innovative solutions, and we leveraged Prosegur's experience in providing services in this industry mature markets to enhance our offerings. In line with the evolving landscape in the cash industry, we expanded our operations to provide New Solutions, which are value added and synergetic solutions for a range of valuables, including cash, which integrate traditional cash services and/or our existing assets with a bundling component to deliver enhanced value to client. We offer comprehensive cash processing outsourcing services of varying degrees of complexity and automation, providing tailor-made solutions for cash handling in currency chests and bank branches. Our cash processing outsourcing services, extend beyond staff provisioning, providing an

operating expenditure model of higher value-addition, allowing banks to release manpower and capital from internal cash operations. We also offer an end-to-end cash management solution for retailers and banks, known as “PEGE”. This includes the supply of the necessary capex investments for carrying out the operations, relieving their staff from cash handling duties while bundling a range of cash-related end to end services. Our solution spans the entire process - from interfacing with individual users and customers, i.e., the public, to the final cash deposit at bank branches or currency chests in a seamless experience by eliminating inefficiencies between interphases, and assuming full responsibility for the transactions. We also provide a comprehensive back-end service for retail businesses, which includes cash deposit machines, risk coverage of the cash in the machines, on-line visibility of sales transactions upon deposit, cash sorting and its deposit to the designated bank account of our clients. This helps reduce clients’ cash handling cost by optimising the balance between the logistics and the internal cash costs. There are several growth drivers for New Solutions. In India, heightened compliance standards by the RBI and MHA have increased financial strength requirements and capex and opex needs to improve professionalism and public money protection (*source: CRISIL Report*). Further, the outsourcing of cash services is expected to also be driven by public sector banks increasingly outsourcing their cash-in-transit services to increase their productivity and reduce costs; an increased presence of the organized commercial retail, which will handle larger volumes of cash; as well as increased demand for outsourced cash logistics services beyond Tier-2 cities in India, obliging cash logistics companies to expand their geographical reach (*source: CRISIL Report*). Currency chests cash outsourcing has emerged as a strategic solution for banks to optimize costs, enhance operational efficiency, and improve their service to bank branches (*source: CRISIL Report*). By leveraging third-party expertise, banks can reduce overheads related to infrastructure and personnel, while focusing on core banking activities.

We provide end-to-end solutions in the retail jewellery segment, by facilitating the storage, transportation, and delivery of bullion and jewellery, targeting the growing organized market. As per the CRISIL Report, there are several growth drivers for bullion services. The reduction in gold import duties from 15% to 6% in the Union Budget of 2024 is expected to boost demand for gold and, consequently, bullion logistics services, while India’s cultural preference for gold, coupled with rising disposable incomes, ensures robust demand despite increasing prices (*source: CRISIL Report*). Rising security concerns and increasing incidents of theft are pushing customers towards organized and professional bullion logistics providers (*source: CRISIL Report*). Further, we provide secure transportation solutions for other valuable items (non-cash and non-bullion/jewellery assets) using a fleet of secured vehicles and tailor-made innovations to meet the varied needs of clients.



The following table provides the revenue from operations from business lines and the percentage of total revenue from operations attributed to our business lines for the periods indicated below:

Business Lines	For the nine months ended December 31, 2024	
	Revenue from operations (₹ in million)	% of revenue from operations
Cash in transit services [A]	2,534.50	47.83%

Business Lines	For the nine months ended December 31, 2024	
	Revenue from operations (₹ in million)	% of revenue from operations
Retail cash management (doorstep banking) services [B]	1,331.52	25.13%
ATM cash replenishment and first level maintenance services [C]	904.85	17.08%
Cash assistant-cash peon services [D]	66.07	1.25%
Traditional Cash Logistics Services [E=A+B+C+D]	4,836.94	91.29%
New Solutions*%	461.64	8.71%
Revenue from operations	5,298.58	100.00%

Business Lines	Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Revenue from operations (₹ in million)	% of revenue from operations	Revenue from operations (₹ in million)	% of revenue from operations	Revenue from operations (₹ in million)	% of revenue from operations
Cash in transit services [A]	2,840.48	44.81%	2,416.68	44.50%	1,720.75	43.83%
Retail cash management (doorstep banking) services [B]	1,749.13	27.60%	1,519.79	27.99%	1,051.00	26.77%
ATM cash replenishment and first level maintenance services [C]	1,272.84	20.08%	1,142.65	21.04%	853.67	21.74%
Cash assistant-cash peon services [D]	125.52	1.98%	129.94	2.39%	104.34	2.66%
Traditional Cash Logistics Services [E=A+B+C+D]	5,987.97	94.47%	5,209.06	95.93%	3,729.75	95.00%
New Solutions*	350.28	5.53%	221.28	4.07%	196.12	5.00%
Revenue from operations	6,338.25	100.00%	5,430.34	100.00%	3,925.87	100.00%

Note:

* New Solutions are value added and synergetic solutions for a range of valuables, including cash. These solutions integrate traditional cash services and/or our existing assets with a bundling component to deliver enhanced value to clients.

Cash in circulation has significantly outpaced the growth of ATMs, achieving a CAGR of approximately 10.4% between Fiscal 2019 to 2024 (source: CRISIL Report). In comparison, the number of ATMs grew at a CAGR of approximately 3% during the same period (source: CRISIL Report). As shown in the tables below, our revenue from our non-ATM services was 82.92 %, 79.92%, 78.96% and 78.26% of our revenue from operations for the nine months ended December 31, 2024 and Fiscals 2024, 2023 and 2022, respectively. Our revenue from operations from our non-ATM services grew from ₹3,072.22 million in Fiscal 2022 to ₹5,065.41 million in Fiscal 2024, reflecting a CAGR of 28.41%, and was ₹4,393.73 million in the nine months ended December 31, 2024. This growth in revenue from non-ATM services enables us to position ourselves as a bank outsourcing solutions company, beyond a standard cash logistics company, as companies within our industry and the overall industry are usually referred to.

The following tables sets forth the revenue from our (i) bank outsourcing solutions, (ii) retail services and (iii) ATM cash replenishment and first level maintenance services and such revenue as a percentage of our revenue from operations for the period and fiscal years indicated.

Particulars	For the nine months ended December 31, 2024	
	Revenue from operations (₹ in million)	% of revenue from operations
Bank outsourcing solutions ⁽¹⁾	2,732.91	51.58%
Retail services ⁽²⁾	1,660.82	31.34%
ATM cash replenishment and first level maintenance services	904.85	17.08%
Revenue from operations	5,298.58	100.00%

Particulars	Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Revenue from operations (₹ in million)	% of revenue from operations	Revenue from operations (₹ in million)	% of revenue from operations	Revenue from operations (₹ in million)	% of revenue from operations
Bank outsourcing solutions ⁽¹⁾	3,110.62	49.08%	2,672.98	49.22%	1,912.14	48.71%
Retail services ⁽²⁾	1,954.78	30.84%	1,614.71	29.73%	1,160.06	29.55%
ATM cash replenishment and first level maintenance services	1,272.84	20.08%	1,142.65	21.04%	853.67	21.74%
Revenue from operations	6,338.25	100.00%	5,430.34	100.00%	3,925.87	100.00%

Notes:

(1) Bank outsourcing solutions comprises different nature solutions and services to banks involving manpower, assets and technology, to improve banks internal efficiency.

(2) Retail services comprises different nature solutions and services to the diverse retail industry, involving manpower, assets and technology to enhance their competitiveness.

OPERATIONAL CONTROLS AND TECHNOLOGY INFRASTRUCTURE

Our integrated business platform is supported by our own customized technology and process controls, enabling us to offer clients a broad range of tailored cash solutions. This approach eliminates inefficiencies regarding manual data entry among different systems by maintaining full data traceability from the point of service till reporting to clients, data processing for the creation of internal management information, and billing and payroll generation. Our technology solutions help our clients increase their focus on their core competence without a need to make significant investments in operational infrastructure. Our information technology and process controls are integrated to run across our diverse operations.

Our services are built around a robust technological foundation, driving efficiency and innovation across our cash solutions. We provide an integrated platform featuring a comprehensive suite of technological solutions tailored for various services, including our own customised systems, such as an enterprise resource planning (ERP) suite, our cash management system (SCO), our audit and reconciliation tool (CYCLO), on-call cash in transit software, first level maintenance software, cash forecasting system, one-time combination software, cash processing outsourcing/CACP software, RMS (ATM Reporting System), vehicle tracking system (VTS) and mobile applications for cash in transit services, retail cash management (doorstep banking) services, ATM cash replenishment services as well as fleet and audit apps.

We foster a culture of continuous investment in key technology initiatives that drive improvement and innovation, which are fundamental to our operations and our business. This focus allows us to enhance the efficiency of both our operations and the services we provide to our clients. Our National Operations Centre serves as a centralized control hub for risk mitigation, providing 24/7 monitoring of cash movement via nationwide vehicles network, correction of process deviations across transportation and vault operations, ensuring operational accuracy and implementing corrective actions to address any incorrect practices. For vaults, this includes real-time password generation for vaults access, allowing remote authorization, reducing the risks associated with exclusive local management operation. None of our vaults can be opened without the required check, controls and intervention of our National Operations Centre, following a thorough verification of the vault officers and an assessment of service requirements. For vehicles control, our National Operations Centre monitors vehicles transporting cash, particularly those in high-risk scenarios. In addition, the National Operations Centre oversees and manages the security systems installed in vehicles, vaults, and offices, and responds to any triggered security alerts and takes prompt action to support both field and office staff.

Our cash management system (SCO) is designed to provide operational control over cash logistics and processing. In the logistics component, it enables the creation of detailed route plans, including service points, crew assignments, and vehicle allocations, along with automatic trip sheet generation and seamless service reporting. In terms of cash processing, the system ensures full traceability of cash from collection to the vaulting point. Our cash processing centres have been built using Prosegur's support to minimize operational risks and to increase cash processing productivity, following new and international standards in India. It features advanced security systems like a control room supervised from our National Operations Centre, general purpose and counting desks cameras, interlocking doors and seismic sensors, alongside a layout designed to facilitate efficient workflows and reduce errors. Additionally, we offer a cash forecasting solution that optimizes cash availability and reduces costs for banks, using specialized software and staff to analyse historical cash data and predict future requirements. It has been implemented by Prosegur in over 25 countries since 2004, and around 100,000 cash points have been incorporated. Our forecasting tool leverages artificial neural network technologies to provide an initial prediction of future cash demand and supply, which can be refined by analysts. The software is specifically designed to forecast cash demand patterns and account for unique events impacting cash usage, utilizing non-linear equations rather than traditional linear formulas. By comparing the actual cash demand with the forecasted cash levels at selected cash points over an agreed period, without disrupting business operations, we can assess the effectiveness and benefits of such forecast. Our mobile

applications, designed to capture service data from the point of service through to payroll and billing, ensure accuracy and efficiency. By minimizing errors, they provide greater visibility into our operations and streamline processes. For cash reconciliation, we use our audit and reconciliation tool (CYCLO) to track discrepancies by consolidating data from multiple sources, such as client indents, mobile apps information, and audit details. This system links to our cash management system (SCO) and ERP, allowing for swift and automatic resolution when cash discrepancies are detected, ensuring efficient management of cash movements and minimizing losses.

Our operations are technology driven. For our cash logistic operations, we provide vehicles that are equipped with CCTV cameras that enable recording and GPS tracking with online surveillance, ensuring comprehensive monitoring. Further, our fleet app tracks total route fuel consumption minimizing fuel pilferage and provides the necessary data for measuring drivers' performance. All our cash logistic services are supported by our in-house mobile applications (SOL mobile), which collect necessary data from the service point, facilitating the required route details to our crew, and gives visibility to our logistic operations local teams by submitting online information of services fulfilment, and in the case of our doorstep banking services, allows our clients to receive immediate notifications via SMS and email regarding their cash collections and deliveries. We also capture main service images at every cash point through our apps, index them across our systems and store them in the cloud, simplifying and speeding up reconciliation while strengthening our ability to contest cash discrepancies. Our crew follows an alternate route strategy for enhanced security and is rotated at fixed intervals to minimize operational risk. Additionally, our high-risk secured vehicles technology includes features such as continuous monitoring of high risk cash vehicles, which are defined daily according to routes composition, from our National Operations Centre, geofenced routes to trigger an alarm if the route is altered, one-time combination-enabled locks for cash load door opening, online CCTV monitoring of crew and cargo, remote engine stoppage capability, independently of the crew's actions, and door opening alarms. These vehicles also feature a panic alarm switch that triggers an immediate alert to the National Operations Centre in emergency situations, followed by an SMS alert and an interactive voice response call to the crew.

Our first level maintenance services are monitored locally from our regional call centres and centrally from our corporate call centre to ensure that turnaround time service commitments are met. To exceed client expectations, we have deployed dedicated first level maintenance custodians to reinforce ATM route crews. In response to recent regulations from the RBI and MHA in 2018, we began offering cash replenishment services under the cassette swap model. This adaptation involved key adjustments to our vehicles, software systems, and infrastructure, allowing us to align operations with client requirements while ensuring full traceability of cassette movements throughout the service cycle. Our cash management system (SCO) ensures full traceability by maintaining records of cassette seals and their verification throughout the entire service chain—from the cash vault, through the cassette cash filling process, to the return of the cassettes after service completion. These enhancements have strengthened security, improved operational control, and facilitated the identification of any cash discrepancies. Our results show an improvement in ATM uptime, decrease on client complaints and cash utilization improvement compared to former cash top-up operational mode. Further, we utilize RMS, a reporting tool developed by us, to generate ATM operations reports, capturing seamless data from mobile applications / handhelds used by our crew, from the point of service, eliminating manual work and reducing reporting errors.

Further, towards our sustainability efforts, we have deployed two electric vehicles on routes handling value cargo solutions and have implemented a green doorstep banking initiative—a QR-based paperless system for services fulfilment.

Our cash assistant-cash peon /cash processing outsourcing software solution captures staff attendance and daily production data from bank currency chests in which we operate, consolidating this information at various levels to provide enhanced visibility for bank management and our operations, while also establishing performance benchmarks. Furthermore, our CashToday online software solution for back-end service for retail businesses, provides our clients with the ability to track transactions on a real time basis. It enables retail owners to better manage cash flow and track cash sales, giving them the tools to take informed, proactive actions.

Our one-time combination software solution has garnered the interest of a client who offers support services for a bank's on-site ATMs, which are serviced by their own staff. As a result, we now train the bank's staff and provide them with the keys and passwords to access the ATMs, all while adhering to our security protocols.

We have a disaster recovery plan in place for our IT infrastructure for enabling us to sustain critical IT services during and after disruptions, with a focus on minimizing downtime and ensuring the organization's ability to continue meeting its business objectives. Our disaster recovery servers are located in Chennai, mirroring the primary servers based at our Corporate Office. In addition, we have implemented cybersecurity measures to protect against threats such as fraud, hacking, and phishing. These measures include email security gateways, firewalls, and endpoint security, all of which are actively monitored through a security information and event management tool to ensure continuous protection. Further, our mobile communications data are encrypted, and we follow standard industry practices, including user authentication and

password protection for accessing systems. We also enforce USB port blockage on computers, conduct systematic backups, and maintain hardware inventory and control throughout the entire lifecycle of our hardware equipment.

SALES AND MARKETING

Our sales and marketing strategy is focused on maintaining relationships with existing clients, increasing our penetration by offering both traditional cash services and new cash solutions to increase our volumes and services, and increasing our client base. We aim to expand our client base and deepen our presence across India to meet the varying needs of both existing and new clients. By engaging with our clients, we seek to understand their needs, obtain feedback, and develop new services or improve existing ones, bringing added value in our relationships. This involves strengthening and expanding our existing relationships with the clients we serve, enabling us to market and cross-sell our diverse range of services. We aim to achieve this by offering services that can be utilized across their various business lines. Our sales efforts and strategy are overseen by our business line heads, supported by regional sales teams, regional heads and branch heads, who are responsible for driving sales across their assigned territories. Our marketing efforts are led by a marketing head, who coordinates with business line heads to plan and execute external campaigns, marketing initiatives, and actions. We acquire new clients through various channels, including referrals, participation in exhibitions and fairs, market intelligence, and on-the-ground presence. We also make use of digital platforms such as social media, email marketing, YouTube, and our website.

CLIENTS

Our marquee clients include four of the 10 largest Indian public sector banks (in terms of gross advances as at March 31, 2024), namely Union Bank of India, Central Bank of India, State Bank of India and an Indian public sector bank, and four of the 10 largest Indian private sector banks (in terms of gross advances as at March 31, 2024), namely HDFC Bank Limited, Axis Bank Limited, ICICI Bank Limited and IDBI Bank Limited (*source: CRISIL Report*). We cater to a wide range of their outsourcing needs, while also curating customized solutions to meet their specific requirements. This has enabled us to transform into a bank outsourcing solutions company. We also serve managed service providers, retail chains, NBFCs, non-banking public sector undertakings, logistics players, railways, pharmacies, hospitals, metros, educational institutions and universities, tea gardens, visa and passport application centres, and retail petroleum distribution outlets. Our relationship with clients is built on ongoing collaboration, starting with an initial business needs assessment, followed by regular client satisfaction surveys, and supported by dedicated national operators available 24/7.

The following tables provides a breakdown of revenue by client category and the percentage of total revenue from operations attributed to each category for the periods indicated below.

Client category	For the nine months ended December 31, 2024	
	Revenue from operations (₹ in million)	% of revenue from operations
Banks	4,045.53	76.35%
Managed service providers	904.85	17.08%
Retailers and others	348.20	6.57%
Revenue from operations	5,298.58	100.00%

Client category	Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Revenue from operations (₹ in million)	% of revenue from operations	Revenue from operations (₹ in million)	% of revenue from operations	Revenue from operations (₹ in million)	% of revenue from operations
Banks	4,835.39	76.29%	4,126.65	75.99%	2,995.22	76.29%
Managed service providers	1,272.84	20.08%	1,142.65	21.04%	853.15	21.73%
Retailers and others	230.01	3.63%	161.03	2.97%	77.50	1.97%
Revenue from operations	6,338.25	100.00%	5,430.34	100.00%	3,925.87	100.00%

We have long-standing relationships with certain of our clients. For details, see “– Our Strengths - Due to our long-standing relationships with Indian public and private sector banks, we have been able to generate cross-selling opportunities, to become an established player in bank outsourcing solutions.” on page 179.

For further details, see “Risk Factors – We derive a substantial portion of our revenue from a limited number of clients. If one or more of our key clients ceased doing business with us or substantially reduced its dealings with us or we renewed

our contracts with them on less favorable terms, our revenues could decline, which could have an adverse effect on our business, results of operations, cash flows and financial condition” on page 30.

SUPPLIERS

We have partnered with global and domestic suppliers to provide quality services and products to our clients across various stages of the cash cycle. We have built relationships with suppliers to deliver tailored solutions that meet clients’ needs at various stages of the cash cycle. Our suppliers provide outsourced personnel, as well as vehicle monitoring and tracking systems, such as GPS, to support our operations. They also supply operational consumables, including boxes, bags, locks, and other items critical to our services. Additionally, our suppliers offer cash processing machinery and annual maintenance contracts, ensuring the ongoing availability, reliability and performance of our equipment.

RISK MANAGEMENT

We have implemented risk management processes to ensure the safety and reliability of our operations. Our risk management framework is audited both internally and externally, being subjected to client audits. We follow a risk assessment process that identifies, categorizes, and evaluates potential risks, whether strategic, business-related, or operational. Our framework includes processes and guidelines to manage operational risks, and to minimize losses to our clients and us. Since our inception, we have established an independent internal audit team, strategically distributed across India, reporting directly to our Chief Executive Officer. This team conducts routine, surprise, mass cash audits and process audits across our services, considering various operational variables. They undertake on-site visits to all branches to ensure compliance and utilize our proprietary software to facilitate factual reporting and automate necessary actions. Our standard operating procedures and audit mechanisms are supported by an ISO 9001:2015 certified quality management system continuously since 2001.

Our operational processes are jointly analysed by the operations and risk teams to create standard operating procedures which outline the most efficient way to perform tasks while managing its inherent risks. The standard operating procedures outline not only the steps for performing operations but also include the necessary records, controls, and, where applicable, the technology required to effectively manage them. These standard operating procedures are documented, and key aspects are incorporated into company policies and into individual, department, branch and region based performance indicators, forming part of our comprehensive audit programs. The results of these indicators are used as input for employee performance evaluations and, consequently, help shape their annual compensation review. Further, we have a whistleblower policy in place for our staff.

We have received a satisfactory certificate from the Currency Cycle Association, a self-regulatory organization for the cash logistics industry as per the RBI notification on “*Cash Management Activities of the Banks – Standards for engaging the Service Provider and its sub-contractor*” dated April 6, 2018, in respect of cash logistics outsourcing activities for all the cities in which we have been audited. To ensure the highest standards of security and reliability, our employees undergo comprehensive training, and further accreditation by the Currency Cycle Association. We have steadily increased training for our staff, reaching 25 hours of training per employee per year. We also have policies in place to promote employees’ adherence to standards and minimizing deviations, which include rewarding and recognizing employees who demonstrate exemplary behaviour. Additionally, we require and verify the necessary licenses for staff wishing to work at our Company, along with police verifications. We have implemented a four-layer verification process to ensure the integrity and reliability of our employees. This process includes reference checks, address verification, and assessments of all direct staff conducted by an independent third party, which provides an individual report for each person. If any individual does not receive an overall positive assessment, as per the report, they are not permitted to work at our Company. Our staff utilizes our proprietary technology to enhance operational control and productivity. For details, see “- *Operational Controls and Technology Infrastructure*” on page 198. Our secured vehicles are also monitored both locally and from our National Operations Centre, the latter by a dedicated team independent of daily operations. Additionally, as at December 31, 2024, we are one of the few cash logistics companies in India belonging to both the Cash Logistics Association and the Currency Cycle Association (which together represent over 90% of the Indian cash logistics industry) and to hold a license under the Private Security Agencies (Regulation) Act, 2005 for all the states in India in which our Company operates (*source: CRISIL Report*). This license imposes additional requirements and obligations on our Company, and we believe that holding the same provides further assurance to our clients.

Discrepancies in cash balances or cash shortages are identified through daily assessments of our reconciliation mechanism, supported by our own audit and reconciliation tool (CYCLO). Once identified, these discrepancies are thoroughly investigated to establish culpability, and the responsible individuals are held accountable. In cases where cash shortages or reconciliation discrepancies are found to be caused by misconduct, disciplinary actions are taken, which may include

termination of employment. Actions are taken through an automatic route through our systems integrated platform, which does not allow manual intervention, ensuring objectiveness and transparency.

ENVIRONMENT, SAFETY AND HEALTH

We endeavour to adhere to laws and regulations relating to protection of health, employee safety and the environment.

We have adopted an environmental policy in accordance with the international standard ISO 14001:2015, aimed at achieving, among other things, sustainable development, including through the establishment of an environmental management system to comply with relevant laws and regulations, integrating environmental considerations into business planning and decision-making, providing training to employees to ensure individual responsibility for the environment and its continual improvement, and implementing regular audits to ensure compliance with standards, laws, and best practices.

We are committed to minimizing our business' environmental impact. Regarding the same, the primary concern arises from the emissions of the secured vehicles used in our operations. We are committed to minimizing this impact and have implemented and are continuing to explore both technical and logistical solutions to reduce emissions and improve sustainability across our fleet. To maintain fuel efficiency and control emissions, we conduct regular driver training programs. Additionally, we set kilometre per litre fuel targets for each commercial vehicle based on factors like age, condition, and terrain, with performance regularly monitored through an in-house app. We also organize certified pollution checks and regular servicing for our commercial vehicles. We measure and monitor the environmental impact of our logistic operations in terms of tonnes of carbon dioxide emissions. Through our continuous efforts, we have reduced our emission rate from 0.222 kg of carbon dioxide per kilometre in 2020 to 0.214 kg per kilometre in 2024, which was driven by improved fuel efficiency (kilometres per litre) of our vehicles and the implementation of initiatives, such as the adoption of compressed natural gas as a fuel for our secured vehicles in Delhi and electric vehicles, in line with applicable laws.

We have implemented a green initiative by adopting paperless operations for our doorstep banking services, through a QR-based system.

As a result of all the aforesaid initiatives and their tangible results, we were able to obtain the ISO 14001:2015 certification, demonstrating our commitment towards environmental management. We have been selected by the European Union Delegation to India and the European Business and Technology Centre (EBTC) as part of the distinguished group of European business champions in terms of establishing climate and sustainability targets in support of the "EU Excellence in India Programme".

We carry out our activities while following appropriate standards of work safety and our working conditions seek to promote a healthy and safe work environment. We have a health and safety policy that is aimed at ensuring the safety of our employees and third-party sourced personnel and the people working in and around our business. We believe that accidents and occupational health hazards can be significantly reduced through a systematic analysis and control of risks and by providing appropriate training to our management and workforce.

We have implemented a range of health and safety measures to ensure a secure working environment for our employees and the third-party sourced personnel, and the public. These include comprehensive guidelines for road safety, as well as health and safety protocols across our operations. Some of the key measures taken involve prompt accident reporting and the immediate notification of hazardous conditions or faulty equipment, including vehicles, to supervisors as part of our proactive accident prevention strategy.

Our cash processing centres are designed to prioritize safety, incorporating fire suppression systems, emergency exits, high-pressure cleaning installations and air filtration to protect our personnel, which we believe will further enable us to improve employee retention.

INTELLECTUAL PROPERTY

We rely on a combination of intellectual property laws to protect our intellectual property. As on the date of this Draft Red Herring Prospectus, our Company has registered eight trademarks in India, including  for which we have obtained valid registration certificates under various classes from the Trade Marks Registry, Government of India under the Trade Marks Act, 1999, as amended.

Pursuant to the Co-Brand Agreement, our Company has been granted a conditional, restricted, revocable, royalty-free, non-exclusive, non-transferable, non-assignable and non-sub licensable license to use the trademarks "SIS" and "Prosegur" as part of our brand name for the purpose of conducting our business. For more details on the Co-Brand Agreement, see

“History and Certain Corporate Matters-Key terms of other material agreements-Co-Brand Agreement between Prosegur, SIS and our Company (“Co-brand Agreement”) dated February 9, 2012” on page 218.

For further details of our intellectual property, see *“Government and Other Approvals – Intellectual Property”* on page 381.

INSURANCE

Our operations are subject to certain risks such as the risk of embezzlement by our employees and third-party sourced personnel, risk of equipment failure, work accidents, theft, burglary, vandalism, fire, earthquakes, flood and other force majeure events, acts of terrorism and explosions, including hazards that may cause injury and loss of life, severe damage to and the destruction of property, equipment or cash that is in our possession, and environmental damage. We insure our risks in a structured manner to ensure that our clients can rely on our services. This approach ensures comprehensive coverage for the risks associated with both our business activities and our clients’ goods. These policies are underwritten to ensure that the associated risks are effectively distributed. Our principal types of insurance coverage include directors and officers liability insurance, fidelity guarantee insurance, insurance for our machines, fire and burglary insurance, marine cargo open policy insurance, employment practice liability insurance, commercial vehicle insurance, and terrorism insurance. Our policies may expire in the normal course of our operations and we typically renew our insurance policies in a timely manner. As an organization, we ensure that all our risks are covered in line with industry norms and in accordance with our risk assessment and the requirements of our key clients. However, our policies are subject to standard limitations. For example, in the case of our marine cargo open policy, limitations apply with respect to the maximum amount that can be claimed.

For details on risks related to our insurance policies, see *“Risk Factors – Our insurance coverage may be inadequate to protect us against all potential losses, which may have an adverse effect on our financial condition, results of operations, and cash flows.”* on page 46.

COMPETITION

The global cash logistics industry is increasingly consolidating, driven by a combination of high entry barriers, stringent regulatory frameworks, and rising operational costs (*source: CRISIL Report*). The Indian cash logistics industry has been consolidating due to the increase in competition, growing client demands and changes in regulations designed in line with international practices to ensure that cash logistics companies meet certain minimum operating standards with respect to the handling of cash (*source: CRISIL Report*). This consolidation is driven by the need for market participants to leverage their scale and geographic footprint to enhance productivity, as well as to make substantial investments in improving assets, technologies and risk management (*source: CRISIL Report*). The ability to invest in and maintain the scale of operations is critical to the success of cash logistics companies as it ensures reliability, security, and nationwide coverage (*source: CRISIL Report*). We may consider opportunities for mergers or acquisitions that may arise which are value-accretive and commercially appropriate for our shareholders and us.

While we compete against different players across different service offerings, we believe that none of our competitors provide the entire suite of products and services that we do. Our main competitors are Brink’s India Private Limited, CMS Info Systems Limited, Radiant Cash Management Services Limited, Securevalue India Limited and Hitachi Cash Management Services Private Limited (*source: CRISIL Limited*). For details in relation to a comparison of the KPIs and certain Ind AS financial measures of our Company with our peer group, see *‘Basis for Offer Price - Comparison of the key performance indicators with listed industry peers’* on page 102.

For more details on competition, see *“Industry Overview”* beginning on page 123.

WORKFORCE

Our workforce comprises our employees and third-party sourced personnel, which include drivers, custodians, loaders, gunmen, cash sorters, vault officers, back-office executives, security and cleaning personnel. For more details, see *“Risk Factors – We are dependent on third-party sourced personnel and if we are unable to obtain such services at reasonable rates it will have an adverse effect on our business, financial condition, results of operations and cash flows. In addition, even if we have already paid the independent contractors who directly engage these personnel, we may be responsible for paying the wages of such personnel if the independent contractors default on their obligations to them, and such obligations could have an adverse effect on our cash flows until such amount is recovered from the independent contractors and on our results of operations and financial condition in the event we are unable to recover such amount from the independent contractors.”* on page 45.

The following table sets forth the numbers of our employees and third-party sourced personnel, as at the dates indicated:

Categories	As at December 31, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
	Number of Employees/ Personnel			
Employees:				
Leadership	2	2	2	2
Senior management	13	14	14	12
Middle management	89	87	70	68
Non-managerial staff-Indirect	574	559	585	548
Non-managerial staff-Direct	11,140	10,405	9,846	8,289
Total employees	11,818	11,067	10,517	8,919
Third-party sourced personnel	5,575	4,768	3,647	2,472
Total	17,393	15,835	14,164	11,391

As at December 31, 2024, none of our branches and offices had unionized employees and personnel provided to us by our third party service providers.

We believe our workforce is one of the critical pillars of our business. Our goal is to drive their performance and productivity by empowering them with relevant training. We have steadily increased training for our staff, reaching 25 hours of training per employee per year. These training sessions are conducted to ensure our employees remain well-informed and adept in their roles. We also host an annual conference to reward and recognize exemplary workforce performance, as well as the best region and branch performances. Furthermore, our reward and recognition program is carried out quarterly at every region, where we celebrate and reward our workforce based on performance. Our security approach aims to minimize interference with operations by implementing non-invasive measures that maintain a controlled and supervised working environment.

As part of our commitment to employee welfare, we cover the cost of the group accident policy. In addition, we take out medical insurance and term insurance policies for our employees. In line with our philosophy of providing the best possible welfare schemes, we have initiated and operate the SIS-Prosecur Employees' Welfare Trust, which is funded by an initial settlement by us and a nominal monthly contribution from employees. This trust provides death benefits and financial assistance during major crises to support the families of deceased employees. Additionally, we introduced a preventive healthcare scheme to help employees maintain good health and work-life balance. This program includes customized health check-ups, health risk assessments, and relevant tests tailored to an individual's age and health condition, in collaboration with an empanelled healthcare provider. Furthermore, in response to the COVID-19 pandemic, we organized a vaccination drive to prioritize the well-being of our workforce and ensure their safety.

The table below sets forth the attrition and the attrition rate of our employees (including Key Managerial Personnel and Senior Management) during the periods indicated.

Particulars	As at and for the Nine months ended December 31, 2024	As at and for the year ended March 31,		
		2024	2023	2022
Attrition of employees for the period/year [A]	3,316	4,630	3,695	2,703
Attrition rate of employees for the period/year [B = A/D] (%)	21.91%	29.50%	26.00%	23.26%
Total employees as at the end of the period/year [C]	11,818	11,067	10,517	8,919
Total employees as at the end of the period/year plus employees who left during the period/year [D = A + C]	15,134	15,697	14,212	11,622

PROPERTIES

Our Company's Registered Office is located at Annapurna Bhawan, Telephone Exchange Road, Kurji, Patna, Bihar, India, 800 001, India, which we utilize pursuant to a lease deed dated September 27, 2011, entered into with Rita Kishore Sinha, mother of one of our Directors, Rituraj Kishore Sinha. The lease is for a period of 11 months, and auto-renews for a period

of 11 months unless terminated by either of the parties to the lease deed. The current lease provides for rent of ₹1,000 per month.

Our Company's Corporate Office, where our National Operations Centre is housed, is located at B-26, Okhla Industrial Area Phase-1, New Delhi, India 110 020, India, which we have leased from Ajit Singh Chadha, by way of a lease deed dated July 29, 2021, which is valid till July 6, 2031.

As at December 31, 2024, our operations were spread across India through our Corporate Office (which houses our National Operations Centre), 15 regional offices, 96 branch and hub offices, 31 processing centres, 50 vaults and eight training centres, each of which are leased.

Except as mentioned above for the lease of the Registered Office premises granted by Rita Kishore Sinha, we have not leased, purchased or sold any properties from/to our Promoters, Promoter Group, Subsidiaries, Directors or Key Managerial Personnel, or any other related person or entity during the last five years preceding the date of this Draft Red Herring Prospectus.

CORPORATE AND SOCIAL RESPONSIBILITY

We seek to be a socially responsible company and we believe that CSR is an integral part of our operations. We have adopted and implemented a CSR policy. The CSR policy aims at enhancing welfare measures of the society based on the immediate and long term social and environment consequences of our activities. This policy guides our CSR activities, focusing on areas such as eradicating hunger, poverty, and malnutrition, promoting preventive healthcare, sanitation, and access to safe drinking water. We also focus on, among other things, education, vocational skill development, gender equality, and the empowerment of children, women, the elderly, and the differently-abled, alongside supporting livelihood enhancement and reducing inequalities faced by socially and economically disadvantaged groups.

The details with respect to our required minimum expenditure on CSR activities and our actual expenditure towards CSR activities for Fiscals 2024, 2023 and 2022 are set forth in the table below:

Particulars	Year ended March 31,		
	2024	2023	2022
	(₹ in million)		
Amount required to be spent during the Fiscal, including deficit of the previous Fiscal, as per Section 135 of the Companies Act, 2013, read with Companies (Corporate Social Responsibility Policy) Rules, 2014 [A]	1.72	0.04	0.04
Amount spent during the Fiscal [B]	1.72	0.04	-
Excess/(deficit) of the amount required to be spent for the Fiscal [C] = [B] – [A]	-	-	(0.04)

As shown in the table above, we did not meet the required minimum expenditure on CSR activities for Fiscal 2022. However, as per applicable law, our Company transferred such unspent amount to a special account within the prescribed period of 30 days from the end of Fiscal 2022, and subsequently spent the amount in Fiscal 2023, in compliance with the applicable law.

KEY REGULATIONS AND POLICIES

The following description is a summary of certain sector-specific statutes, regulations and policies which are applicable to our Company and its business and operations in India. The information detailed below has been obtained from various legislations, including rules and regulations promulgated by regulatory bodies that are available in the public domain. The description set out below is only intended to provide general information to the investors and may not be exhaustive and is neither designed nor intended to substitute for professional legal advice. The statements below are based on the current provisions of Indian law, and remain subject to judicial and administrative interpretations thereof, which are subject to change or modification by subsequent legislative, regulatory, administrative, or judicial decisions.

Taxation statutes such as the Income Tax Act, 1961, the relevant goods and services tax legislation and other miscellaneous regulations apply to us as they do to any company in India. For details of government approvals obtained by our Company in compliance with these regulations, see “Government and Other Approvals” on page 378.

INDUSTRY-SPECIFIC LEGISLATIONS

Private Security Agencies (Regulation) Act, 2005 (“PSARA”)

The PSARA is the primary legislation for the regulation of private security agencies in India. Any person or body of persons other than a government agency, department or organisation engaged in the business of (a) providing private security services or (b) providing training to private security guards or their supervisors or (c) providing private security guards to any industrial or business undertaking or a company or any other person or property, are regulated by the PSARA, and are required to obtain a license for undertaking such activities.

A license granted under PSARA is valid for a period of five years, unless cancelled earlier. In this regard, the PSARA sets forth eligibility requirements to become a private security guard and eligibility conditions for obtaining a license for employing or engaging of private security guards. It also authorises state governments to frame rules for issuance of licenses and prescribes conditions for cancellation and suspension of licenses. Carrying on or commencing the business of a private security agency without a valid licence is an offence punishable with imprisonment for a term of up to one year, or with fine which may extend to ₹ 25,000, or with both. Private security agencies licensed under the PSARA are required to obtain prior permission for providing private security services abroad.

Conditions for commencement of operations and engagement of supervisors outlined in the PSARA require the licensee to, *inter alia*, commence activities within six months of obtaining the license, impart training and skills to its private security guards and supervisors and employ such number of supervisors as specified under the state specific rules. Every private security agency is required to maintain a register containing details of its managers, private security guards, customers and other prescribed details as may be specified by respective state governments. In the event of non-compliance with one of the conditions prescribed in the PSARA, namely, appointment of eligible staff or failure to impart requisite training, the private security agency shall be punishable with a fine extending to ₹ 25,000 and can also be subject to suspension or cancellation of its license. Additionally, upon non-compliance with laws mentioned below, the licenses under the PSARA of private security agencies may be cancelled:

- (i) The Payment of Wages Act, 1936⁽¹⁾
- (ii) The Minimum Wages Act, 1948⁽¹⁾
- (iii) The Employees' Provident Funds and Miscellaneous Provisions Act, 1952⁽²⁾
- (iv) The Payment of Bonus Act, 1965⁽¹⁾
- (v) The Contract Labour (Regulation and Abolition) Act, 1970
- (vi) The Payment of Gratuity Act, 1972⁽²⁾
- (vii) The Equal Remuneration Act, 1976⁽¹⁾
- (viii) The Industrial Disputes Act, 1947⁽³⁾
- (ix) The Inter-State Migrant Workmen (Regulation of Employment and Conditions of Service) Act, 1979

(1) The Code on Wages 2019 proposes to subsume the Equal Remuneration Act, 1976, the Minimum Wages Act, 1948, the Payment of Bonus Act, 1965 and the Payment of Wages Act, 1936. The provisions of this code will be brought into force on a date to be notified by the Central Government, with certain of the provisions thereunder notified already. In pursuance of the code, the Code on Wages (Central Advisory Board) Rules 2021 have been notified, which prescribe, among others, the constitution and functions of the Central Advisory Board set up under the Code on Wages, 2019.

(2) The Code on Social Security, 2020, received the assent of the President of India on September 28, 2020. Section 142 of the Code on Social Security, 2020, has been brought into force from May 3, 2021, by the Ministry of Labour and Employment, Government of India, (“MLE”) through a notification dated April 30, 2021. The MLE, vide a notification dated May 3, 2023, appointed May 3, 2023 as the effective date for enforcing certain provisions of the Social Security Code relating to the employees’ pension scheme, *inter alia*, (a) to empower the Central Government to frame a scheme to be called the employees’ provident fund scheme; and (b) to subsume certain provisions of the Employees’ Pension Scheme, 1995 (“EPS”) with the Social Security Code, and repeal the corresponding provisions pertaining to EPS under the EPF

- Act. The provisions of this code will be brought into force on a date to be notified by the Central Government, with certain of the provisions thereunder notified already. The code proposes to subsume, among others, the Employee's Compensation Act, 1923, the Employees' State Insurance Act, 1948, the Employees' Provident Funds and Miscellaneous Provisions Act, 1952, the Maternity Benefit Act, 1961 and the Payment of Gratuity Act, 1972. The Ministry of Labour and Employment, Government of India has notified the draft rules relating to Employee's Compensation under the Code on Social Security, 2020 on June 3, 2021, inviting objections and suggestions, if any, from the stakeholders. Further, draft rules under the Code on Social Security, 2020, were notified on November 13, 2020. The draft rules propose to subsume, among others, the Employees' State Insurance (Central) Rules, 1950 and the Payment of Gratuity (Central) Rules, 1972.
- (3) The Industrial Relations Code 2020 proposes to subsume three existing legislations, namely, the Industrial Disputes Act, 1947, the Trade Unions Act, 1926 and the Industrial Employment (Standing Orders) Act, 1946. The provisions of this code will be brought into force on a date to be notified by the Central Government and it received the assent of the President of India on September 28, 2020.

Rules for Administration of Private Security Agencies

The Central Government had framed the Private Securities Agencies Central Model Rules, 2006. Now, The Ministry of Home Affairs ("MHA") has notified the Private Security Agencies Central Model Rules, 2020 ("PSA Model Rules") (in supersession of earlier model rules of 2006). Further, State Governments, while making any rules in respect of matters under the PSARA, are required to conform to the PSA Model Rules. The PSA Model Rules set out, *inter alia*, the verification process for private security agencies, conditions of training, standard of physical fitness for security guards, minimum number of supervisors, manner of application/renewal and conditions of license. Pursuant to the PSA Model Rules, numerous states have framed rules in relation to registration and licensing of private security agencies.

Private Security Agencies (Private Security to Cash Transportation Activities) Rules, 2018

The Ministry of Home Affairs on August 08, 2018, issued the Private Security Agencies (Private Security to Cash Transportation Activities) Rules, 2018, which lay down guidelines for standard operating procedures for providing security by the private security agencies to cash transportation activities. These guidelines among other things, require the private security agency to obtain licence under the PSARA, for the use of specially-designed and fabricated cash vans and live GPS tracking of cash vans, stipulate a cash carrying limit of ₹ 5 crore per trip and use of secured cash vans for carrying cash for more than ₹ 10 lakhs per trip, mandate training and certification of security personnel, as well as require that besides a driver, two adequately trained armed security guards and two ATM officers or custodians to board each cash van, and that no ATM should be replenished with cash or cash transportation activities be undertaken after 9 pm in the cities and 6 pm in rural areas.

RBI circular on 'Cash Management activities of the banks – Standards for engaging the Service Provider and its sub-contractor dated April 6, 2018

The above circular dated April 06, 2018, has imposed certain minimum standards which must be prescribed for a service provider/sub-contractor by banks proposing to enter into arrangements for cash management activities, which include, *inter alia*, the following:

- (a) Minimum net worth requirement of ₹10,00,000,000 for all future outsourcing agreements, which shall be maintained at all times. In case of existing outsourcing agreements, the banks who are outsourcing the service providers shall ensure that the above minimum net worth requirement should have been met as on March 31, 2019 (audited balance sheet to be submitted to the bank concerned by June 30, 2019), or at the time of renewal of the agreement, whichever is earlier, and maintained thereafter;
- (b) Minimum fleet size of 300 specifically fabricated (GPS enabled) cash vans which can be either owned or leased, the vans should be specially designed and fabricated light commercial vehicle having separate passenger and cash compartments with a CCTV (covering both the compartments);
- (c) Every cash van shall accommodate, in addition to a driver, 2 custodians and 2 armed gunmen with fully functional weapons and valid gun licenses;
- (d) Each cash van should be GPS enabled and monitored live with geo-fencing mapping with the additional indication of the nearest police station in the corridor emergency;
- (e) Each cash van should have tubeless tyres and wireless communication hooters. The van should not follow the same route and timing repeatedly so as to become predictable. Night movement of the cash van should be discouraged;
- (f) Proper documentation including a letter from remitting bank should be invariably carried in the cash van, at all times, particularly for inter-state movement of currency;

- (g) The ATMs operations should be carried out only by certified personnel who have completed minimum hours of classroom learning and training. The content of such training may be certified by self-regulatory organisation (SRO) of cash-in-transit companies/cash replenishment agencies (CRAs) who may tie up with other agencies;
- (h) All staff associated with cash handling shall be trained and be certified through accreditation process done by an SRO or another designated certification body, and character / antecedent verification must be done meticulously;
- (i) Vaults in the cash vans shall be equipped with all fire safety gadgets, along with other security systems like emergency and burglary alarms, CCTV monitoring (with recording for at least 90 days), hotline with the nearest police station, lighting power back-up and interlocking vault entry doors;
- (j) Critical information like customer account data shall be highly secure, with access of the switch server restricted only to the banks and only relevant information shall be disclosed to the service provider; and
- (k) Adherence by private security agencies working with cash management companies to additional regulations / guidelines with respect to security as prescribed under PSARA.

RBI circular on ‘Cassette – Swaps in ATMs dated April 12, 2018’

The circular dated April 12, 2018, advises all banks to use lockable cassettes in their ATMs which shall be replaced at the time of cash replenishment, by cash management companies. Banks have been advised to implement the above in a phased manner covering one-third ATMs operated by the banks every year, such that all ATMs achieve cassette swap by March 31, 2021, which is further extended till March 31, 2022, via a circular dated July 12, 2021. Further, banks have also been directed to submit quarterly reports within seven days of the end of the quarter, starting from the quarter ended September 2021, on the progress of the cassette swapping in ATMs.

RBI circular on ‘Outsourcing of Cash Management – Reconciliation of Transactions dated May 14, 2019’

The circular dated May 14, 2019, outlines procedures for cash management in outsourcing arrangements for ATMs. Cash indents by the service provider must be made at least one day in advance (T-1), in coordination with the chest/nodal branch, with a maximum of one cash withdrawal point per centre (two for metropolitan areas). Reconciliation of transactions between the bank, service provider, and sub-contractors must occur by T+3. In case of disputes or security issues, the bank may provide access to ATM video footage to the service provider and its sub-contractors. Additionally, the bank encourages the service provider to implement a digital records management system for reconciliation and maintain a database of employees with unique identification codes to ensure clean records, in line with industry standards.

RBI circular on ‘Security Measures for ATMs dated June 14, 2019’

The circular dated June 14, 2019, advises all banks to enhance the security of their ATMs by implementing several key measures. Firstly, all ATMs must be equipped with digital one time combination locks for cash replenishment. Additionally, banks have been advised to ensure that all ATMs are structurally grouted to a wall, pillar, or floor by September 30, 2019, with the exception of ATMs located in highly secured premises such as airports, which already have adequate CCTV coverage and are guarded by state or central security personnel. Furthermore, banks have been encouraged to roll out a comprehensive e-surveillance mechanism at their ATMs to ensure timely alerts and quick responses to any security threats. Non-compliance with these measures will attract regulatory action, including penalties. These steps have to be implemented in addition to the existing security guidelines issued by the RBI.

GENERAL LEGISLATIONS

Motor Vehicles Act, 1988 (“Motor Vehicles Act”)

The Motor Vehicles Act, and the rules prescribed thereunder regulate all aspects of motor vehicles in India, including licensing of drivers, registration of motor vehicles, control of motor vehicles through permits, special provisions relating to state transport undertakings, insurance, liabilities, offences, and penalties. Accordingly, the Motor Vehicles Act places a 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. Further, the Motor Vehicles Act prohibits a motor vehicle from being used as a transport vehicle unless

the owner of the vehicle has obtained the required permits authorising him to use the vehicle for transportation purposes.

The Central Motor Vehicles Rules, 1989, rules prescribed under the Motor Vehicles Act, sets 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. The Motor Vehicles (Amendment) Act, 2019 was enacted by the Parliament in August 2019 to amend the Motor Vehicle Act, 1988 and introduce new traffic rules for road safety. Along with stiffer penalties for traffic violations, the Motor Vehicles Act provides for new rules pertaining to grants of licenses and permits and vehicle fitness standards.

The Motor Transport Workers Act, 1961 (the “MTW Act”)

The MTW Act regulates the welfare of motor transport workers and the conditions of their work. Every motor transport undertaking employing five or more motor transport workers is required to comply with the provisions of the MTW Act. Among other provisions, the MTW Act stipulates compliances pertaining to working hours, payment of wages and protection of the welfare and health of employees. Any contravention of a provision regarding employment of motor transport workers is punishable with imprisonment or with fine.

The Information Technology Act, 2000 (“IT Act”) and the rules made thereunder

The IT Act seeks to (i) provide legal recognition to transactions carried out by various means of electronic data interchange and other means of electronic communication, commonly referred to as “electronic commerce”, involving alternatives to paper-based methods of communication and storage of information, (ii) facilitate electronic filing of documents, and (iii) create a mechanism for the authentication of electronic documentation through digital signatures. The IT Act facilitates electronic commerce by recognizing contracts concluded through electronic means, protects intermediaries in respect of third-party information liability and creates liability for failure to protect sensitive personal data. The IT Act also prescribes civil and criminal liability. Including fines and imprisonment, for computer related offences including those relating to unauthorized access to computer systems, tampering with or unauthorised manipulation of any computer, computer system or computer network and, damaging computer systems and creates liability for negligence in dealing with or handling any sensitive personal data or information in a computer resource and in maintaining reasonable security practices and procedures in relation thereto.

The IT Act empowers the Government of India to formulate rules with respect to reasonable security practices and procedures and sensitive personal data. In exercise of this power, the Department of Information Technology, Ministry of Electronics and Information Technology, Government of India, in April 2011, notified the Information Technology (Reasonable Security Practices and Procedures and Sensitive Personal Data or Information) Rules, 2011 (“IT Security Rules”) prescribe directions for the collection, disclosure, and transfer of sensitive personal data by a body corporate or any person acting on behalf of a body corporate. The IT Security Rules require every such body corporate or person who on behalf of the body corporate receives, stores or handles information to provide a privacy policy for handling and dealing with personal information, including sensitive personal data, publishing such policy on its website. The IT Security Rules further require that all such personal data be used solely for the purposes for which it was collected, and any third-party disclosure of such data is made with the prior consent of the information provider, unless contractually agreed upon between them or where such disclosure is mandated by law.

The Digital Personal Data Protection Act, 2023 (“DPDP Act”)

The Parliament passed the DPDP Act on August 9, 2023. The DPDP Act, once notified, will replace the existing data protection provision, as contained in Section 43A of the IT Act. The DPDP Act provides for the processing of digital personal data in a manner that recognises both the rights of individuals to protect their personal data and the need to process personal data for lawful purposes and matters incidental thereto. The DPDP Act provides that personal data may be processed only for a lawful purpose after obtaining the consent of the data principal to whom the personal data relates, or for certain legitimate uses. A notice must be given before seeking consent.

LABOUR LEGISLATIONS

In addition to the above, the various labour and employment related legislation that may apply to our operations, from the perspective of protecting the workers' rights and specifying registration, reporting and other compliances, and the requirements that may apply to us as an employer, would include, among others, the following:

- i. Contract Labour (Regulation and Abolition) Act, 1970;
- ii. Relevant state specific shops and commercial establishment legislations;
- iii. Employees' Provident Funds and Miscellaneous Provisions Act, 1952;
- iv. Employees' State Insurance Act, 1948;
- v. Minimum Wages Act, 1948;
- vi. Payment of Bonus Act, 1965;
- vii. Payment of Gratuity Act, 1972;
- viii. Payment of Wages Act, 1936;
- ix. Maternity Benefit Act, 1961;
- x. Child Labour (Prohibition & Regulation) Act, 1986
- xi. Equal Remuneration Act, 1976;
- xii. Employment Exchange (Compulsory Notification of Vacancies) Act, 1959;
- xiii. Employees' Compensation Act, 1923;
- xiv. Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013;
- xv. Code on Social Security, 2020⁽¹⁾;
- xvi. Industrial Relations Code, 2020⁽²⁾; and
- xvii. Code on Wages, 2019⁽³⁾

- (1) The Government of India enacted 'The Code on Social Security, 2020' received the assent of the President of India on September 28, 2020. Section 142 of the Code on Social Security, 2020, has been brought into force from May 3, 2021, by the Ministry of Labour and Employment, Government of India, ("MLE") through a notification dated April 30, 2021. The MLE, vide a notification dated May 3, 2023, appointed May 3, 2023 as the effective date for enforcing certain provisions of the Social Security Code relating to the employees' pension scheme, inter alia, (a) to empower the Central Government to frame a scheme to be called the employees' provident fund scheme; and (b) to subsume certain provisions of the Employees' Pension Scheme, 1995 ("EPS") with the Social Security Code, and repeal the corresponding provisions pertaining to EPS under the EPF Act. The provisions of this code will be brought into force on a date to be notified by the Central Government, with certain of the provisions thereunder notified already. The code proposes to subsume, among others, the Employee's Compensation Act, 1923, the Employees' State Insurance Act, 1948, the Employees' Provident Funds and Miscellaneous Provisions Act, 1952, the Maternity Benefit Act, 1961 and the Payment of Gratuity Act, 1972. The Ministry of Labour and Employment, Government of India has notified the draft rules relating to Employee's Compensation under the Code on Social Security, 2020 on June 3, 2021, inviting objections and suggestions, if any, from the stakeholders. Further, draft rules under the Code on Social Security, 2020 were notified on November 13, 2020. The draft rules propose to subsume, among others, the Employees' State Insurance (Central) Rules, 1950 and the Payment of Gratuity (Central) Rules, 1972.
- (2) The Industrial Relations Code, 2020 received the assent of the President of India on September 28, 2020, and it proposes to subsume three existing legislations, namely, the Industrial Disputes Act, 1947, the Trade Unions Act, 1926 and the Industrial Employment (Standing Orders) Act, 1946. The provisions of this code will be brought into force on a date to be notified by the Central Government.
- (3) The Government of India enacted 'The Code on Wages, 2019' which received the assent of the President of India. The code proposes to subsume the Equal Remuneration Act, 1976, the Minimum Wages Act, 1948, the Payment of Bonus Act, 1965 and the Payment of Wages Act, 1936. The provisions of this code will be brought into force on a date to be notified by the Central Government, with certain of the provisions thereunder notified already. In pursuance of the code, the Code on Wages (Central Advisory Board) Rules, 2021 have been notified, which prescribe, among others, the constitution and functions of the Central Advisory Board set up under the Code on Wages, 2019.

LEGISLATIONS RELATING TO INTELLECTUAL PROPERTY

Trade Marks Act, 1999 ("Trademark Act")

In India, trademarks enjoy protection under both statutory and common law. Indian trademark law permits registration of trademarks for goods and services. The Trademark Act statutorily protects trademarks and prevents use of fraudulent marks in India. Certification marks and collective marks can also be registered under the Trademark Act. An application for trademark registration can be made by individual or joint applicants and can be made on the basis of either use or intention to use a trademark in the future.

Applications for a trademark registration can be made for in one or more international classes. Once granted, trademark registration is valid for ten years unless cancelled. The mark lapses in ten years unless renewed. The Trademark (Amendment) Act, 2010 allows Indian nationals as well as foreign nationals to secure simultaneous protection of trademark in other countries. The Trademark (Amendment) Act, 2010 has been enacted to amend the Trademark Act, which enables Indian nationals as well as foreign nationals to secure simultaneous protection of trademark in other jurisdictions. The amendment also seeks to simplify the law relating to transfer of ownership of trademarks by assignment or transmission and to align the law with international practice.

Copyright Act, 1957 (“Copyright Act”)

The Copyright Act governs the law protecting copyrights in India and defines infringement and provides remedies for the same. Copyright refers to the exclusive right to do or authorise others to do certain acts in relation to original (1) literary, dramatic, or musical works, not being a computer programme; (2) computer programme; (3) artistic work; (4) cinematograph film; and (5) sound recording. The object of the Copyright Act is to protect the author of a copyrighted work from any unlawful reproduction or exploitation. Copyrights subsist during the life of the author/creator of the work and 60 years thereafter in case the author is a natural person. Registration of copyrights can be done by submitting a registration form to the Copyright office. While copyright registration is not a pre-requisite for acquiring or enforcing a copyright, registration constitutes prima-facie evidence of the particulars entered therein and may expedite infringement proceedings.

FOREIGN INVESTMENT AND TRADE REGULATIONS

The Foreign Exchange Management Act, 1999 and regulations framed thereunder

Foreign investment in India is governed by the provisions of Foreign Exchange Management Act, 1999, as amended, along with the rules, regulations and notifications made by the Reserve Bank of India thereunder (“**FEMA Regulations**”), and the FDI Policy.

Foreign investment is permitted (except in the prohibited sectors) in Indian companies, either through the automatic route or the approval route, depending upon the sector in which foreign investment is sought to be made. DPIIT makes policy announcements on FDI through press notes and press releases which are notified by the RBI as amendments to the FEMA Regulations. In case of any conflict, the FEMA Regulations prevail. The regulatory framework, over a period of time, thus, consists of acts, regulations, press notes, press releases, and clarifications, among other amendments. The FDI policy consolidates the policy framework which is in force from October 15, 2020. According to the FDI Policy a private security agency is permitted to have FDI up to 74% of the Company’s issued and paid-up capital on fully diluted basis, wherein FDI up to 49% of the Company’s issued and paid-up capital on fully diluted basis is permitted under the automatic route and beyond FDI 49% and up to 74% of the Company’s issued and paid-up capital on fully diluted basis is permitted under the government route. While the FDI Policy was issued on October 15, 2020, corresponding amendments in the permissible FDI limits for private security companies have not been made in the FEMA NDI Rules till date. In the absence of such corresponding amendments to the FEMA NDI Rules and the restrictions under PSARA, our Company does not propose to raise any foreign capital in the Offer and foreign investors cannot be deemed to own and control our Company. Further, the FDI Policy consolidates and subsumes all the press notes, press releases, and clarifications on FDI and in case of any conflict, the FEMA Regulations prevail. Further, on August 17, 2023, the DPIIT issued standard operating procedures for processing of FDI proposals by ministries/departments, which require proposals to be filed online on the foreign investment facilitation portal. The standard operating procedure also clarify various aspects on the approval process, including timelines, documentation and the competent authorities for the approval of investments in various sectors.

OTHER LEGISLATIONS

In addition to the above, our Company is also required to comply with the provisions of the Companies Act 2013, and rules framed thereunder, and other applicable statutes imposed by the Centre or the State Government and authorities for the Company’s day-to-day business and operations

HISTORY AND CERTAIN CORPORATE MATTERS

Brief history of our Company

Our Company was originally incorporated on September 27, 2011, at Patna, Bihar, India as 'SIS Cash Services Private Limited', a private limited company under the Companies Act, 1956 and was granted a certificate of incorporation by the Registrar of Companies, Bihar and Jharkhand at Patna on the same date. Our Company was then converted into a public limited company under the Companies Act, 2013 pursuant to a special resolution passed by our Shareholders in the EGM held on October 23, 2024, consequent to which, the name of our Company was changed to 'SIS Cash Services Limited' and a fresh certificate of incorporation, consequent upon change of name, was issued to our Company by the Registrar of Companies, Central Processing Centre on November 28, 2024.

Changes in our Registered Office

The Registered Office of our Company is situated at Annapurna Bhawan, Telephone Exchange Road, Kurji, Patna, Bihar, 800 001, India.

There has been no change in the registered office of our Company since its incorporation.

Corporate Office

The Corporate Office of our Company is located at B-26, Okhla Industrial Area, Phase-1, New Delhi, 110 020, India.

Main Objects of our Company

The main objects of our Company as contained in the Memorandum of Association are as disclosed below.

1. *"To carry on the business of conducting cash management services and allied services, including but not limited to, transport of: valuables, cash in its different ways and denominations, foreign currency, jewelry, precious metals and stones, bullion, credit and debit cards, purse and every sort of card holding a monetary value upper to the manufacturing cost, telephone cards, cheques, travellers cheques, lottery and gambling tickets, prepaid tickets holding a monetary value upper to the manufacturing cost and any and all kinds of things of value;*
2. *To carry on the business of valuables counting and processing; valuables storage; valuables management; ATMs and on-site cash devices servicing, including cash replenishment and ancillary services for ATM machines and switching and clearance of ATMs and on-site cash devices;*
3. *To carry on the business of cash forecasting for cash points and providing all kinds of cash management services for financial branches or retail servicing, providing outsourced service related to valuables handling, which could involve the supply of specialized personnel, machinery or both;*
4. *To carry on the business of cash sorting and packaging for customers/clients. In this regard, to engage in the integration of the different software systems with cash processing machinery and transportation including monitoring or traceability of remittances;*
5. *To carry on cash management services for ATM replenishments using security controls and digital recording systems, which cover the entire process of opening bags, counting and detection of incidents and images. To repair and replace damaged components of the ATM, to update the software and firmware, as well as to maintain an adequate stock of spare parts. To ensure comprehensive management of the ATM, including but not limited to checking and filling of ATMs, first line maintenance of the ATM, support throughout the life cycle of the ATM, reports in real time based on network availability, average cash flow, etc.;*
6. *To carry on the business of developing technology involved in the transportation of cash and valuables, including, armored vehicles manufacturing and design expertise; technological devices adaptation and integration in the vehicles; and integration of every tool/device to enhance reliability so as to create automatic interphases;*
7. *To purchase or acquire the cash management services divisions of other entities as a going concern by way of a slump purchase or by any other manner and to acquire other companies engaged in business similar to the business carried out by the Company. To enter into partnership or similar arrangements for sharing of*

profits, union of interest, co-operation, collaboration, reciprocal concession, amalgamation or joint venture with any person, persons, firm or company or other entity carrying on or about to carry on any business or transaction capable of being conducted so as directly or indirectly to benefit the Company and to acquire any such business, which the Company is authorised to carry on;

8. To act as Business Correspondent on behalf of the Banks and Financial Institutions and to undertake the activities of a Business Correspondent (“BC”) in accordance with the extant guidelines on “Financial Inclusion by Extension of Banking Services – Use of Business Correspondents (BCs)” laid down by the Reserve Bank of India (“RBI”) viz., identification of borrowers, collection and preliminary processing of loan applications including verification of primary information/data, creating awareness about savings and other products and education and advice on managing money and debt counselling, processing and submission of applications to banks, promoting, nurturing and monitoring of Self Help Groups/ Joint Liability Groups/Credit Groups/others, post-sanction monitoring, follow-up for recovery, disbursement of small value credit, recovery of principal / collection of interest, collection of small value deposits, sale of micro insurance/ mutual fund products/pension products/other third party products and receipt and delivery of small value remittances/other payment instruments, and such other activities as may be permitted/notified by RBI from time to time and all activities incidental or ancillary thereto.”

The objects clause as contained in the Memorandum of Association enables our Company to carry on the business presently being carried out.

Amendments to the Memorandum of Association in the last 10 years

Set out below are the amendments to the Memorandum of Association of our Company during the 10 years immediately preceding the date of this Draft Red Herring Prospectus:

Date of Amendment/Shareholders’ Resolution	Nature of Amendment
December 29, 2021	1. Clause III. A. 8. was added to the main objects in the Memorandum of Association to reflect the following additional object: <i>“To act as Business Correspondent on behalf of the Banks and Financial Institutions and to undertake the activities of a Business Correspondent (“BC”) in accordance with the extant guidelines on “Financial Inclusion by Extension of Banking Services – Use of Business Correspondents (BCs)” laid down by the Reserve Bank of India (“RBI”) viz., identification of borrowers, collection and preliminary processing of loan applications including verification of primary information/data, creating awareness about savings and other products and education and advice on managing money and debt counselling, processing and submission of applications to banks, promoting, nurturing and monitoring of Self Help Groups/ Joint Liability Groups/Credit Groups/others, post-sanction monitoring, follow-up for recovery, disbursement of small value credit, recovery of principal / collection of interest, collection of small value deposits, sale of micro insurance/ mutual fund products/pension products/other third party products and receipt and delivery of small value remittances/other payment instruments, and such other activities as may be permitted/notified by RBI from time to time and all activities incidental or ancillary thereto.”</i> 2. Clause III. B. 32. was added to the ancillary objects in the Memorandum of Association to reflect the following additional object: <i>“To enter into arrangements and to make necessary or proper steps for providing services to, or acting as intermediary/service provider for or with any person, persons, firm, company, banks, financial institutions or any other entity (including Governments or with other authorities, supreme, national, local, municipal or otherwise of any place) by way of sharing of profits, union of interest, co-operation, collaboration, or reciprocal concession, and carrying on any other related or similar business or transaction so as to directly or indirectly benefit the Company.”</i>
October 23, 2024	Clause I of our MoA was amended to reflect the change in the name of our Company from ‘SIS Cash Services Private Limited’ to ‘SIS Cash Services Limited’ pursuant to the conversion of our Company into a public limited company.
November 20, 2024	Clause V of our MoA was amended pursuant to an increase in the authorized share capital of the Company from ₹ 200,000,000 /- divided into 20,000,000 Equity Shares of ₹ 10 each to ₹ 220,000,000 /- divided into 22,000,000 Equity Shares of ₹ 10 each.

Major events and milestones

The table below sets forth some of the major events and milestones in the history of our Company:

Calendar Year	Particulars
2011	SIS and Prosegur executed the joint venture agreement dated May 25, 2011, for setting up of our Company as a joint venture.
2012	In pursuance of the joint venture agreement between SIS and Prosegur dated May 25, 2011, and the business transfer agreement between SIS and our Company dated December 3, 2011, our Company acquired SIS Limited's cash management services division.
2013	Our Company crossed the line of 5,000 serviced ATMs.
2014	- Our Company carried out operations on more than 1,000 cash routes for the first time. - Our Company acquired the cash logistics business of ISS SDB Security Services Private Limited, continuing operations through our Subsidiary SIS Prosegur Holdings Private Limited.
2016	Our Company acquired the cash and valuable services business of the cash logistics company Scientific Security Management Services Private Limited.
2020	Our Company launched three new services ("New Solutions"), addressed to retails and banks.
2021	Our Company commenced a new service ("New Solution"), addressed to banks.
2022	Our Company crossed the mark of 10,000 employees.
2023	- Our Company crossed the mark of 3,000 secured vehicles. - Our Company exceeded ₹ 5,000 million in restated consolidated revenue for the Fiscal. - First time use of electric vehicles. - Our Company introduced a paperless solution based on QR codes for getting complete data and traceability of retail cash collections.
2024	- Our Company became the fastest growing cash logistics company in India in terms of revenue from operations and profit after tax between Fiscal 2022 and Fiscal 2024. (source: CRISIL Report) - Our Company became the second largest cash logistics player in the Indian cash logistics industry in terms of revenue from operations for the Fiscal. (source: CRISIL Report) - Our Company exceeded ₹ 6,000 million in restated consolidated revenue for the Fiscal.

Key awards, accreditations and recognitions

The table below sets forth certain key awards, accreditations, certifications and recognitions received by our Company:

Calendar Year	Particulars
2017	"Industrial Sector Safety Award CIT and Asset Protection Industry" at the IISM Security and Safety Excellence Awards for outstanding performance in employee safety and safe work procedure
2018	Certificate of appreciation for exhibiting excellence and outperformance in the category "Outperformers in Business More than 50 CVs Owned of the year 2018" at the Mahindra Transport Excellence Awards
2018	Certificate of excellence to SIS Group as the Special Recognition Award at the Mahindra Transport Excellence Awards
2019	Certificate of Commendation for consideration in the "Most Fuel-Efficient Operator of the Year" category. This certificate recognizes the exceptional performance of the top 5 shortlisted businesses in the field of Road Logistics.
2021	Certificate of Registration certifying that our Company has been assessed and registered by Transparent Neutral Veritas as conforming to the requirements of ISO 9001:2015 (Quality Management System) for the scope of secure cash management system including cash replenishment, cash processing, bullion, vaulting and transportation.
2021	Our interest in co-creating and implementing the "EU Excellence in India Programme" as part of a select group of European business champions in India, aiming to help use synergy effects among major players who are committed to set climate and substantiality targets across their operations and value chains, was acknowledged by the European Union Delegation to India and the European Business and Technology Centre (EBTC).
2022	Certificate (Membership Certificate) by Currency Cycle Association (CCA), recognizing our Company as a member of the Currency Cycle Association Mumbai since September 17, 2018.
2022	Certificate of Registration certifying that our Company has been assessed and registered by Transparent Neutral Veritas as conforming to the requirements of ISO 27001:2013 (Information Security Management System) for provision of secure cash management system including cash replenishment, cash processing, bullion, vaulting and transportation.

Calendar Year	Particulars
2023	Certificate of Registration certifying that our Company has been assessed by Royal Impact Certification Limited as conforming to the requirements of ISO 14001:2015 (Environmental Management System) for provision of secure cash management system including cash replenishment, cash processing, bullion, vaulting and transportation.

Other Details Regarding our Company

Significant Financial and Strategic Partners

Our Company was formed in pursuance to the JV Agreement dated May 25, 2011, between SIS and Prosegur, and consequently, SIS and Prosegur are our strategic partners. For further details, please see “*Shareholders’ Agreements and Other Agreements*” on page 216. Our Company does not have any significant financial partners as on the date of this Draft Red Herring Prospectus.

Defaults or Rescheduling of Borrowings from Financial Institutions/Banks

No defaults or rescheduling/restructuring have occurred in relation to any borrowings availed by our Company from any financial institutions or banks as on the date of this Draft Red Herring Prospectus.

Time and Cost Overruns

Our Company has not experienced any instances of time or cost overruns in respect of our business operations as of the date of this Draft Red Herring Prospectus.

Launch of key products or services, entry into new geographies or exit from existing markets, capacity/ facility creation or location of plants

For details of key products launched by our Company, entry into new geographies or exit from existing markets and capacity/facility creation or location of plants, to the extent applicable, see “*Our Business*” and “*- Major events and milestones*” on pages 172 and 213, respectively.

Details regarding material acquisitions or divestments of business/ undertakings, mergers, amalgamation, revaluation of assets, etc. in the last 10 years

As of the date of this Draft Red Herring Prospectus, our Company does not have any proposed arrangements pursuant to which it would undertake any material acquisitions or divestments of business/undertakings, slump sales, mergers, amalgamation or any revaluation of assets.

Except as disclosed below, our Company has not made any material acquisitions or divestments of any business/ undertaking, and has not undertaken any merger, amalgamation or any revaluation of assets in the last 10 years.

Business transfer agreement between Scientific Security Management Services Private Limited, SIS Prosegur Holdings Private Limited and our Company dated October 19, 2016 (“Business Transfer Agreement”)

Pursuant to the Business Transfer Agreement between Scientific Security Management Services Private Limited, SIS Prosegur Holdings Private Limited and our Company dated October 19, 2016, our Company along with our Subsidiary, SIS Prosegur Holdings Private Limited, acquired the cash and valuable services business (“**CVS Division**”) belonging to the cash logistics company, Scientific Security Management Services Private Limited, as a going concern on a slump sale basis for a consideration of ₹ 180,000,000. The CVS Division, consisting of specified ATM networks, business and vendor contracts, licensed properties, fixed assets, moveable properties, customer cash, books and records, business employees, liabilities and insurance policies were purchased free of encumbrances for the abovementioned lump sum consideration which was paid in tranches, without values being assigned to individual assets and liabilities of the division. The list of ATM branches, business employees, moveable properties and licensed properties was divided and transferred separately to our Company and our Subsidiary, SIS Prosegur Holdings Private Limited. The CVS Division was transferred to our Company and our Subsidiary, SIS Prosegur Holdings Private Limited with effect from December 9, 2016.

The requirement for a valuation report in relation to slump sales was mandated retrospectively from April 1, 2020, onwards vide amendment to section 50B of the Income Tax Act, 1961 which came into effect on April 1, 2021. As

this Business Transfer Agreement was entered into in 2016, a valuation report was not mandated, and the valuation was undertaken internally.

Shareholders' Agreements and Other Agreements

Except as disclosed below, there are no agreements entered into by the Shareholders, Promoters, Promoter Group entities, related parties, Directors, KMPs, employees of our Company or of our Subsidiaries, among themselves or with our Company or with a third party, solely or jointly, which, either directly or indirectly or potentially or whose purpose and effect is to, impact the management or control of our Company or impose any restriction or create any liability upon our Company, whether or not our Company is a party to such agreements.

Except as disclosed below, there are no other agreements/ arrangements and clauses / covenants, to which our Company or our Promoters or Shareholders are a party, which are material, and which need to be disclosed in this Draft Red Herring Prospectus or non-disclosure of which may have bearing on the investment decision in connection with the Offer:

A. Key terms of shareholders' agreements

- (1) ***Joint venture agreement between SIS and Prosegur dated May 25, 2011 ("JV Agreement") as modified by the first addendum between SIS and Singpai dated February 10, 2012 ("First Addendum"); second addendum between SIS and Singpai dated January 29, 2016 ("Second Addendum"); third addendum between SIS, Singpai, SMC and Gujarat Fusion Glass LLP dated April 5, 2024 ("Third Addendum") (collectively, "JV Agreement and the Addendums") read with the fourth amendment cum waiver agreement between SIS, Singpai, SMC and Gujarat Fusion Glass LLP dated January 24, 2025 ("Amendment cum Waiver Agreement") and the letter agreement between SIS, Singpai, SMC and Gujarat Fusion Glass LLP dated January 24, 2025 ("Letter Agreement").***

One of our Promoters, SIS, entered into a JV Agreement with Prosegur on May 25, 2011, to mutually collaborate and provide cash management and allied services in India. In accordance with the JV Agreement, SIS and Prosegur were to, respectively, contribute to the joint venture company through its resources and expertise in the Indian market, and by providing its technology and know-how in relation to cash management services. Subsequently, Prosegur assigned its rights, title, interest and obligations in the JV Agreement to Singpai, an indirect subsidiary of Prosegur, by way of an assignment agreement dated June 16, 2011. Following this, our Company was incorporated as a joint venture company between SIS and Singpai on September 27, 2011. On February 10, 2012, SIS and Singpai entered into the First Addendum to amend certain provisions concerning definitions and meetings of the Board.

Further, SIS transferred 1,784,662 and 135,142 Equity Shares, totalling to 1,919,804 Equity Shares of the Company of face value ₹ 10 each, constituting 9.69% of the shareholding of our Company, to SMC through share transfer forms dated March 23, 2015, and June 11, 2015, respectively. Thereafter, Gujarat Fusion Glass LLP ("**Gujarat Fusion**") entered into a share purchase agreement dated January 28, 2016, with SIS for acquiring of 396,273 Equity Shares of the Company of face value ₹ 10 each constituting 2% of the shareholding of our Company. Consequently, SMC and Gujarat Fusion agreed to be bound by the terms of the JV Agreement through deeds of adherence dated March 23, 2015, and January 29, 2016, respectively. Pursuant to this, SIS and Singpai entered into the Second Addendum on January 29, 2016, to provide certain rights to Gujarat Fusion.

On April 5, 2024, SIS, Singpai, SMC and Gujarat Fusion entered into the Third Addendum that amended provisions, *inter alia*, concerning the governance of our Company.

As per the JV Agreement and the Addendums, certain rights were granted to certain shareholders of the Company, including but not limited to, the right to appoint directors and observers on the board, tag-along rights, right of first refusal and affirmative voting rights.

In furtherance of the Offer, the parties to the JV Agreement and the Addendums have entered into the Amendment cum Waiver Agreement dated January 24, 2025, pursuant to which the parties thereof have agreed to amend and terminate certain terms of the JV Agreement and the Addendums, to the extent that parties are entitled to certain rights in order to enable the consummation of the Offer.

The Amendment cum Waiver Agreement, *inter alia*, provides for the following with effect from the dates mentioned below:

- i. as on the execution date of the Amendment cum Waiver Agreement, i.e., January 24, 2025, the provisions relating to (a) supervisory board (b) the business committee (c) rights associated to composition of supervisory board and business committee, and (d) the right to appoint observers on the Board, shall terminate;
- ii. as on the date of this Draft Red Herring Prospectus, the specific quorum requirements for conduct of the Board and Shareholders meeting shall be modified to be in accordance with applicable laws; and
- iii. as on the date of listing and trading of the Equity Shares of the Company on the Stock Exchanges, the provisions relating to (a) parties' rights to maintain share capital, (b) restrictions on share transfer, (c) right of first refusal, (d) tag-along rights, (e) SIS's affirmative voting rights and (f) provisions concerning dividend distribution policy, shall terminate.

Additionally, the Amendment cum Waiver Agreement provides that:

- i. Rituraj Kishore Sinha shall be appointed as the Chairman of our Board as long as SIS holds at least 10% of the Equity Share capital of our Company; and
- ii. SIS and Singpai shall each have the right to nominate two Directors on our Board, subject to each of their shareholding being above 15% of our Equity Share capital. In the event that the respective shareholding of SIS or Singpai falls below 15% of our Equity Share capital but remains in excess of 5% of our Equity Share capital, then SIS and/or Singpai (as the case may be) shall be entitled to nominate only one Director on our Board and in the event SIS or Singpai's shareholding falls below 5% of our Equity Share capital, then SIS or Singpai's (as the case may be) entitlement to nominate Directors to the Board shall fall away. This nominee right of SIS and Singpai shall survive listing of the Company subject to receipt of shareholders' approval post the listing of Equity Shares of our Company.

The provisions of the Amendment cum Waiver Agreement shall be effective from the date of the agreement, i.e., January 24, 2025, till its termination upon occurrence of certain events, including but not limited to, consummation of the Offer not being completed on or prior to December 31, 2025. In the event the Amendment cum Waiver Agreement is terminated in accordance with the terms therein, the JV Agreement and the Addendums shall immediately and automatically stand re-instated with full force and effect without any further actions by the parties thereto.

Further, the parties to the Amendment cum Waiver Agreement also entered into the Letter Agreement on January 24, 2025, for the purpose of clarifying and correcting certain discrepancies in the titles of the Second Addendum and the Third Addendum.

(2) Shareholder rights agreement between SIS and Singpai dated February 24, 2025 (“Shareholder Rights Agreement”)

The Shareholder Rights Agreement has been entered into between two of our Promoters, SIS and Singpai to record their rights and obligations in their capacity as Shareholders of our Company. The rights and obligations of the parties to the Shareholder Rights Agreement include, *inter alia*, the right of first refusal in the event Singpai wishes to transfer any or all of its Equity Shares in our Company to any person, the parties' obligation of minimum shareholding in our Company and a right regarding secondary purchase of Equity Shares by Singpai in the event its shareholding falls below its pre-Offer shareholding.

The Shareholder Rights Agreement shall come into effect from the date of execution, i.e., February 24, 2025 and shall be valid till its termination. The Shareholder Rights Agreement shall terminate in the event the JV Agreement and the Addendums are terminated, and breach of any of the rights or obligations under the Shareholder Rights Agreement shall be treated as a material breach of the JV Agreement and the Addendums.

It is clarified that the Shareholder Rights Agreement governs the *inter-se* arrangement amongst our Promoters, SIS and Singpai, as agreed amongst themselves. Our Company is not a party to the Shareholder Rights Agreement and the terms of the Shareholder Rights Agreement are not included or proposed to be included, post listing, in our Articles of Association. Accordingly, we have no rights or obligations *vis-à-vis* the Shareholder Rights Agreement.

B. Key terms of other material agreements

(1) Technology License Agreement between Prosegur and our Company dated February 9, 2012 (“TLA”)

In pursuance of its obligations under the JV Agreement, Prosegur entered into TLA with our Company on February 9, 2012, to grant our Company an exclusive, non-transferable and non-sublicensable license of its cash-in-transit technology comprising of information, software, hardware, processes, mechanisms and know-how. The license is granted on an “as is where is” basis and can only be used within the territory of India in relation to our cash management business. Further, the license is only valid as long as the TLA is in force, which is valid until terminated by Prosegur in the event of a material breach by our Company or automatically terminated upon occurrence of certain events, such as termination of the JV Agreement or a competitor of Prosegur acquiring control of SIS or if any nominee of a competitor of Prosegur is appointed as a SIS nominee director on the board of our Company, by virtue of such competitor being a shareholder in SIS. Along with the technology in existence as on the date of the TLA, Prosegur has also granted our Company the right to use any improvements in respect of the technology and any new technology created or acquired by Prosegur for use in its transit and cash processing business.

(2) Shared Services Agreement between SIS and our Company dated December 12, 2011 (“SSA”)

In pursuance of its obligations under the JV Agreement, our Promoter, SIS entered into SSA with our Company on December 12, 2011. As per the SSA, SIS agreed to share all the branches where it carries on its business activities with our Company, and to provide our Company with a broad range of shared services, including infrastructure maintenance, utilities, security, administrative support, IT resources, personnel training, and access to office space and equipment, all aimed at ensuring the efficient operation of its cash management business at the shared branches. Under the SSA, we have an obligation to pay SIS a service charge at the rate of 5.86% of the revenue net of taxes generated from the shared branches, and both parties have certain rights and obligations with respect to discontinuation of services in the shared branches. The SSA may be terminated by our Company in order to terminate the provision of shared services and/or use of all of the shared branches, either by giving a six months’ notice or at the occurrence of certain events such as material breach by SIS or SIS ceasing to be a Shareholder in our Company.

(3) Co-Brand Agreement between Prosegur, SIS and our Company (“Co-brand Agreement”) dated February 9, 2012

In pursuance of their obligations under the JV Agreement, SIS and Prosegur entered into Co-brand Agreement with our Company on February 9, 2012, whereby our Company was granted a conditional, restricted, revocable, royalty free, non-assignable, non-sublicensable, non-transferable and non-exclusive license to use the trademarks owned by SIS and Prosegur, solely for the purpose of development and use of a co-brand that incorporated both SIS and Prosegur trademarks developed for the use of our Company. This license is limited to the development and use of the co-brand in our cash management services business within the territory of India from the date of this Co-brand Agreement till its termination by either SIS or by Prosegur at the occurrence of specific events, including but not limited to material breach by our Company or termination of the JV Agreement. Further, as per the terms of the Co-brand Agreement, our Company has registered the co-brand trademark in India. For details, please see “Government and Other Approvals” on page 378.

Our holding company

As on the date of this Draft Red Herring Prospectus, our Company does not have a holding company.

Our Subsidiaries, associates or joint ventures

For details in relation to our Subsidiaries, please see the section titled “*Our Subsidiaries*” on page 222.

As on the date of this Draft Red Herring Prospectus, our Company does not have any joint ventures or associates.

Agreements with Key Managerial Personnel, members of our Senior Management, Director or any other employee of our Company

Except as mentioned in “*Our Management - Key Managerial Personnel of our Company*” on page 240 in relation to remuneration of our CEO, as on the date of this Draft Red Herring Prospectus, there are no agreements entered into by a Key Managerial Personnel, members of our Senior Management or Director or any other employee of our Company, either by themselves or on behalf of any other person, with any Shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in the securities of our Company.

Details of guarantees given to third parties by our Promoters participating in the Offer for Sale

Our Promoter Selling Shareholder, SIS, has provided guarantees to third parties in relation to facilities availed by our Promoter Group. The details of such guarantees are set out below.

S. No.	Entity in whose behalf guarantee has been provided	Entity in whose favour guarantee has been provided	Facility in relation to which guarantee is provided	Facility amount outstanding as of December 31, 2024 (in ₹ millions)	Security linked to the facility	Guarantee amount (in ₹ millions)	Period of guarantee	Consideration for guarantee (in ₹ millions)	Obligations on our Company
1.	Tech SIS Limited	Yes Bank	Working Capital Facility	39.72	1. Exclusive charge on current assets. 2. Exclusive charge on movable fixed assets.	70.00	Ongoing facility in effect from September 6, 2022	70.00	Nil
2.	SIS Alarm Monitoring and Response Services Private Limited	RBL Bank	Working Capital Facility	58.49	1. First pari-passu charge on current assets. 2. First pari-passu charge on moveable fixed assets.	100.00	Ongoing facility in effect from March 6, 2020	100.00	Nil
3.	SIS Alarm Monitoring and Response Services	Yes Bank	Working Capital Facility	88.64	1. First pari-passu charge on current assets.	100.00	Ongoing facility in effect from July 15, 2022	100.00	Nil

S. No.	Entity in whose behalf guarantee has been provided	Entity in whose favour guarantee has been provided	Facility in relation to which guarantee is provided	Facility amount outstanding as of December 31, 2024 (in ₹ millions)	Security linked to the facility	Guarantee amount (in ₹ millions)	Period of guarantee	Consideration for guarantee (in ₹ millions)	Obligations on our Company
	Private Limited				2. First pari-passu charge on moveable fixed assets.				
4.	SIS Alarm Monitoring and Response Services Private Limited	Yes Bank	Term Loan	0.00	1. Exclusive charge on moveable fixed assets funded by the bank.	17.5	For 4 years, from the date of last disbursement. Disbursement is awaited	17.5	Nil
5.	SIS Alarm Monitoring and Response Services Private Limited	Hewlett-Packard Financial Services	Lease Facility	80.2	Nil	300.00	For 3 years, from the date of last disbursement, i.e., April 1, 2024	300.00	Nil
6.	SLV Security Services Private Limited	HDFC Bank	Working Capital Facility	119.63	1. First pari passu charge on current assets. 2. First pari passu charge on book debt.	310.00	Ongoing facility in effect from March 25, 2022	310.00	Nil
7.	SLV Security Services Private Limited	ICICI Bank Limited	Working Capital Facility	61.57	1. First pari passu charge on current assets. 2. First pari passu charge on book debt.	150.00	Ongoing facility in effect from March 26, 2020	150.00	Nil
8.	SLV Security Services Private Limited	Standard Chartered Bank	Working Capital Facility	114.70	1. First pari passu charge on current assets.	310.00	Ongoing facility in effect from June 25, 2020	310.00	Nil
9.	Rare Hospitality and Services Private Limited	HDFC Bank	Term Loan	13.83	1. Exclusive charge on cleaning equipment.	25.00	For 3 years, in effect from September 26, 2023	25.00	Nil

S. No.	Entity in whose behalf guarantee has been provided	Entity in whose favour guarantee has been provided	Facility in relation to which guarantee is provided	Facility amount outstanding as of December 31, 2024 (in ₹ millions)	Security linked to the facility	Guarantee amount (in ₹ millions)	Period of guarantee	Consideration for guarantee (in ₹ millions)	Obligations on our Company
10.	Rare Hospitality and Services Private Limited	HDFC Bank	Working Capital Facility	216.85	1. Exclusive charge on entire moveable fixed assets. 2. Exclusive charge on current assets of company.	270.3	Ongoing facility, in effect from March 23, 2022	270.3	Nil

The financial implications in case of default by the above-mentioned Promoter Group members are that the lender, in whose favour the guarantee has been provided, would be entitled to invoke the guarantees to the extent of the outstanding loan amount, together with any interests, costs or charges due to the respective lenders. The guarantees in relation to the working capital facilities availed by the Promoter Group members are effective until the underlying loan is repaid.

Except as disclosed above, as on the date of this Draft Red Herring Prospectus, no guarantee has been issued by our Promoter offering its Equity Shares in the Offer for Sale.

OUR SUBSIDIARIES

Our Subsidiaries

As on the date of this Draft Red Herring Prospectus, our Company has three Subsidiaries:

1. SIS Prosegur Holdings Private Limited;
2. SIS Prosegur Cash Logistics Private Limited; and
3. SIS-Prosegur Cash Services Private Limited.

Set out below are the details of our Subsidiaries:

1. SIS Prosegur Holdings Private Limited

Corporate information

SIS Prosegur Holdings Private Limited was incorporated as a private limited company under the Companies Act, 2013, pursuant to a certificate of incorporation dated July 21, 2014, issued by the RoC. Its CIN is U74910BR2014PTC022583, and its registered office is situated at Annapoorna Bhawan, Patliputra Telephone Exchange Road, Patna, Bihar, 800 013, India.

Nature of business

SIS Prosegur Holdings Private Limited is engaged in, *inter alia*, business of cash management services, valuables counting and processing, cash forecasting for cash points, cash management services for ATMs, cash sorting and packaging and developing technology relating to transportation of cash.

Capital structure

The capital structure of SIS Prosegur Holdings Private Limited as on the date of this Draft Red Herring Prospectus is as follows:

Particulars	No. of equity shares of face value of ₹ 10 each
Authorised equity share capital of ₹ 120,000,000	12,000,000
Issued, subscribed and paid-up equity share capital of ₹ 105,841,430	10,584,143

Shareholding pattern

The shareholding pattern of SIS Prosegur Holdings Private Limited as on the date of this Draft Red Herring Prospectus is as follows:

S. No.	Name of the shareholder	No. of equity shares of face value of ₹ 10 each	Percentage of total equity share capital (%)
1.	SIS Cash Services Limited	10,584,142	100.00
2.	Pramod Kumar Verma [#]	1	Negligible
Total		10,584,143	100.00

[#]SIS Cash Services Limited is the beneficial owner of one equity share held by Pramod Kumar Verma

2. SIS Prosegur Cash Logistics Private Limited

Corporate information

SIS Prosegur Cash Logistics Private Limited was incorporated as a private limited company under the Companies Act, 2013, pursuant to a certificate of incorporation dated June 2, 2015, issued by the RoC. Its CIN is U74140BR2015PTC024309, and its registered office is situated at Annapoorna Bhawan, Patliputra Telephone Exchange Road, Patna, Bihar, 800 013, India.

Nature of business

SIS Prosegur Cash Logistics Private Limited is engaged in, *inter alia*, business of cash management services, valuables counting and processing, cash forecasting for cash points, cash management services for ATMs, cash sorting and packaging, developing technology relating to transportation of cash, acquiring cash management services divisions of other entities and managing intellectual property rights of its group entities.

Capital Structure

The capital structure of SIS Prosegur Cash Logistics Private Limited as on the date of this Draft Red Herring Prospectus is as follows:

Particulars	No. of equity shares of face value of ₹ 10 each
Authorised equity share capital of ₹ 41,500,000	4,150,000
Issued, subscribed and paid-up equity share capital of ₹ 41,500,000	4,150,000

Shareholding pattern

The shareholding pattern SIS Prosegur Cash Logistics Private Limited as on the date of this Draft Red Herring Prospectus is as follows:

S. No.	Name of the shareholder	No. of equity shares of face value of ₹ 10 each	Percentage of total equity share capital (%)
1.	SIS Prosegur Holdings Private Limited	4,149,999	100.00
2.	Pramod Kumar Verma#	1	Negligible
		4,150,000	100.00

#SIS Prosegur Holdings Private Limited is the beneficial owner of one equity share held by Pramod Kumar Verma

3. SIS-Prosegur Cash Services Private Limited

Corporate information

SIS-Prosegur Cash Services Private Limited was incorporated as a private limited company under the Companies Act, 2013, pursuant to a certificate of incorporation dated March 27, 2023, issued by the Registrar of Companies, Central Registration Centre. Its CIN is U80200BR2023PTC062200, and its registered office is situated at 136, Annapurna Bhawan, Patliputra, Telephone Exchange Road, Patna GPO, Phulwari, Patna, Bihar, 800 001, India.

Nature of business

SIS-Prosegur Cash Services Private Limited is engaged in, *inter alia*, business of cash management services, valuables counting and processing, cash forecasting for cash points, developing technology relating to transportation of cash and acquiring and possessing arms.

Capital structure

The capital structure of SIS-Prosegur Cash Services Private Limited as on the date of this Draft Red Herring Prospectus is as follows:

Particulars	No. of equity shares of face value of ₹ 10 each
Authorised equity share capital of ₹ 100,000	10,000
Issued, subscribed and paid-up equity share capital of ₹ 100,000	10,000

Shareholding pattern

The shareholding pattern of SIS-Prosegur Cash Services Private Limited as on the date of this Draft Red Herring Prospectus is as follows:

S. No.	Name of the shareholder	No. of equity shares of face value of ₹ 10 each	Percentage of total equity share capital (%)
1.	SIS Cash Services Limited	9,999	100.00

S. No.	Name of the shareholder	No. of equity shares of face value of ₹ 10 each	Percentage of total equity share capital (%)
2.	Rituraj Kishore Sinha [#]	1	Negligible
Total		10,000	100.00

[#]SIS Cash Services Limited is the beneficial owner of one equity share held by Rituraj Kishore Sinha

Accumulated profits or losses

As on the date of this Draft Red Herring Prospectus, there are no accumulated profits or losses of our Subsidiaries, which are not accounted for by our Company.

Common pursuits

All the Subsidiaries are in the same line of business as that of our Company and accordingly, there are certain common pursuits amongst our Subsidiaries and our Company. However, there is no conflict of interest between our Subsidiaries and our Company as their business is synergistic with the business of our Company. Our Company will adopt necessary procedures and practices as permitted by law and regulatory guidelines to address any conflict situations as and when they arise.

Business interest between our Company and our Subsidiaries

Except as stated in “*Restated Consolidated Financial Information -Note 31.2 Intra-group transactions eliminated upon consolidation*” on page 311, none of our Subsidiaries have any business interest in our Company.

Other confirmations

None of our Subsidiaries are listed on any stock exchange in India or abroad. Further, none of our Subsidiaries been refused listing in the last ten years by any stock exchange in India or abroad, nor have any of our Subsidiaries failed to meet the listing requirements of any stock exchange in India or abroad.

There is no conflict of interest between the suppliers of raw materials and third-party service providers (which are crucial for the operations of the Company) and the Subsidiaries and their directors.

There is no conflict of interest between the lessors of the immovable properties (crucial for the operations of the Company) and the Subsidiaries and their directors.

OUR MANAGEMENT

Board of Directors

Our Articles of Association require that our Board shall comprise not less than three Directors and not more than eight Directors. As of the date of this Draft Red Herring Prospectus, our Board comprises eight Directors, of which four are Non-Executive (nominee) Directors and four are Independent Directors (including one-woman Director). Our Company is in compliance with the corporate governance norms prescribed under the SEBI Listing Regulations and the Companies Act, 2013, in relation to the composition of our Board and constitution of committees thereof.

The following table sets forth details of our Board as of the date of this Draft Red Herring Prospectus:

S. No.	Name, DIN, designation, address, occupation, term, period of directorship and date of birth	Age (in years)	Other directorships
1.	Rituraj Kishore Sinha⁽¹⁾ DIN: 00477256 Designation: Chairman and Non-Executive (nominee) Director Address: 702, Ridgewood Tower, Omaxe Forest, Sector - 92, Noida - 201301, Uttar Pradesh, India Occupation: Business Term: Liable to retire by rotation Period of directorship: Director since September 27, 2011; appointed as the Chairman with effect from April 20, 2023 Date of birth: November 29, 1980	44	<i>Indian companies:</i> 1. SIS Limited 2. SMC Integrated Facility Management Solutions Limited 3. Terminix SIS India Private Limited 4. SIS Prosegur Holdings Private Limited 5. SIS Prosegur Cash Logistics Private Limited 6. SIS Alarm Monitoring and Response Services Private Limited 7. Adi Chitragupta Finance Limited 8. Dusters Total Solutions Services Private Limited 9. SIS Asset Management Limited 10. RRS Automobiles Private Limited 11. RSYA Dhanbad Auto Private Limited 12. RSYA Durgapur Private Limited <i>Foreign companies:</i> 1. Australian Security Connections Pty Ltd 2. MSS Security Pty Limited 3. MSS Strategic Medical & Rescue Pty Ltd 4. SIS Australia Group Pty Ltd 5. SIS Group International Holdings Pty Ltd 6. SIS Security International Holdings Pte. Ltd. (formerly known as SIS International Holdings Ltd) 7. SIS Security Asia Pacific Pte. Ltd. (formerly known as SIS Asia Pacific Holding Ltd.) 8. SIS MSS Security Holdings Pty Ltd 9. SIS Australia Holdings Pty Ltd
2.	Devesh Desai⁽¹⁾ DIN: 07562622 Designation: Non-Executive (nominee) Director Address: B-603, Bairavi Crux Luxor, Chellerkere, Sy. No. 110/2-3, opposite St. Rocks Church, Bangalore - 560043, Karnataka, India Occupation: Service Term: Liable to retire by rotation Period of directorship: Since April 27, 2017	56	<i>Indian companies:</i> 1. SIS Business Support Services and Solutions Private Limited 2. SIS Synergistic Adjacencies Ventures Private Limited 3. Rare Hospitality and Services Private Limited 4. SIS Alarm Monitoring and Response Services Private Limited 5. SIS Prosegur Cash Logistics Private Limited <i>Foreign companies:</i> 1. SIS Australia Group Pty Ltd

S. No.	Name, DIN, designation, address, occupation, term, period of directorship and date of birth	Age (in years)	Other directorships
	Date of birth: December 26, 1968		2. MSS Strategic Medical & Rescue Pty. Ltd 3. MSS Security Pty. Ltd. 4. Australian Security Connections Pty. Ltd. 5. Southern Cross Protection Pty. Ltd. 6. Askara Pty. Ltd 7. Charter Security Protective Services Pty Ltd 8. MSS AJG Pty Ltd 9. Platform 4 Group Limited 10. Triton Security Services Limited
3.	Ajaykumar Ramnayan Vishwakarma ⁽²⁾ DIN: 06991167 Designation: Non-Executive (nominee) Director Address: 2998, S V Patel, Near M.M. School, Shivrangar, Ambarnath, Thane - 421501, Maharashtra, India Occupation: Business Term: Liable to retire by rotation Period of directorship: With effect from December 31, 2020 Date of birth: June 7, 1990	34	Indian companies: 1. Shiva Shakti Capital Private Limited 2. Bravia Capital Services India Private Limited 3. Shiva Capital Peddar Consulting Private Limited 4. Universal Services India Private Limited 5. SIS Prosegur Cash Logistics Private Limited 6. SIS Prosegur Holdings Private Limited 7. Rario Digital Private Limited 8. Mediaradar Adintel Private Limited 9. SIS-Prosegur Cash Services Private Limited 10. Contentcab.in India Private Limited 11. Kodiso Technology Solutions Private Limited Foreign companies: Nil
4.	Bhupesh Chhajjer ⁽²⁾ DIN: 07904996 Designation: Non-Executive (nominee) Director Address: Mansion 13, KYD Street, 2 nd Floor, Park Street H.O., Kolkata - 700016, West Bengal, India Occupation: Service Term: Liable to retire by rotation Period of directorship: With effect from January 8, 2018 Date of birth: January 3, 1973	52	Indian companies: 1. Vedmatrey Consultants Private Limited 2. Alphanumeric Services Private Limited 3. CJK Knowledgeworks Global India Private Limited 4. Enhancor Services Private Limited 5. SIS Prosegur Cash Logistics Private Limited 6. Olcorp Property Management Services Private Limited 7. SIS Prosegur Holdings Private Limited 8. Viscadia Private Limited 9. Shreematey Advisors Private Limited 10. KWS Seeds India Private Limited 11. Anantashesha Advisors Private Limited Foreign Companies: Nil
5.	Tirumalai Cunnavakau Anandanpillai Ranganathan DIN: 03091352 Designation: Independent Director Address: 236, Munirka Vihar, SFS Flats, Opp. J.N.U. Campus, Munirka, South-West, New Delhi – 110067, India Occupation: Retired	71	Indian companies: 1. Orient Electric Limited 2. Seshasayee Paper and Boards Limited 3. Adi Chitragupta Finance Limited Foreign Companies: Nil

S. No.	Name, DIN, designation, address, occupation, term, period of directorship and date of birth	Age (in years)	Other directorships
	Term: Two years with effect from February 27, 2025 Period of directorship: Since February 27, 2025 Date of birth: November 19, 1953		
6.	Mohit Aggarwal DIN: 01073952 Designation: Independent Director Address: A-2/41, Paschim Vihar, New Delhi - 110063, India Occupation: Self-employed Term: Two years with effect from December 23, 2024 Period of directorship: Since December 23, 2024 Date of birth: July 16, 1980	44	Indian companies: 1. SIS Prosegur Holdings Private Limited Foreign companies: Nil
7.	Aishwarya Malhi DIN: 08553350 Designation: Independent Director Address: House No 1207, first floor, Phase – IV DLF City, Opposite Galleria Market, Gurgaon, Haryana - 122001, India Occupation: Business owner Term: Two years with effect from December 23, 2024 Period of directorship: Since December 23, 2024 Date of birth: May 13, 1994	30	Indian companies: 1. Rebalance Collective Private Limited Foreign companies: Nil
8.	Ravindra Pandey DIN: 07188637 Designation: Independent Director Address: 3503, Bldg. No. 1, Auris Serenity Tower – 1 Kachpada Off Link Road, Malad (West), Mumbai - 400064, Maharashtra, India Occupation: Self-employed Term: Two years with effect from December 23, 2024 Period of directorship: Since December 23, 2024 Date of birth: June 3, 1962	62	Indian companies: 1. Welspun Specialty Solutions Limited 2. Welspun Corp Limited 3. PayU Finance India Private Limited 4. Jamipol Limited 5. Dreamfolks Services Limited 6. Pay10 Services Private Limited 7. Trillionloans Fintech Private Limited 8. NSDL Database Management Limited Foreign companies: Nil

(1) Nominee of SIS Limited

(2) Nominee of Singpai Pte. Ltd

Relationships among our Directors, Key Managerial Personnel and members of our Senior Management

None of our Directors, Key Managerial Personnel and members of our Senior Management are related to each other.

Brief Biographies of our Directors

Rituraj Kishore Sinha is the Chairman and Non-Executive (nominee) Director of our Company and is a nominee of SIS Limited. He holds a bachelor's degree in arts (management studies) from the University of Leeds. He has experience of 21 years in the cash logistics industry, as the director of one of our Promoters, SIS Limited, and is currently the managing director of SIS Limited. He has held the chairmanship of the FICCI Private Security Industry Committee and has been a former independent member of the Central Advisory Board, Ministry of Labour and Employment and a former member of the high-level expert committee constituted for the review of National Cadet Corps by the Ministry of Defence. Further, he is a member of the International SecurityLigue, Geneva and a member of Board of Governors of the Indian Institute of Management, Bodh Gaya. He has been associated with the Company since its incorporation.

Devesh Desai is a Non-Executive (nominee) Director of our Company and is a nominee of SIS Limited. He has passed the final examination for bachelor's degree in commerce from the University of Calcutta and is a qualified chartered accountant. He has over 30 years of experience in finance and management and has held various positions including vice president and finance controller in Deccan Aviation Limited, controller in Catalytic Software Limited, Manager - Finance in Hindustan Gas and Industries Limited. He was the chief financial officer (international business) and the chief financial officer (SIS group) at SIS Limited. He is currently on sabbatical leave for one year. He has been associated with our Company since 2017.

Ajaykumar Ramnayan Vishwakarma is a Non-Executive (nominee) Director of our Company and is a nominee of Singpai. He has passed the final examination for the bachelor's degree in commerce from the University of Mumbai and is an associate member of ICSI. He has experience of 11 years and has held the position of compliance manager at One Place Infrastructures Private Limited, company secretary at Businessmatch Services (India) Private Limited and secretarial consultant (professional) with Mehta & Mehta Legal Advisory Services Private Limited. Further, he was appointed as the Company Secretary of Clean Max Bial Renewable Energy Private Limited with effect from January 12, 2024. He has been associated with our Company since 2020.

Bhupesh Chhajer is a Non-Executive (nominee) Director of our Company and is a nominee of Singpai. He holds a bachelor's degree in commerce from the University of Calcutta. He has experience of eight years and has been a director on the board of Veridaas Private Limited, Ennov Life Science Software Private Limited and Sage Metals Private Limited. He has been associated with our Company since 2018.

Tirumalai Cunnavakaum Anandanpillai Ranganathan is an Independent Director of our Company. He obtained his master's degree in arts from the University of Delhi. He has experience of over six years and has held the positions of Chairman and Managing Director of Export-Import Bank of India, Managing Director of State Bank of Bikaner & Jaipur and part time non-official director as well as non-executive chairman in Indian Overseas Bank. He has been associated with our Company since 2025.

Mohit Aggarwal is an Independent Director of our Company. He is a fellow member of the ICAI. He has experience of 12 years and was a director at Coinmen Legal Services Private Limited and Manami Enterprises Private Limited. He is a partner in Coinmen Capital Advisors LLP, Magniphi Consulting LLP, Coinmen Advisors LLP, Magniphi Partners LLP, Magniphi Electronics LLP and Durante Homes LLP. He has been associated with our Company since 2024.

Aishwarya Malhi is an Independent Director of our Company. She obtained her diploma in management studies from the Singapore Institute of Management. She has experience of over eight years in the finance and management sector and has held the positions of account executive in TBWA India Private Limited and marketing and design executive with Jio.SG Pte. She is the founder and a board member of Rebalance Collective Private Limited. She has been associated with our Company since 2024.

Ravindra Pandey is an Independent Director of our Company. He obtained his master's degree in science (chemistry) from the University of Allahabad. He has passed the Certified Associate of Indian Institute of Bankers (CAIIB) examination conducted by the Indian Institute of Banking & Finance and completed the certification program in IT and Cyber Security for chief executive officers (CXOs) from the Institute of Development and Research in Banking Technology, Reserve Bank of India. He has an experience of over 35 years with the State Bank of India and has held the position of deputy managing director and chief information officer with the State Bank of India. He has been associated with our Company since 2024.

Details of directorship in companies suspended or delisted

None of our Directors are or were directors of any listed company, whose shares have been or were suspended from being traded on any stock exchanges, in the last five years prior to the date of this Draft Red Herring Prospectus, during the term of their directorship in such a company.

Further, none of our Directors are, or were, a director of any listed company, which has been or was delisted from any stock exchange during the term of their directorship in such company.

Arrangement or understanding with major Shareholders, customers, suppliers or others

Apart from Ajaykumar Ramnayan Vishwakarma and Bhupesh Chhajer being nominated by Singpai and Rituraj Kishore Sinha and Devesh Desai being nominated by SIS Limited, none of our Directors have been appointed pursuant to any arrangement or understanding with our major Shareholders, customers, suppliers or others. For more details, please see “*History and Certain Corporate Matters - Shareholders’ and Other Agreements - A. Key terms of shareholders’ agreements*” on page 216.

Service contracts with Directors

Our Company has not entered into any service contracts with our Directors which provide for benefits upon the termination of their employment.

Borrowing Powers

In accordance with our Articles of Association and the applicable provisions of the Companies Act, 2013 and pursuant to a resolution passed by the Board dated December 23, 2024 and a special resolution of our Shareholders dated December 25, 2024, our Board is authorised to borrow for the purpose of the business of the Company, upon such terms and conditions as may be determined, an amount not exceeding, at any point of time, ₹ 3,000 million.

Terms of Appointment of our Directors

Sitting fees to Independent Directors

Pursuant to a resolution of our Board dated December 23, 2024, our Independent Directors are entitled to receive sitting fees of ₹ 0.10 million for attending each meeting of our Board or committees of the Board.

Payment or Benefit to Directors

Details of the remuneration paid to the Directors by our Company for Fiscal 2024 are disclosed below.

a) Non-Executive (nominee) Directors

We confirm that no remuneration was paid to our Non-Executive (nominee) Directors for Fiscal 2024.

b) Independent Directors

Our Independent Directors were appointed in the current Fiscal and accordingly, no sitting fees was paid to our Independent Directors for Fiscal 2024.

Contingent and deferred compensation payable to the Directors

As on the date of this Draft Red Herring Prospectus, there is no contingent or deferred compensation payable to the Directors, which does not form part of their remuneration.

Remuneration paid to our Directors by our Subsidiaries

None of our Directors have received or were entitled to receive any remuneration, sitting fees or commission from any of our Subsidiaries for the Fiscal 2024.

Shareholding of our Directors in our Company

None of our Directors hold or are required to hold any qualification shares, as per our Articles of Association.

As on the date of this Draft Red Herring Prospectus, none of our Directors hold any Equity Shares in our Company.

Shareholding of our Directors in Subsidiaries

Except as disclosed below, as on the date of this Draft Red Herring Prospectus, none of our Directors hold any equity shares in our Subsidiaries. For further details, please see “*Our Subsidiaries*” on page 222:

S. No.	Name of the Director	Name of the Subsidiary	Number of equity shares	Percentage of total equity share capital
1.	Rituraj Kishore Sinha [#]	SIS-Prosecur Cash Services Private Limited	1	Negligible

[#]SIS Cash Services Limited is the beneficial owner of one equity share held by Rituraj Kishore Sinha.

Interest of Directors

- Our Independent Directors may be deemed to be interested to the extent of sitting fees payable to them for attending meetings of our Board or committees of the Board. For further details, see “- *Payment or benefit to Directors*” on page 229.
- Our Directors, Rituraj Kishore Sinha and Devesh Desai, are also directors of some of our Group Companies and Subsidiaries, and our Directors, Ajaykumar Ramnayan Vishwakarma and Bhupesh Chhajera are directors in our Subsidiaries, and may be deemed to be interested to the extent of their directorships. For more details, please see “*Our Subsidiaries – Common Pursuits*” on page 224.
- Rituraj Kishore Sinha, our Chairman and Non-Executive (nominee) Director, being the managing director and promoter of SIS Limited and, director of SMC Integrated Facility Management Solutions Limited, shall be deemed to be interested in our Company to the extent of the shareholding of the Selling Shareholders in our Company.
- Our Non-Executive (nominee) Directors may be deemed to be interested to the extent of the shareholding of the respective entities nominating them in our Company. For further details, see “-*Brief Biographies of our Directors*” on page 228.
- Except for Rituraj Kishore Sinha, our Chairman and Non-Executive (nominee) Director, none of our Directors are interested in the formation of our Company.
- None of our Directors are interested in the promotion of our Company.
- None of our Directors are a party to any bonus or profit-sharing plan by our Company.
- Our Directors do not have any interest in any property acquired or proposed to be acquired by our Company.
- Our Directors do not have any interest in any transaction by our Company for acquisition of land, construction of building or supply of machinery during the three years preceding the date of this Draft Red Herring Prospectus.
- Our Directors do not have any other business interest in our Company.
- Our directors have not availed any loans from our Company or our Subsidiaries.

Other confirmations

No consideration, either in cash or shares or in any other form have been paid or agreed to be paid to any of our Directors or to the firms, trusts or companies in which they have an interest, by any person, either to induce any of our Directors to become or to help any of them qualify as a Director, or otherwise for services rendered by them or by the firm, trust or company in which they are interested, in connection with the promotion or formation of our Company.

Changes in the Board during the last three years

Except as mentioned below, there have been no changes in our Directors in the last three years:

S. No.	Name	Designation (at the time of appointment/cessation)	Date of appointment /cessation	Reason
1.	Rama Subramaniam Gandhi	Independent director	December 23, 2024	Appointment
2.	Ravindra Pandey	Independent director	December 23, 2024	Appointment
3.	Aishwarya Malhi	Independent director	December 23, 2024	Appointment
4.	Mohit Aggarwal	Independent director	December 23, 2024	Appointment
5.	Sanjoy Nahata	Director	December 23, 2024	Resignation due to pre-occupation
6.	Tarkeshwar Chourasia	Director	December 23, 2024	Resignation due to pre-occupation
7.	Ravindra Kishore Sinha	Director	December 23, 2024	Resignation due to pre-occupation
8.	Rama Subramaniam Gandhi	Independent Director	February 23, 2025	Resignation due to other professional and private commitments
9.	Tirumalai Cunnavakaum Anandanpillai Ranganathan	Independent Director	February 27, 2025	Appointment

Note: This does not include changes in designations.

Corporate Governance

The provisions of the Companies Act, 2013 along with the SEBI Listing Regulations, with respect to corporate governance, will be applicable to our Company immediately upon the listing of the Equity Shares on the Stock Exchanges. Our Company is in compliance with the requirements of the applicable requirements for corporate governance in accordance with the SEBI Listing Regulations, and the Companies Act, 2013, including those pertaining to the constitution of the Board and committees thereof.

Committees of the Board

In terms of the SEBI Listing Regulations and the provisions of the Companies Act, 2013, our Company has constituted the following Board committees:

- (a) Audit Committee;
- (b) Nomination and Remuneration Committee;
- (c) Stakeholders' Relationship Committee

For the purposes of the Offer, our Board has also constituted an IPO Committee.

(a) Audit Committee

The Audit Committee was constituted by a resolution of our Board dated December 23, 2024. It is in compliance with Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI Listing Regulations. The current constitution of the Audit committee is as follows:

Name of Director	Position in the Committee	Designation
Titumalai Cunnavakaum Anandapillai Ranganathan	Chairman	Independent Director
Mohit Aggarwal	Member	Independent Director
Bhupesh Chhajer	Member	Non-Executive (nominee) Director

The scope and function of the Audit Committee is in accordance with Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI Listing Regulations. Its terms of reference are as follows:

Its terms of reference are as follows:

- (a) overseeing the Company's financial reporting process and disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible;
- (b) recommending to the Board, the appointment, re-appointment, removal and replacement, remuneration and the terms of appointment of the auditors of the Company, including fixing the audit fees;
- (c) reviewing and monitoring the statutory auditors' independence and performance and the effectiveness of audit process;
- (d) approving payments to the statutory auditors for any other services rendered by statutory auditors;
- (e) reviewing with the management, the annual financial statements and the auditors' report thereon before submission to the Board for approval, with particular reference to:
 - i. matters required to be stated in the Directors' responsibility statement to be included in the Board's report in terms of Section 134(3)(c) of the Companies Act, 2013;
 - 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. qualifications and modified opinions in the draft audit report.
- (f) reviewing, with the management, the quarterly financial statements before submission to the Board for approval;
- (g) scrutinizing inter-corporate loans and investments;
- (h) undertaking or supervising valuation of undertakings or assets of the Company, wherever it is necessary;
- (i) evaluation of internal financial controls and risk management systems;
- (j) formulating a policy on related party transactions, which shall include materiality of related party transactions;
- (k) approving transactions of the Company with related parties, or any subsequent modification thereof and omnibus approval for related party transactions proposed to be entered into by the Company subject to such conditions as may be prescribed;
- (l) reviewing, at least on a quarterly basis, the details of related party transactions entered into by the Company pursuant to each of the omnibus approvals given;
- (m) approving the disclosure of the key performance indicators to be disclosed in the documents in relation to the initial public offering of the Equity Shares of the Company;
- (n) reviewing, along with the management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public issue or rights issue or preferential issue or qualified institutions placement, and making appropriate recommendations to the Board to take up steps in this matter;
- (o) establishing a vigil mechanism for directors and employees to report their genuine concerns or grievances;
- (p) reviewing, with the management, the performance of statutory and internal auditors and adequacy of the internal control systems;

- (q) 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;
- (r) discussing with internal auditors any significant findings and follow up thereon;
- (s) 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;
- (t) discussing with the 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;
- (u) 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;
- (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) reviewing the functioning of the whistle blower mechanism;
- (x) ensuring that an information system audit of the internal systems and process is conducted at least once in two years to assess operational risks faced by the Company;
- (y) formulating, reviewing and making recommendations to the Board to amend the Audit Committee charter from time to time;
- (z) reviewing the utilization of loan and/or advances from investment by the holding company in the subsidiaries exceeding ₹1,000 million or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments; and
- (aa) considering and commenting on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the Company and its shareholders.
- (bb) investigating any activity within its terms of reference, seeking information from any employee, obtaining outside legal or other professional advice and securing attendance of outsiders with relevant expertise, if it considers necessary;
- (cc) reviewing compliance with the provisions of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as may be amended from time to time at least once in a Financial Year and verify that systems for internal control are adequate and are operating effectively;
- (dd) Reviewing:
 - i. Any show cause, demand, prosecution and penalty notices against the Company or its Directors which are materially important including any correspondence with regulators or government agencies and any published reports which raise material issues regarding the Company's financial statements or accounting policies;
 - ii. Any material default in financial obligations by the Company;
 - iii. Any significant or important matters affecting the business of the Company.
 - iv. performing such other functions as may be delegated by the Board and/or prescribed under the SEBI Listing Regulations, the Companies Act, 2013 or other applicable law.

The powers of the Audit Committee shall include the following:

- i. To investigate activity within its terms of reference;
- ii. To seek information from any employees;
- iii. To obtain outside legal or other professional advice;

- iv. To secure attendance of outsiders with relevant expertise, if it considers necessary;
- v. To have such powers as may be prescribed under the Companies Act, 2013 and the SEBI Listing Regulations;

The Audit Committee shall mandatorily review the following information:

- (a) Management discussion and analysis of financial condition and results of operations;
- (b) Management letters/letters of internal control weaknesses issued by the statutory auditors of the Company;
- (c) Internal audit reports relating to internal control weaknesses;
- (d) The appointment, removal and terms of remuneration of the chief internal auditor;
- (e) Statement of deviations, including:
 - i. quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) of the SEBI Listing Regulations; and
 - ii. annual statement of funds utilised for purposes other than those stated in the issue document/prospectus/notice in terms of Regulation 32(7) of the SEBI Listing Regulations; and
- (f) the financial statements, in particular, the investments made by any unlisted subsidiary.

The Company Secretary and Compliance Officer of our Company shall serve as the secretary to the Audit Committee.

The Audit Committee is required to meet at least four times a year under Regulation 18(2)(a) of the SEBI Listing Regulations. The quorum for a meeting of the Audit Committee shall be two members or one third of the members of the audit committee, whichever is greater, with at least two independent directors.

(b) Nomination and Remuneration Committee

The Nomination and Remuneration Committee was constituted by a resolution of our Board dated December 23, 2024. The Nomination and Remuneration Committee is in compliance with Section 178 of the Companies Act, 2013 and Regulation 19 of the SEBI Listing Regulations. The current constitution of the Nomination and Remuneration Committee is as follows:

Name of Director	Position in the Committee	Designation
Ravindra Pandey	Chairperson	Independent Director
Aishwarya Malhi	Member	Independent Director
Rituraj Kishore Sinha	Member	Non-Executive (nominee) Director

Its terms of reference are as follows:

- a. identifying and nominating, for the approval of the Board and ultimately the shareholders, candidates to fill Board vacancies as and when they arise as well as putting in place plans for succession, in particular with respect to the Chairperson of the Board and the Chief Executive Officer.
- b. 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.
- c. while formulating the above policy, ensuring that:
 - (i) the level and composition of remuneration shall be reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully.

- (ii) relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
 - (iii) remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short- and long-term performance objectives appropriate to the working of the Company and its goals.
- d. formulating criteria for evaluation of Independent Directors and the Board.
- e. evaluating the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director, for every appointment of an independent director. Ensuring that the person recommended to the Board for appointment as an independent director has the capabilities identified in such description. Further, for the purpose of identifying suitable candidates, the Nomination and Remuneration Committee may:
 - (i) use the services of an external agencies, if required;
 - (ii) consider candidates from a wide range of backgrounds, having due regard to diversity; and
 - (iii) consider the time commitments of the candidates.
- f. devising a policy on diversity of the Board;
- g. identifying persons, who are qualified to become directors or who may be appointed in senior management in accordance with the criteria laid down, recommending to the Board their appointment, promotion and removal and carrying out evaluation of every director's performance and specifying the manner for effective evaluation of performance of Board, its committees and individual directors, to be carried out either by the Board, by the Nomination and Remuneration Committee or by an independent external agency and reviewing its implementation and compliance. The Company shall disclose the remuneration policy and the evaluation criteria in its annual report;
- h. 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;
- i. recommending remuneration of executive directors and any increase therein from time to time within the limit approved by the members of the Company;
- j. recommending remuneration to non-executive directors in the form of sitting fees for attending meetings of the Board and its committees, remuneration for other services, commission on profits;
- k. recommending to the Board, all remuneration, in whatever form, payable to senior management;
- l. engaging the services of any consultant/professional or other agency for the purpose of recommending compensation structure/policy;
- m. analyzing, monitoring and reviewing various human resources and compensation matters;
- n. reviewing and approving compensation strategy from time to time in the context of the then current Indian market in accordance with applicable laws;
- o. 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) SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended; or
 - (ii) SEBI (Prohibition of Fraudulent and Unfair Trade Practices relating to the Securities Market) Regulations, 2003, as amended
- p. performing such other functions as may be delegated by the Board and/or prescribed under the SEBI Listing Regulations, the Companies Act, 2013 or other applicable law.

(c) Stakeholders' Relationship Committee

The Stakeholders' Relationship Committee was constituted by a resolution of our Board dated December 23, 2024. The Stakeholders' Relationship Committee is in compliance with Section 178 of the Companies Act, 2013 and Regulation 20 of the SEBI Listing Regulations. The current constitution of the Stakeholders' Relationship Committee is as follows:

Name of Director	Position in the Committee	Designation
Ravindra Pandey	Chairperson	Independent Director
Devesh Desai	Member	Non-Executive (nominee) Director
Ajaykumar Ramnayan Vishwakarma	Member	Non-Executive (nominee) Director
Bhupesh Chhajjer	Member	Non-Executive (nominee) Director

Its terms of reference are as follows:

- a. redressal of grievances of the shareholders, debenture holders and other security holders of the Company including complaints related to transfer/transmission of shares or debentures, non-receipt of share or debenture certificates, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc. and assisting with quarterly reporting of such complaints;
- b. reviewing measures taken for effective exercise of voting rights by the shareholders;
- c. investigating complaints relating to allotment of shares, approving transfer or transmission of shares, debentures or any other securities;
- d. reviewing adherence to the service standards adopted by the Company in respect of various services being rendered by the registrar and share transfer agent and recommending measures for overall improvement in the quality of investor services;
- e. reviewing 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;
- f. formulating procedures in line with the statutory guidelines to ensure speedy disposal of various requests received from shareholders from time to time;
- g. approving, registering, refusing to register transfer or transmission of shares and other securities;
- h. giving effect to dematerialisation of shares and re-materialisation of shares, sub-dividing, consolidating and/or replacing any share or other securities certificate(s) of the Company, compliance with all the requirements related to shares, debentures and other securities from time to time;
- i. issuing duplicate share or other security(ies) certificate(s) in lieu of the original share/security(ies) certificate(s) of the Company; and
- j. performing such other functions as may be delegated by the Board and/or prescribed under the SEBI Listing Regulations and the Companies Act, 2013 or other applicable law.

(d) IPO Committee

The IPO Committee was constituted by a resolution of our Board dated November 19, 2024. The current constitution of the IPO Committee is as follows:

Name of Director	Position in the Committee	Designation
Devesh Desai	Member	Non-Executive Director
Bhupesh Chhajjer	Member	Non-Executive Director

Its terms of reference are as follows:

- a. approving all actions and signing and/or modifying agreements or other documents required to dematerialize

the Equity Shares, including seeking the admission of the Equity Shares into CDSL and NSDL, and signing and/or modifying, as the case may be, agreements and/or such other documents as may be required with NSDL, CDSL, registrar and transfer agents and such other agencies, as may be required in this connection with power to authorize one or more officers of the Company to execute all or any of the above documents;

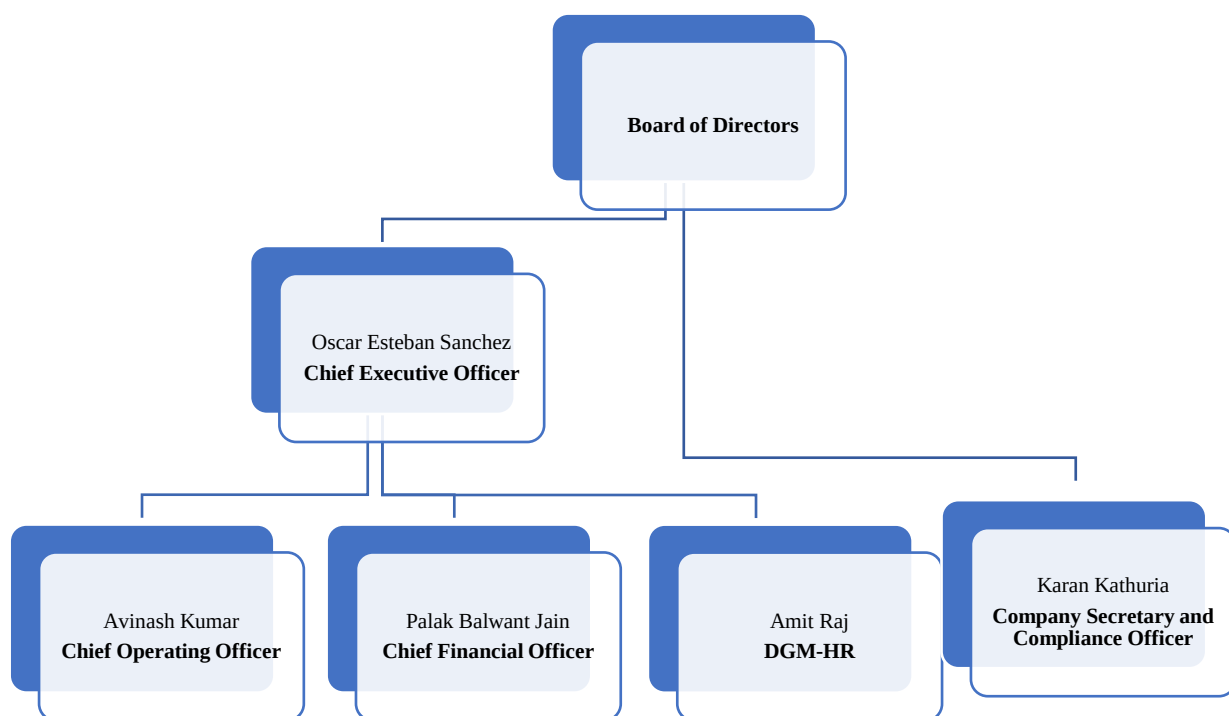
- b. finalizing, settling, approving, arranging and file and adopting, in consultation with the BRLM the DRHP, the UDRHP, if applicable, RHP, the Prospectus with the Registrar of Companies, Bihar & Jharkhand at Patna and thereafter with SEBI and the relevant stock exchanges and the preliminary and final international wraps 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 (collectively, the “**Offer Documents**”);
- c. arranging for the submission, filing and/or withdrawal of the Offer Documents including incorporating such alterations, corrections or modifications as may be required by the Government of India, SEBI, the RBI, RoC, Stock Exchanges, or any other relevant governmental, statutory, regulatory and/or any other competent authorities (collectively, the “**Regulatory Authorities**”) or in accordance with the rules, regulations, guidelines, notifications, circulars and clarifications issued thereon from time to time by any Regulatory Authorities (collectively, “**Applicable Laws**”), and taking all such actions as may be necessary for submission, withdrawal and filing of the Offer Documents;
- d. approving and issuing notices and/or advertisements in relation to the Offer as it may deem fit and proper in accordance with Applicable Laws and in consultation with the relevant intermediaries appointed for the Offer;
- e. approving the relevant restated consolidated financial statements and proforma financial statements, if applicable to be issued in connection with the Offer;
- f. approving expenditure on behalf of the Company in relation to the Offer;
- g. deciding, negotiating and finalizing, in consultation with the BRLM, all matters regarding any pre-IPO placement, if any, including entering into discussions and execution of all relevant documents with investors;
- h. approving any steps towards compliance with corporate governance requirements, policies or codes of conduct of the Board, officers and other employees of the Company that may be considered necessary by it or as may be required under Applicable Laws or the listing agreements to be entered into by the Company with the Stock Exchanges, including, without limitation, policies on insider trading, whistle-blower mechanism, risk management and any other policies as may be required to be formulated under the Companies Act, 2013, as amended and the regulations prescribed by the SEBI including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended;
- i. To approve the materiality policy for the identification of group companies, material litigation in relation to the Company, its subsidiaries, promoters and directors and material creditors for the purposes of disclosure in the DRHP, RHP, UDRHP and Prospectus; and to approve the list of outstanding litigations involving such group companies which have a material impact on the Company;
- j. appointing and instructing the Book Running Lead Manager, syndicate members, bankers to the offer, the registrar to the offer, underwriters, escrow agents, monitoring agency, accountants, industry expert, auditors, legal counsel(s), depositories, custodians, credit rating agencies, advertising agencies and all such persons, agencies or intermediaries as may be involved in or concerned with the Offer and whose appointment is required in relation to the Offer, to the extent relevant, including any successors or replacements thereof, by way of commission, brokerage, fees or the like, and negotiating, finalizing and settling the respective terms of their appointment and executing and delivering or arranging the delivery of, and if deemed fit, terminating the various agreements for such appointment, including the offer agreement, any syndicate agreement, underwriting agreement, share escrow agreement, cash escrow and sponsor bank agreement, agreement with registrar in relation to the Offer, advertising agencies, credit rating agencies, monitoring agency and any other intermediaries or parties in connection with the Offer;

- k. opening and operating bank accounts, share/securities accounts, escrow or custodian accounts, in India or abroad, in Rupees or in any other currency, in accordance with the terms of any agreement entered into in this respect and subject to Applicable Laws;
- l. opening and operating bank accounts of the Company in terms of Section 40(3) of the Companies Act, 2013, as amended, in respect of the Issue and to authorize one or more officers of the Company to execute all documents/deeds as may be necessary in this regard;
- m. authorizing and approving the incurring of expenditure and the payment of fees, commissions, brokerage, remuneration and reimbursement of expenses in connection with the Offer, in accordance with the terms of any agreement entered into in this respect and subject to Applicable Laws;
- n. seeking the listing of the Equity Shares on the Stock Exchanges, submitting listing applications to the Stock Exchanges and taking all such actions as may be necessary in connection with obtaining such listing, including, without limitation, entering into listing agreements with the Stock Exchanges;
- o. seeking, if required, the consents, approvals and waivers of the Company's lenders, industry data providers, customers, suppliers, strategic partners, parties with whom the Company has entered into various commercial and other agreements, all concerned Regulatory Authorities in India or outside India, and any other consents, approvals or waivers that may be required in connection with the Offer;
- p. submitting declarations, undertakings/certificates or providing clarifications to the SEBI, RoC and the Stock Exchanges, and to authorize any concerned person on behalf of the Company for such purposes;
- q. deciding in consultation with the book running lead managers the actual size, timing and all other terms and conditions, including any amendments thereto, of the Offer and/or the number of Equity Shares to be offered, transferred and/or allotted in the Offer, including any reservation of Equity Shares for any category or categories of persons as permitted under Applicable Laws, any rounding off in the event of any oversubscription as permitted under Applicable Laws, and to accept any amendments, modifications, variations or alterations thereto;
- r. determining, in consultation with the book running lead managers and/or any other advisors, the bid opening and closing dates (including the bidding date in case of anchor investors, if any), including extending the Bid/Offer period;
- s. determining the utilization of proceeds of the fresh issue of Equity Shares by the Company and accepting and appropriating proceeds of the fresh issue in accordance with the Applicable Laws;
- t. issuing receipts/allotment letters/confirmation of allocation notes, either in physical or in electronic mode, representing the underlying Equity Shares, with such features and attributes as may be required and to provide for the tradability and free transferability thereof as per market practices and regulations, including listing on one or more stock exchanges;
- u. authorizing any concerned person on behalf of the Company to give such declarations, affidavits, certificates, consents and authorities as may be required from time to time in relation to the Issue;
- v. doing all such acts, deeds, matters and things and execute all such other documents, etc., as it may, in its absolute discretion, deem necessary or desirable for the Offer, in consultation with the BRLM;
- w. authorizing and empower officers of the Company (each, an "**Authorized Officers**"), for and on behalf of the Company, to negotiate, finalize, execute, deliver and terminate, on a several basis, any agreements and arrangements as well as amendments or supplements thereto that any such Authorized Officer considers necessary, desirable or advisable, in connection with the Offer, including, without limitation, engagement letter(s), memoranda of understanding, the listing agreements with the Stock Exchanges, the registrar's agreement, the depositories agreements, the offer agreement with the book running lead managers (and other entities as appropriate), the underwriting agreement, the syndicate agreement, the cash escrow and sponsor bank agreement, confirmation of allocation notes, the advertisement agency agreement, [and any agreement or document in connection with any pre-IPO placement (including any placement agreement, escrow agreement and Offer Documents, with, and to make payments to or remunerate by way of fees, commission, brokerage or the like or reimburse expenses incurred in connection with the Offer by the book running lead

managers, syndicate members, placement agents, registrar to the offer, bankers to the offer, managers, underwriters, escrow agents, accountants, auditors, legal counsel, depositories, credit rating agencies, advertising agencies, monitoring agencies, and all such persons or agencies as may be involved in or concerned with the Offer; and any such agreements or documents so executed and delivered and acts and things done by any such Authorized Officer shall be conclusive evidence of the authority of the Authorized Officer and the Company in so doing;

- x. authorizing any Authorized Officer, for and on behalf of the Company, to severally take any and all action in connection with making applications, seeking clarifications, exemptions and obtaining approvals (or entering into any arrangement or agreement in respect thereof) in connection with the Offer, including, without limitation, applications to, and clarifications or approvals from the Regulatory Authorities, any lenders to the Company, any party with whom the Company has entered into commercial and other agreements or any other third parties and that any such action already taken or to be taken is hereby ratified, confirmed and/or approved as the act and deed of the Authorized Officer and the Company, as the case may be;
- y. severally authorizing the Authorized Officers, for and on behalf of the Company, to do or cause to be done any and all acts, deeds, matters or things as any such Authorized Officer may deem necessary, desirable or expedient in order to carry out the purposes and intent of the foregoing resolutions or the Issue; and any documents so executed and delivered or acts, deeds, matters and things done or caused to be done by any such Authorized Officer shall be conclusive evidence of the authority of such Authorized Officer and the Company in so doing and any such document so executed and delivered or acts, deeds, matters and things done or caused to be done by any such Authorized Officer prior to the date hereof are hereby ratified, confirmed and approved as the act and deed of the Authorized Officer and the Company, as the case may be;
- z. executing and delivering any and all documents, papers or instruments and doing or causing to be done any and all acts, deeds, matters or things as it may deem necessary, desirable or expedient in order to carry out the purposes and intent of the foregoing resolutions or the Offer; and any documents so executed and delivered or acts, deeds, matters and things done or caused to be done by the IPO Committee shall be conclusive evidence of the authority of the IPO Committee in so doing;
- aa. settling all questions, difficulties or doubts that may arise in regard to the Offer, including allotment, terms of the offer, utilisation of the offer proceeds and matters incidental thereto as it may deem fit;
- bb. To delegate any of the powers mentioned above and to do all such acts, deeds, matters and things as may be required to be done to give effect to the above resolution;
- cc. taking such action, give such directions, as may be necessary or desirable as regards the Offer and to do all such acts, matters, deeds and things, including but not limited to the allotment of Equity Shares against the valid applications received in the Offer, as are in the best interests of the Company; and
- dd. taking all actions as may be necessary or authorized in connection with the Offer.

Management Organisation Chart



Key Managerial Personnel of our Company

The details of our other Key Managerial Personnel as on the date of this Draft Red Herring Prospectus are as set forth below.

Oscar Esteban Sanchez is the Chief Executive Officer of our Company. He obtained his bachelor's degree in chemistry with a specialty in Chemical Engineering from Universidad Complutense de Madrid. He also holds master's degrees in industrial management and planning from IDE-CESEM and in Foreign Trade and International Economic Relations from IEDE Business School, part of Universidad Europea de Madrid. Additionally, he has completed the Management Integral Development Program at ESIC Business and Marketing School and the Global Strategic Leadership Program at Miami Herbert Business School, University of Miami. With over 32 years of professional experience, he joined Prosegur in 2002. Before that, he held various positions at TICSAs, Novotec Consultores SA, and Danzas. He has been actively involved in industry associations related to our company's activities, having served as a Board member of the European Security Transport Association (ESTA). Currently, he holds several key positions: Secretary of the Cash Logistics Association of India (CLA), Secretary of the Currency Cycle Association of India (CCA), and Chairman of the Asian Cash Management Association (ACMA). He was appointed as the Chief Executive Officer of our Company pursuant to the Management Consultancy Agreement with effect from April 1, 2022, and was appointed as a Key Managerial Personnel of the Company pursuant to a resolution of the Board dated December 19, 2024. He received a remuneration of ₹ 46.53 million in Fiscal 2024. *

**Our Company had entered into a management consultancy agreement with Prosegur CIT Integral Systems Private Limited, dated April 01, 2022, for a period of three years, ending March 31, 2025, for management consultant services. To extend his services for an additional two-year period, our Company entered into subsequent management consultancy agreement with Prosegur CIT Integral Systems Private Limited dated March 27, 2025 ("Management Consultancy Agreements"). Oscar Esteban Sanchez has been appointed as Chief Executive Officer of our Company since April 01, 2022. Pursuant to the terms and conditions in the Management Consultancy Agreements, the remuneration for Fiscal 2023, Fiscal 2024- and nine-months period ending December 31, 2024, for our Chief Executive Officer has been credited into the accounts of Prosegur CIT Integral Systems Private Limited.*

Palak Balwant Jain is the Chief Financial Officer of our Company. He obtained his bachelor's degree in commerce from the University of Mumbai and has passed the final examination held by ICAI. Prior to his association with our

Company, he held the position of assistant manager at Welspun Steel Limited, senior manager at Welspun Specialty Solutions Limited and controller - international finance and accounts at Midal Cables Ltd. He has been associated with our Company since 2020 and was appointed as the Chief Financial Officer on December 19, 2024, and received a remuneration of ₹ 3.73 million in Fiscal 2024.

Karan Kathuria is the Company Secretary and Compliance Officer of our Company. He obtained his bachelor's degree in commerce from the University of Delhi and is an associate of the ICSI. He has over 10 years of experience as a company secretary. Before his association with our Company, he held the position of deputy manager at JBM Auto Limited and company secretary (at assistant manager level) at Vikas Parks Private Limited. He has been associated with our Company since December 23, 2024 as the Company Secretary and Compliance Officer and has not received any remuneration in Fiscal 2024.

Senior Management of our Company

Except Oscar Esteban Sanchez, our Chief Executive Officer, Palak Balwant Jain, our Chief Financial Officer and Karan Kathuria, our Company Secretary and Compliance Office, who are also our Key Managerial Personnel and whose details are mentioned above, the details of the members of our Senior Management as on the date of this Draft Red Herring Prospectus are set forth below:

Avinash Kumar is the Chief Operating Officer of our Company. He obtained his bachelor's degree of engineering in electrical and electronics from The Birla Institute of Technology and Science in 1987 and diploma in marketing & sales management from Rajendra Prasad Institute of Communication & Management, Bombay. Before his association with our Company, he held the position of General Manager - Retail Sales at Sterling Cellular Limited and Country Industrial Development Manager at DHL Worldwide Express (I) Private Limited. He has been associated with our Company since February 8, 2016 and was appointed as the Chief Operating Officer on October 1, 2021. In Fiscal 2024, the total remuneration paid to him was ₹ 9.82 million.

Amit Raj is the DGM - HR of our Company. He obtained his Bachelor of Arts degree in 2005 from Choudhary Charan Singh University, Meerut, bachelor's degree in law in 2011 from Choudhary Charan Singh University, Meerut and master's in business administration in 2007 from Dr. A.P.J. Abdul Kalam Technical University, Lucknow. Before his association with our Company, he has held the position of HR - Coordinator at Sodexo Pass Services India Private Limited. He has been associated with our Company since 2014 and was appointed as the DGM-HR on October 1, 2021. In Fiscal 2024, the total remuneration paid to him was ₹ 3.11 million.

Arrangements or understanding with major Shareholders, customers, suppliers or others

Except Oscar Esteban Sanchez, who was appointed pursuant to the Management Consultancy Agreement, none of our Key Managerial Personnel or Senior Management have been selected pursuant to any arrangement or understanding with any major Shareholders, customers or suppliers of our Company, or others. For more details, please see “- Key Managerial Personnel of our Company - Oscar Esteban Sanchez” on page 240.

Changes in the Key Managerial Personnel or Senior Management in the last three years

Except as mentioned below, there have been no changes in the Key Managerial Personnel or Senior Management in the last three years preceding the date of this Draft Red Herring Prospectus:

Name	Date of change	Designation (at the time of appointment/designation)	Reason
Sweta Prasad	January 11, 2024	Company Secretary	Appointment
Sweta Prasad	November 14, 2024	Company Secretary	Resignation due to personal reasons
Palak Balwant Jain	December 19, 2024	Chief Financial Officer	Appointment as a Key Managerial Personnel
Oscar Esteban Sanchez	December 19, 2024	Chief Executive Officer	Appointment as a Key Managerial Personnel
Karan Kathuria	December 23, 2024	Company Secretary and Compliance Officer	Appointment

The rate of attrition of our Key Managerial Personnel and Senior Management is not high in comparison to the industry in which we operate.

Status of Key Managerial Personnel and Senior Management

Except, Oscar Esteban Sanchez, our Chief Executive Officer, who was appointed pursuant to the Management Consultancy Agreement, all our Key Managerial Personnel and Senior Management are permanent employees of our Company.

Retirement and termination benefits

None of our Key Managerial Personnel or Senior Management have entered into any service contracts with our Company which include termination or retirement benefits. Except statutory benefits upon termination of their employment in our Company or superannuation, none of the Key Managerial Personnel or Senior Management are entitled to any benefit upon termination of employment or superannuation.

Shareholding of the Key Managerial Personnel and members of Senior Management

None of our Key Managerial Personnel and members of Senior Management hold any Equity Shares in our Company.

Contingent and deferred compensation payable to Key Managerial Personnel and Senior Management

Except for the compensation amounting to ₹ 8.67 million payable to Oscar Esteban Sanchez, there is no contingent or deferred compensation which accrued to our Key Managerial Personnel and Senior Management for Fiscal 2024, which does not form part of their remuneration for such period as on the date of this Draft Red Herring Prospectus.

Bonus or profit-sharing plan of the Key Managerial Personnel and Senior Management

Our Company does not have a profit-sharing plan for our Key Managerial Personnel and Senior Management as on the date of this Draft Red Herring Prospectus.

Interest of Key Managerial Personnel and Senior Management

Our Key Managerial Personnel and Senior Management are interested in our Company 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 during the ordinary course of their service.

Employee stock option and employee stock purchase schemes

Our Company does not have any employee stock option scheme, employee stock purchase scheme or stock appreciation rights scheme as on date of this Draft Red Herring Prospectus.

Payment or benefit to officers of our Company (non-salary related)

No non-salary related amount or benefit has been paid or given within the two years preceding the date of the Draft Red Herring Prospectus or is intended to be paid or given to any officer of our Company, including our Directors, Key Managerial Personnel and Senior Management.

Other confirmations

There is no conflict of interest between the lessors of the immovable properties of our Company (which are crucial for operations of our Company) and any of our Directors or Key Managerial Personnel.

There is no conflict of interest between suppliers of raw materials or any third-party service providers of our Company (which are crucial for the operations of our Company) and any of our Directors or Key Managerial Personnel.

OUR PROMOTER AND PROMOTER GROUP

Our Promoters

The Promoters of our Company are SIS Limited, Singpai Pte. Ltd., LUXPAÏ CIT S.À R.L., Prosegur Global CIT Row, S.L.U. and Prosegur Cash, S.A.

As on the date of this Draft Red Herring Prospectus, our Promoters' shareholding in our Company are as follows:

S. No.	Name of the Promoter	Number of Equity Shares	Percentage of the pre-Offer issued, subscribed and paid-up Equity Share capital (%)
1.	SIS Limited	7,788,892*	39.31
2.	Singpai Pte. Ltd.	9,708,695	49.00
3.	LUXPAÏ CIT S.À R.L.	Nil	Nil
4.	Prosegur Global CIT Row, S.L.U.	Nil	Nil
5.	Prosegur Cash, S.A.	Nil	Nil
	Total	17,497,587	88.31

*This includes one Equity Share each held by Bikash Chandra Mishra, Sanjay Shanker Ojha and Vinaya Kumar Srivastawa as the registered owners, however, SIS Limited is the beneficial owner of such three Equity Shares.

For further details of the build-up of the shareholding of our Promoters in our Company, see “Capital Structure – Details of Build-up, Contribution and Lock-in of Promoters’ Shareholding and Lock-in of other Equity Shares” on page 80.

Details of our Promoters

1. SIS Limited

Corporate information

SIS Limited is a public limited company incorporated under the laws of India with a certificate of incorporation issued by Registrar of Companies, Bihar at Patna on January 2, 1985. SIS Limited has been listed on NSE and BSE since August 10, 2017. At the time of its listing, SIS Limited was known as “Security and Intelligence Services (India) Limited”, and the name was changed to “SIS Limited” and a fresh certificate of incorporation in the name of “SIS Limited” was issued by the RoC on January 13, 2021. SIS Limited is in the process of listing its debt securities on the Stock Exchanges.

Its registered office is situated at Annapurna Bhawan, Telephone Exchange Road, Kurji, Patna, Bihar, 800 010, India. The PAN of SIS Limited is AAEC53538A. The CIN of SIS Limited is L75230BR1985PLC002083. It is engaged in the business of rendering security and related services in the areas of manned guarding, cash management and transit, consulting and investigation, training and facility management and cleaning services.

Board of directors of SIS Limited

Below mentioned are the directors on the board of SIS Limited as on date of this Draft Red Herring Prospectus:

S. No.	Director	Designation
1.	Ravindra Kishore Sinha	Chairman
2.	Rituraj Kishore Sinha	Managing director
3.	Arvind Kumar Prasad	Director-finance
4.	Rita Kishore Sinha	Non-executive director
5.	Rivoli Sinha	Non-executive director
6.	Uday Singh	Independent director
7.	Deepak Kumar	Independent director
8.	Sunil Srivastav	Independent director
9.	Rajan Verma	Independent director
10.	Upendra Kumar Sinha	Independent director
11.	Vrinda Sarup	Independent director

Promoters of SIS Limited

The Promoters of SIS Limited are Ravindra Kishore Sinha and Rituraj Kishore Sinha.

Capital structure of SIS Limited

The authorized share capital of SIS Limited as on the date of this Draft Red Herring Prospectus is ₹ 1,350,000,000 divided into 270,000,000 equity shares of face value ₹ 5 each.

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Shareholding pattern of SIS Limited

SIS Limited is a listed company having its equity shares listed on BSE and NSE with effect from August 10, 2017.

Below mentioned is the shareholding pattern of SIS Limited as of March 14, 2025:

Cate gory	Category of shareholder	Nos. of shareho lders	No. of fully paid-up equity shares held	No. of Par tly pai d-up equ ity sha res hel d	No. of shares underl ying Depos itory Recei pts	Total nos. shares held	Shareh olding as a % of total no. of shares (calcula ted as per SCRR, 1957)	Number of Voting Rights held in each class of securities				No. of Shares Underl ying Outsta nding convert ible securiti es (includi ng Warra nts)	Shareho lding, as a % assumin g full conversi on of converti ble securitie s (as a percent age of diluted share capital)	Number of Locked in shares		Number of Shares pledged or otherwise encumbe red		Number of equity shares held in demateri alised form
								No. of Voting Rights			Total as a % of (A+B +C)			No.	As a % of total Shares held	No.	As a % of total Shares held	
								Class e.g.: X	Cl ass : y	Total								
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII) = (IV)+(V)+(VI)	(VIII) As a % of (A+B+C 2)	(IX)				(X)	(XI)= (VII)+(X) As a % of (A+B+C 2)	(XII)		(XIII)		(XIV)
(A)	Promoter & Promoter Group	10	103,91 9,469	0	0	103,91 9,469	72.09	103,91 9,469	0	103,91 9,469	72.09	0	71.70	0	0.00	0	0.00	103,919, 469
(B)	Public	39,488	40,239, 667	0	0	40,239, 667	27.91	40,239, 667	0	40,239, 667	27.91	784,606	28.03	0	0.00	NA	NA	40,157,7 35
(C)	Non Promoter - Non Public				0				0			0			0.00	NA	NA	
(C1)	Shares Underlying DRs	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	NA	0

(C2)	Shares Held By Employee Trust	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00			N A	NA	0
	Total	39,498	144,15 9,136	0	0	144,15 9,136	100.00	144,15 9,136	0	144,15 9,136	100.0 0	784,606	100.00	0	0.00	0	0.00	144,077, 204

[remainder of the page intentionally left blank]

Change in control of SIS Limited

There has not been any change in control of SIS Limited during the preceding three years from the date of this Draft Red Herring Prospectus.

Other confirmations

SIS Limited has not changed its activities since the date of its incorporation.

Our Company confirms that the permanent account number, bank account number, registration number, and address of the registrar of companies, where SIS Limited is registered, will be submitted to the Stock Exchanges at the time of filing of this Draft Red Herring Prospectus with the Stock Exchanges.

2. Singpai Pte. Ltd.

Corporate information

Singpai Pte. Ltd. is a private company, incorporated on June 15, 2011, under the laws of Singapore. Its PAN is AAZCS1953N, and its Singaporean tax identification number is 201114232Z. Its registered office is situated at 9 Raffles Place, #26-01, Republic Plaza, Singapore 048619. Singpai Pte. Ltd. is a holding company, and its corporate purpose includes, among others, taking participations and interests in any commercial, industrial, or financial enterprise, and to acquire any securities and rights through participation, contribution, underwriting or options.

Board of directors of Singpai Pte. Ltd.

Below mentioned are the members on the board of Singpai Pte. Ltd. as on date of this Draft Red Herring Prospectus:

S. No.	Name	Designation
1.	Ho May Lynn	Director
2.	Lee Bee Fong	Secretary
3.	Chong Pei Wen	Secretary

The ultimate beneficial owners of Singpai Pte. Ltd.

The ultimate beneficial owners of Singpai Pte. Ltd. are LUXPAÏ CIT S.À R.L., directly, and Prosegur Global CIT Row, S.L.U. and Prosegur Cash, S.A. (a company listed on the Barcelona, Bilbao, Madrid and Valencia Stock Exchanges in Spain), indirectly. For details regarding the board of directors of LUXPAÏ CIT S.À R.L., Prosegur Global CIT Row, S.L.U. and Prosegur Cash, S.A., please see “Our Promoter and Promoter Group – Board of directors of LUXPAÏ CIT S.À R.L.”, “Our Promoter and Promoter Group – Board of directors of Prosegur Global CIT Row, S.L.U.” and “Our Promoter and Promoter Group – Board of directors of Prosegur Cash, S.A.” on pages 248, 249 and 250, respectively.

Capital structure of Singpai Pte. Ltd.

The issued and paid-up share capital of Singpai as on the date of this Draft Red Herring Prospectus is 17,324,826 Singaporean Dollars (“SGD”), divided into 17,324,826 equity shares of face value 1 SGD each.

Shareholding pattern of Singpai Pte. Ltd.

Below mentioned is the shareholding pattern of Singpai Pte. Ltd.:

S. No.	Name of the shareholder	% of shareholding
1.	LUXPAÏ CIT S.À R.L.	100.00

Change in control of Singpai Pte. Ltd.

There has not been any change in control of Singpai Pte. Ltd. during the preceding three years from the date of this Draft Red Herring Prospectus.

Other confirmations

Singpai Pte. Ltd. has not changed its activities since the date of its incorporation.

Our Company confirms that the permanent account number, bank account number, tax identification number, and the details of the registrar of companies or corresponding authorities, where Singpai Pte. Ltd. is registered, will be submitted to the Stock Exchanges at the time of filing of this Draft Red Herring Prospectus with the Stock Exchanges.

3. LUXPAÏ CIT S.À R.L.

Corporate information

LUXPAÏ CIT S.À R.L. is a private company, incorporated on December 11, 2015, under the laws of Luxembourg. Its registered office is situated at 23, Avenue Monterey – 2163, Luxembourg. The tax identification number of LUXPAÏ CIT S.À R.L. is 2015 2471 794. It is incorporated as a holding company to take participation and interests in any commercial, industrial, financial or other Luxembourg or foreign enterprises, to acquire any securities and rights through participation, contribution, underwriting or options, to acquire patents and licenses and to acquire other property, rights and interest in property as it may deem fit.

Board of directors of LUXPAÏ CIT S.À R.L.

Below mentioned are the directors on the board of LUXPAÏ CIT S.À R.L. as on date of this Draft Red Herring Prospectus:

S. No.	Name	Designation
1.	Javier Hergueta	Director
2.	Georges Michelena	Director

The ultimate beneficial owners of LUXPAÏ CIT S.À R.L.

The ultimate beneficial owners of LUXPAÏ CIT S.À R.L. are Prosegur Global CIT Row, S.L.U., directly and Prosegur Cash, S.A. (a company listed on the Barcelona, Bilbao, Madrid and Valencia Stock Exchanges in Spain), indirectly. For details regarding the board of directors of Prosegur Global CIT Row, S.L.U. and Prosegur Cash, S.A., please see “Our Promoter and Promoter Group – Board of directors of Prosegur Global CIT Row, S.L.U.” and “Our Promoter and Promoter Group – Board of directors of Prosegur Cash, S.A.” on pages 249 and 250, respectively.

Capital structure of LUXPAÏ CIT S.À R.L.

The share capital of LUXPAÏ CIT S.À R.L. as on the date of this Draft Red Herring Prospectus is 100,000 Euros divided into 100,000 equity shares of face value 1 Euro each.

Shareholding pattern of LUXPAÏ CIT S.À R.L.

Below mentioned is the shareholding pattern of LUXPAÏ CIT S.À R.L.:

S. No.	Name of the shareholder	% of shareholding
1.	Prosegur Global CIT Row, S.L.U.	100.00

Change in control of LUXPAÏ CIT S.À R.L.

There has not been any change in control of LUXPAÏ CIT S.À R.L. during the preceding three years from the date of this Draft Red Herring Prospectus.

Other confirmations

LUXPAÏ CIT S.À R.L. has not changed its activities since the date of its incorporation.

Our Company confirms that the bank account number, tax identification number, and the details of the registrar of companies or corresponding authorities, where LUXPAÏ CIT S.À R.L. is registered, will be submitted to the Stock Exchanges at the time of filing of this Draft Red Herring Prospectus with the Stock Exchanges.

4. Prosegur Global CIT Row, S.L.U.

Corporate information

Prosegur Global CIT Row, S.L.U. is a private company, incorporated on May 8, 2015, under the laws of Spain. Its registered office is situated at Calle Pajaritos 24, 28007, Madrid, Spain. The tax identification number of Prosegur Global CIT Row, S.L.U. is B-87.285.185. It is a holding company, and its corporate purpose includes, among others, the provision of services relating to security, surveillance and transport of valuables to public and private entities.

Board of directors of Prosegur Global CIT Row, S.L.U.

Below mentioned are the directors on the board of Prosegur Global CIT Row, S.L.U. as on date of this Draft Red Herring Prospectus:

S. No.	Name	Designation
1.	Javier Hergueta	Sole director, representing Prosegur Cash, S.A.

The ultimate beneficial owner of Prosegur Global CIT Row, S.L.U.

The ultimate beneficial owner of Prosegur Global CIT Row, S.L.U. is Prosegur Cash, S.A., a company listed on the Barcelona, Bilbao, Madrid and Valencia Stock Exchanges in Spain. For details regarding the board of directors of Prosegur Cash, S.A., please see “Our Promoter and Promoter Group – Board of directors of Prosegur Cash, S.A.” on page 250.

Capital structure of Prosegur Global CIT Row, S.L.U.

The share capital of Prosegur Global CIT Row, S.L.U. as on the date of this Draft Red Herring Prospectus is 3,006 Euros divided into 3,006 equity shares of face value 1 Euro each.

Shareholding pattern of Prosegur Global CIT Row, S.L.U.

Below mentioned is the shareholding pattern of Prosegur Global CIT Row, S.L.U.:

S. No.	Name of the shareholder	% of shareholding
1.	Prosegur Cash, S.A.	100.00

Change in control of Prosegur Global CIT Row, S.L.U.

There has not been any change in control of Prosegur Global CIT Row, S.L.U. during the preceding three years from the date of this Draft Red Herring Prospectus.

Other Confirmations

Prosegur Global CIT Row, S.L.U. has not changed its activities since the date of its incorporation.

Our Company confirms that the bank account number, tax identification number, and the details of the registrar of companies or corresponding authorities, where Prosegur Global CIT Row, S.L.U. is registered, will be submitted to the Stock Exchanges at the time of filing of this Draft Red Herring Prospectus with the Stock Exchanges.

5. Prosegur Cash, S.A.

Corporate information

Prosegur Cash, S.A. is a public listed company, incorporated on February 22, 2016, under the laws of Spain. Its shares are listed on the Barcelona, Bilbao, Madrid and Valencia Stock Exchanges in Spain. Further, it has a bond which is traded on the Irish Stock Market, which was issued in the form of notes for a total nominal amount of 600 million Euros on December 4, 2017, with maturity date on February 4, 2026 (the “Notes”). The Notes were issued in the euromarket under Prosegur Cash, S.A.’s Euro Medium Term Note Programme, whose base prospectus was approved by the Central Bank of Ireland on November 10, 2017.

Its registered office is situated at Calle Santa Sabina, 28007, Madrid, Spain. The tax identification number of Prosegur Cash, S.A. is A87498564.

Prosegur Cash, S.A. is, *inter alia*, engaged in the provision of securities logistics and cash management services. It is a holding company, carrying out the below mentioned business activities indirectly through its shareholding in other companies and legal entities that undertake identical or analogous corporate activities:

- a. Services for the management of cash and other high value goods (jewels, art works, precious metals, electronic devices, votes, legal evidence, etc.) at local and international transports (land, air and sea) including services for the uplift, transport, custody and deposit of cash and other valuable goods.
- b. Management and automation of cash (counting, processing and packaging, as well as preparation and ordering of coins) and control and traceability systems for cash flows.
- c. Integral solutions for automated teller machines (ATMs) (planning, loading, monitoring, first and second level maintenance, balancing and other additional services).
- d. Planning and forecasting of cash requirements of branches and vaults of financial institutions.

Board of directors of Prosegur Cash, S.A.

Below mentioned are the directors on the board of Prosegur Cash, S.A. as on date of this Draft Red Herring Prospectus:

S. No.	Name	Designation
1.	Christian Gut Revoredo	Chairman
2.	Juan Cocci	Vice chairman
3.	Jose Antonio Lasanta Luri	CEO
4.	Claudio Aguirre Pemán	Independent coordinator board member
5.	María Benjumea Cabeza de Vaca	Board member
6.	Daniel Guillermo Entrecanales Domecq	Board member
7.	Chantal Gut Revoredo	Board member
8.	Antonio Rubio Merino	Board member
9.	Ana Inés Sainz de Vicuña Bemberg	Board member
10.	Bárbara Gut Revoredo	Board member

The ultimate beneficial owners of Prosegur Cash, S.A.

The ultimate beneficial owner of Prosegur Cash, S.A. is Prosegur Compañía de Seguridad, S.A..

The members of the board of directors of Prosegur Compañía de Seguridad, S.A. are:

S. No.	Name	Designation
1.	Christian Gut Revoredo	CEO
2.	Helena Revoredo Delvecchio	Chairman
3.	Chantal Gut Revoredo	Board member
4.	Don Fernando Vives Ruiz	Board member
5.	Don Fernando D'Ornellas Silva	Independent director
6.	Don Rodrigo Zulueta Galilea	Independent director
7.	Doña Isela Costantini	Independent director
8.	Doña Natalia Gamero del Castillo Calleja	Independent director
9.	Don Pedro Guerrero Guerrero	Board member
10.	Antonio Rubio Merino	Secretary non board member
11.	Miguel Soler Ruiz-Boada	Vice secretary non board member

Capital structure of Prosegur Cash, S.A.

The share capital of Prosegur Cash, S.A. as on the date of this Draft Red Herring Prospectus is 29,698,269.74 Euros divided into 1,484,913,487 shares of face value 0.02 Euro each.

Shareholding pattern of Prosegur Cash, S.A.

Below mentioned is the shareholding pattern of Prosegur Cash, S.A. as on the date of this Draft Red Herring Prospectus:

S. No.	Name of the shareholder	% of shareholding
1.	Prosegur Compañía de Seguridad, S.A.	81.45
2.	Christian Gut Revoredo	0.22
3.	Jose Antonio Lasanta Luri	0.06

4.	Free float & treasure shares	18.27
	Total	100.00

Change in control of Prosegur Cash, S.A.

There has not been any change in control of Prosegur Cash, S.A. during the preceding three years from the date of this Draft Red Herring Prospectus.

Other confirmations

Prosegur Cash, S.A. has not changed its activities since the date of its incorporation.

Our Company confirms that the bank account number, tax identification number, and the details of the registrar of companies or corresponding authorities, where Prosegur Cash, S.A. is registered, will be submitted to the Stock Exchanges at the time of filing of this Draft Red Herring Prospectus with the Stock Exchanges.

Change in control of our Company

There has been no change in control of our Company in the last five years preceding the date of this Draft Red Herring Prospectus. However, pursuant to a Board resolution dated December 23, 2024, SIS Limited, Singpai Pte. Ltd., LUXPAÏ CIT S.À R.L., Prosegur Global CIT Row, S.L.U. and Prosegur Cash, S.A. have been identified as Promoters of our Company in accordance with the Companies Act and the SEBI ICDR Regulations.

Interests of our Promoters

Our Promoters are interested in our Company: (i) to the extent that they have promoted our Company; and (ii) to the extent of their shareholding and the dividend payable upon such shareholding and any other distributions in respect of their shareholding in our Company. For further details of the shareholding of our Promoters and the Promoter Group, see “*Capital Structure – Details of the shareholding of our Promoters, members of the Promoter Group, Directors, Key Managerial Personnel and Senior Management in our Company*” on page 86. Additionally, they may be interested in transactions entered into by our Company with them, or other entities (i) in which they hold shares, or (ii) which are controlled by them.

Our Promoter, SIS Limited, is interested in the intellectual property owned by our Company to the extent that it has entered into a co-brand agreement with Prosegur and our Company dated February 9, 2012, pursuant to which our Company uses a co-brand that incorporates both SIS and Prosegur trademarks. For further details, please see “*History and Certain Corporate Matters - Key terms of other material agreements*” page 218.

Our Promoter, SIS Limited, may be deemed to be interested in our Company to the extent that our Directors, Rituraj Kishore Sinha and Devesh Desai, are their nominees on our Board. Further, our Promoter, Singpai Pte. Ltd. may be deemed to be interested in our Company to the extent that our Directors, Ajaykumar Ramnayan Vishwakarma and Bhupesh Chhajer, are their nominees on our Board. For further details, see “*Our Management - Arrangement or understanding with major Shareholders, customers, suppliers or others*” on page 229.

Our Promoters are not interested as a member of a firm or a company, and no sum has been paid or agreed to be paid to our Promoters or to such firm or company in which our Promoters is interested as a member, in cash or shares or otherwise by any person either to induce any such person to become, or qualify him as a director, or otherwise for services rendered by such person or by such firm or company in connection with the promotion or formation of our Company.

Except as disclosed below, our Promoters do not have any interest in any property acquired or leased, or proposed to be acquired or leased by our Company in the three years preceding the date of this Draft Red Herring Prospectus, or in any transaction by our Company with respect to the acquisition of land, construction of building or supply of machinery:

Our Company’s Registered Office is leased from Rita Kishore Sinha, one of the directors on the board of our Promoter, SIS Limited. For further details regarding the lease agreement, please see “*Our Business – Properties*” on page 204.

As on the date of this Draft Red Herring Prospectus, there is no conflict of interest between the suppliers of raw materials and third-party service providers (crucial for the operations of the company) and our Promoters and members of our Promoter Group.

As on the date of this Draft Red Herring Prospectus, there is no conflict of interest between the lessor of the immovable properties (crucial for the operations of the Company) and our Promoters and members of our Promoter Group.

Except as mentioned in this section and sections titled “*Our Business*”, “*History and Certain Corporate Matters*”, and “*Restated Consolidated Financial Information – Related party transactions /outstanding balances*” ” on pages 172, 212 and 310, respectively, our Promoters do not have any other interest in our Company.

Other ventures of our Promoters

Other than as disclosed herein “*Our Promoter and Promoter Group – Promoter Group*” on page 243, our Promoters are not involved in any other ventures. Further, other than the below mentioned members of our Promoter Group, which are engaged in a similar line of business as our Company, our Promoters do not have any direct or indirect interest in any venture that is involved in the same line of activity or business as conducted by our Company:

S. No.	Name of the Promoter Group entity engaged in a similar line of business
1.	Blindados S.R.L.
2.	Capacitaciones Ocupacionales Sociedad Limitada
3.	Compañía Colombiana de Seguridad Transbank LTDA.
4.	Compañía de Seguridad Prosegur S.A.
5.	Compañía Transportadora de Valores Prosegur de Colombia S.A.
6.	Corporacion Allium, S.A.
7.	Empresa de Transportes Compañía de Seguridad Chile Limitada
8.	Procesos Tecnicos de Seguridad y Valores S.A.S
9.	Prosegur - Logistica e Tratamiento de Valores Portugal, S.A.
10.	Prosegur Brasil S/A Transportadora de Valores e Seguranca
11.	Prosegur Cajeros S.A.
12.	Prosegur Cash International, S.A.
13.	Prosegur Cash Services Germany GmbH
14.	Prosegur Cash Servicios SAC
15.	Prosegur CIT Integral Systems India Private Limited
16.	Prosegur Logistica e Armazenamento Ltda
17.	Prosegur Paraguay S.A.
18.	Prosegur Procesos SAS
19.	Prosegur Servicios de Efectivo España SL
20.	Prosegur Servicios de Pago EP SL
21.	Prosegur Transportadora de Caudales S.A.
22.	Proteccion de Valores S.A. (Nicaragua)
23.	Proteccion de Valores S.A. (Proval)
24.	Proteccion de Valores S.A. de CV
25.	Red de Recaudación, Pagos y Servicios Facilito Redfacilito S.A.
26.	Servicios Prosegur Limitada
27.	Tevlogistic S.A.
28.	Transportadora de Caudales de Juncadella Mediterranea S.A.
29.	Transportadora Ecuatoriana de Productos Valorados Setaproval S.A.
30.	Transportadora Ecuatoriana de Valores TEVCOL Cia Ltda
31.	WSN-Sicherheit und Service GmbH
32.	WTL Security GmbH

Companies or firms with which our Promoters have disassociated in the last three years

Except as disclosed below, our Promoters have not disassociated themselves from any company or firm in the three years immediately preceding the date of this Draft Red Herring Prospectus:

Name of the Promoter	Name of the company or firm	Reason for disassociation	Date of disassociation
LUXPAÏ CIT S.À R.L.	PitCo Reinsurance, S. A.	100% of the Promoter’s stake in the company was sold for a consideration of 49 million Euros, in pursuance of mergers and acquisitions undertaken by the Promoter	May 15, 2024
Prosegur Cash, S.A.	Prosegur Australia Pty Limited	The Promoter’s indirect shareholding in the company was contributed to a third party in exchange for shares of that third party company	September 4, 2023

Prosegur Cash, S.A.	Precinct Hub Pty Limited	The Promoter's indirect shareholding in the company was contributed to a third party in exchange for shares of that third party company	September 4, 2023
Prosegur Cash, S.A.	353 Oxford Street Limited	The company was liquidated	April 2, 2024
Prosegur Cash, S.A.	CGX Accesories Limited	The company was liquidated	April 2, 2024
Prosegur Cash, S.A.	Gelt Brasil Consultoria em Tecnologia da Informacao Ltda	The company was liquidated	July 29, 2024
Prosegur Cash, S.A.	Change Group Estonia OU	The company was liquidated	April 5, 2023
Prosegur Cash, S.A.	Forex Prosegur Change Limited	The company was liquidated	July 11, 2023
Prosegur Cash, S.A.	Prosec CASH Services Pte. Ltd.	The company was liquidated	September 4, 2023
Prosegur Cash, S.A.	Prosegur Foreign Exchange Incorporated	The company was liquidated	November 7, 2022
Prosegur Cash, S.A.	Cash Services Australia Pty Limited	The company was liquidated	July 31, 2024 (deregistered from register on November 1, 2024)
Prosegur Cash, S.A.	Prosegur Australia Investments PTY Limited	The company was liquidated	July 31, 2024 (deregistered from register on November 1, 2024)
Prosegur Cash, S.A.	Prosegur Services Pty Ltd	The company was liquidated	July 31, 2024 (deregistered from register on November 1, 2024)

Payment or benefits to Promoters or Promoter Group

Except as stated in “Restated Consolidated Financial Information –Note 31.1 Related party transactions /outstanding balances” and “Restated Consolidated Financial Information – Note 14 Borrowings” at pages 310 and 295, respectively, there have been no direct or indirect contracts, agreements or any other arrangements pursuant which any amount, payment or benefit have been paid or given, and no amount, payment or benefit is intended to be paid or given to our Promoters or Promoter Group during two years prior to the date of this Draft Red Herring Prospectus.

Material guarantees given by our Promoters with respect to the Equity Shares

As on the date of this Draft Red Herring Prospectus, our Promoters have not given any material guarantee to any third party with respect to the Equity Shares.

Other Confirmations

Our Company, our Promoters, members of our Promoter Group, persons in control of our Company and the persons in control of our Promoters 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 in India or abroad.

Neither our Company, nor our Promoters have been identified as a wilful defaulter or a fraudulent borrower by any bank or financial institution (as defined in the SEBI ICDR Regulations) or consortium thereof, in accordance with the guidelines issued by Reserve Bank of India.

Neither our Company, nor our Promoters have been declared as ‘Fraudulent Borrowers’ by the lending banks or financial institution or consortium, in terms of RBI master direction dated July 1, 2016.

Our Promoters are not, and have never been a promoter, director or person in control of any other company which is prohibited from accessing or operating in capital markets under any order or direction passed by SEBI or any other regulatory or governmental authority.

Promoter Group

The entities that form a part of the Promoter Group of our Company (excluding our Promoters) in terms of Regulation 2(1) (pp) of the SEBI ICDR Regulations are set out below:

S. No.	Name of the entities
1.	Adis Enterprises Private Limited
2.	Askara Pty Ltd
3.	Australian Security Connections Pty Ltd
4.	Blindados S.R.L.
5.	Capacitaciones Ocupacionales Sociedad Limitada
6.	Cash Centroamerica Dos SL
7.	CASH Centroamerica Tres SL
8.	CASH Centroamerica Uno SL
9.	Cash Re
10.	ChangeGroup ATMs Inc
11.	ChangeGroup ATMs Limited
12.	ChangeGroup Czech Republic s.r.o.
13.	Changegroup Italy S.R.L.
14.	ChangeGroup Spain SAU
15.	ChangeGroup Sweden AB
16.	Charter Security Protective Services Pty Ltd
17.	Compañía Colombiana de Seguridad Transbank LTDA.
18.	Compañía de Seguridad Prosegur S.A.
19.	Compañía Transportadora de Valores Prosegur de Colombia S.A.
20.	Consultoria de Negocios CCR Consulting Costa Rica S.A.
21.	Corporacion Allium, S.A.
22.	Corresponsales Colombia S.A.S
23.	Costumbres del Sur S.A.
24.	Dinero Gelt México
25.	Dinero Gelt SAS
26.	Dinero Gelt, S.L.
27.	Dusters Total Solutions Services Private Limited
28.	Empresa de Transportes Compañía de Seguridad Chile Limitada
29.	Findarin S.A.
30.	Gelt Cash Transfer S.L.U.
31.	Gelt Tech Cashlabs S.L.U.
32.	Grafobel S.A.
33.	Gubel, S.L.
34.	Harapay Holding S.A.
35.	Harapay Instituição de Pagamentos S.A.
36.	Henderson Security Services Pte. Ltd.
37.	Henderson Technologies Pte. Ltd.
38.	Inversiones CIT 2 SLU
39.	Juncadella Prosegur Group Andina SpA
40.	Juncadella Prosegur Internacional SL
41.	LATAM ATM Solutions SL
42.	Log Cred Tecnologia Comercio e Serviços Ltda
43.	Malcoff Holdings B.V.
44.	MiDinero Ecuador S.A.
45.	MiRubi Internet SLU
46.	MSS Security Pty Ltd
47.	MSS Strategic Medical and Rescue Pty Ltd
48.	Nummi S.A.
49.	One SIS Residential Solutions Private Limited
50.	One SIS Solutions Private Limited
51.	Platform 4 Group Limited
52.	Procesos Tecnicos de Seguridad y Valores S.A.S
53.	Profacil Serviços Ltda
54.	Prosegur - Logística e Tratamento de Valores Portugal, S.A.
55.	Prosegur Alpha3 Cashlabs, S.L.
56.	Prosegur Australia Holdings PTY Limited
57.	Prosegur Brasil S/A Transportadora de Valores e Seguranca

S. No.	Name of the entities
58.	Prosegur Cajeros S.A.
59.	Prosegur Cash International, S.A.
60.	Prosegur Cash Servicios SAC
61.	Prosegur Cash Services Germany GmbH
62.	Prosegur Cash Today USA, LLC
63.	Prosegur Change Denmark ApS
64.	Prosegur Change Iceland ehf
65.	Prosegur Change SG Pte. Ltd.
66.	Prosegur Change UK Limited
67.	Prosegur CIT Integral Systems India Private Limited
68.	Prosegur Colombia 1 SL
69.	Prosegur Colombia 2, S.L.
70.	Prosegur Compañía de Seguridad, S.A.
71.	Prosegur Crypto GmbH
72.	Prosegur Custodia de Activos Digitales S.L.
73.	Prosegur Custodia de Activos Digitales S.A.
74.	Prosegur Digital Ltda
75.	Prosegur Filipinas Holding Corp.
76.	Prosegur Foreign Exchange Pty Limited
77.	Prosegur Global Resources Holdings Philippines Inc.
78.	Prosegur Holding CIT ARG S.A.
79.	Prosegur International CIT 1, SLU
80.	Prosegur Internationale Handels GmbH
81.	Prosegur Logística e Armazenamento Ltda
82.	Prosegur Paraguay S.A.
83.	Prosegur Pay Consultoria em Tecnologia de Informação Ltda
84.	Prosegur Procesos SAS
85.	Prosegur Servicios de Efectivo España SL
86.	Prosegur Servicios de Pago EP SL
87.	Prosegur Serviços e Participações Societárias S.A.
88.	Prosegur Smart Cash Solutions SL
89.	Prosegur Transportadora de Caudales S.A.
90.	Proteccion de Valores S.A. (Nicaragua)
91.	Proteccion de Valores S.A. (Proval)
92.	Proteccion de Valores S.A. de CV
93.	Rare Hospitality & Services Private Limited
94.	Red de Recaudación, Pagos y Servicios Facilito Redfacilito S.A.
95.	Safety Direct Solutions NZ Pty Ltd
96.	Safety Direct Solutions Pty Ltd
97.	Servicios Prosegur Limitada
98.	SIS Alarm Monitoring and Response Services Private Limited
99.	SIS Australia Group Pty Ltd
100.	SIS Australia Holdings Pty Ltd
101.	SIS Business Support Services and Solutions Private Limited
102.	SIS Group International Holdings Pty Ltd
103.	SIS Henderson Holdings Pte. Ltd.
104.	SIS MSS Security Holdings Pty Ltd
105.	SIS Security Asia Pacific Holdings Pte. Ltd.
106.	SIS Security International Holdings Pte. Ltd.
107.	SIS Synergistic Adjacencies Ventures Private Limited
108.	SLV Security Services Private Limited
109.	SMC Integrated Facility Management Solutions Limited
110.	Southern Cross Protection Pty Ltd
111.	Tech SIS Limited
112.	Terminix SIS India Private Limited
113.	Tevlogistic S.A.
114.	The Change Group Australia Pty Limited
115.	The Change Group California INC
116.	The Change Group Corporation Limited
117.	The Change Group Denmark ApS
118.	The Change Group France SAS
119.	The Change Group Helsinki Oy
120.	The Change Group International (Cyprus) Ltd

S. No.	Name of the entities
121.	The Change Group International (holdings) Limited
122.	The Change Group International PLC
123.	The Change Group London Limited
124.	The Change Group New York, Inc
125.	The Change Group Wechselstuben GmbH
126.	Transportadora de Caudales de Juncadella Mediterranea S.A.
127.	Transportadora Ecuatoriana de Productos Valorados Setaproval S.A.
128.	Transportadora Ecuatoriana de Valores TEVCOL Cia Ltda
129.	Triton Security Services Limited
130.	Uniq Detective and Security Services (Tamilnadu) Private Limited
131.	Uniq Detective and Security Services AP Private Limited
132.	Uniq Facility Services Private Limited
133.	Uniq Security Solutions Private Limited
134.	VN Global BPO S.A.
135.	VN Global Paraguay S.A.
136.	WSN-Holding Verwaltungsgesellschaft mBh
137.	WSN-Sicherheit und Service GmbH
138.	WTL Security GmbH

DIVIDEND POLICY

The dividend policy of our Company was adopted and approved by our Board in their meeting held on December 23, 2024 (“**Dividend Policy**”). The declaration and payment of dividends on Equity Shares will be recommended by the Board 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.

Our Company has not declared dividends in the nine months period ended December 31, 2024, and for financial years ended March 31, 2024, March 31, 2023, and March 31, 2022, and until the date of this Draft Red Herring Prospectus.

The quantum of dividend, if any, and our ability to pay dividends in the future will depend on a number of internal and external factors, including but not limited to the distributable surplus available under law, funding requirements of the Company’s businesses, including those of its Subsidiaries, for their growth plans, organic and inorganic, funds required to service any outstanding loans, liquidity and return ratios, political, tax and regulatory changes and macro-economic environment in the geographies in which our Company operates.

In addition, our ability to pay dividends may be impacted by a number of other factors, including restrictive covenants under the loan or financing documents, our Company is currently a party to or may enter into from time to time.

For details of risks in relation to our capability to pay dividend, see “*Risk Factors- We cannot assure payment of dividends on the Equity Shares in the future and our ability to pay dividends in the future will depend upon our future earnings, financial condition, cash flows, working capital requirements, capital expenditures and restrictive covenants in our financing arrangements.*” on page 54.

SECTION V: FINANCIAL INFORMATION
RESTATED CONSOLIDATED FINANCIAL INFORMATION

**Walker Chandiok & Co
LLP**

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Jacaranda Marg, DLF Phase
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INDEPENDENT AUDITOR'S EXAMINATION REPORT ON RESTATED CONSOLIDATED FINANCIAL INFORMATION

The Board of Directors
SIS Cash Services Limited (formerly 'SIS Cash Services Private Limited')
B-26, Okhla Industrial Area, Phase I
New Delhi- 110020

Dear Sirs,

1. We have examined the attached Restated Consolidated Financial Information of **SIS Cash Services Limited (formerly known as 'SIS Cash Services Private Limited')** (the "Company" or the "Issuer") and its subsidiaries (the Company and its subsidiaries together referred to as the "**Group**"), comprising the Restated Consolidated Statement of Assets and Liabilities as at 31 December 2024, 31 March 2024, 31 March 2023 and 31 March 2022, the Restated Consolidated Statements of Profit and Loss (including other comprehensive income), the Restated Consolidated Statement of Changes in Equity, the Restated Consolidated Statement of Cash Flows for the nine month period ended 31 December 2024 and for the years ended 31 March 2024, 31 March 2023 and 31 March 2022, the Summary Statement of Material Accounting Policies, and other explanatory information (collectively, the "**Restated Consolidated Financial Information**"), as approved by the Board of Directors of the Company at their meeting held on 25 March 2025 for the purpose of inclusion in the **Draft Red Herring Prospectus** ("DRHP") prepared by the Company in connection with its proposed Initial Public Offer of equity shares ("IPO") prepared in terms of the requirements of:
 - a. Section 26 of Part I of Chapter III of the Companies Act, 2013 (the "Act");
 - b. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("ICDR Regulations"); and
 - c. The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India ("ICAI"), as amended from time to time (the "Guidance Note").
2. The Company's Board of Directors is responsible for the preparation of the Restated Consolidated Financial Information for the purpose of inclusion in the DRHP to be filed with Securities and Exchange Board of India, National Stock Exchange of India Limited and BSE Limited in connection with the proposed IPO. The Restated Consolidated Financial Information have been prepared by the management of the Company as per the basis of preparation stated in note 2.1 to the Restated Consolidated Financial Information. The responsibility of respective Board of Directors of the companies included in the Group includes designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Consolidated Financial Information. The respective Board of Directors are also responsible for identifying and ensuring that the Group complies with the Act, ICDR Regulations and the Guidance Note.

INDEPENDENT AUDITOR'S EXAMINATION REPORT ON RESTATED CONSOLIDATED FINANCIAL INFORMATION (Cont'd)

3. We have examined such Restated Consolidated Financial Information taking into consideration:
- The terms of reference and terms of our engagement agreed upon with you in accordance with our engagement letter dated 08 November 2024 in connection with the proposed IPO of equity shares of the Company;
 - The Guidance Note also requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI;
 - Concepts of test checks and materiality to obtain reasonable assurance based on verification of evidence supporting the Restated Consolidated Financial Information; and
 - The requirements of Section 26 of the Act and the ICDR Regulations. Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Act, the ICDR Regulations and the Guidance Note in connection with the IPO.
4. These Restated Consolidated Financial Information have been compiled by the management from:
- Audited Special Purpose Interim Consolidated Financial Statements of the Company as at and for the nine month period ended 31 December 2024 prepared in accordance with Indian Accounting Standard (Ind AS) 34 "Interim Financial Reporting", specified under section 133 of the Act and other accounting principles generally accepted in India, except for the presentation of comparative financial information in accordance with Ind AS 34 (the "**2024 Special Purpose Interim Consolidated Financial Statements**") which have been approved by the Board of Directors at their meeting held on 25 March 2025;
 - Audited Consolidated Financial Statements of the Company as at and for the years ended 31 March 2024 and 31 March 2023 prepared in accordance with the Indian Accounting Standards (referred to as "Ind AS") as prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended, and other accounting principles generally accepted in India, which have been approved by the Board of Directors at their meeting held on 29 April 2024 and 01 May 2023; and
 - As at and for the year ended 31 March 2022
 - Audited Special Purpose Consolidated Financial Statements of the Company as at and for the year ended 31 March 2022 prepared in accordance with the Indian Accounting Standards (referred to as "Ind AS") for the limited purpose of complying with the requirement of getting its financial statements audited by an audit firm holding a valid peer review certificate issued by the "Peer Review Board" of the ICAI as required by ICDR Regulations in relation to proposed IPO, which have been approved by the Board of Directors at their meeting held on 23 December 2024. These Special Purpose Consolidated Financial Statements have been audited by Saxena and Saxena ("**Previous Auditor**" / '**Other Auditor**'),
 - From the audited consolidated financial statements of the Company as at and for the year ended 31 March 2022 prepared in accordance with the Indian Accounting Standards (referred to as "Ind AS") which were approved by the Board of Directors in their meeting held on 02 May 2022.
5. For the purpose of our examination, we have relied on:
- Auditors' report issued by us dated 25 March 2025 on the 2024 Special Purpose Interim Consolidated Financial Statements of the Company as at and for the nine month period ended 31 December 2024 as referred in Paragraph 4(a) above;

Following is the emphasis of matter- Basis of Preparation and Restriction on distribution or use paragraph:

We draw attention to Note 2.1 to the accompanying Special Purpose Interim Consolidated Financial Statements, which describes the basis of its preparation. The Special Purpose Interim Consolidated Financial Statements have been prepared by the Holding Company's management, solely for the preparation of Restated Consolidated Financial Information of

INDEPENDENT AUDITOR'S EXAMINATION REPORT ON RESTATED CONSOLIDATED FINANCIAL INFORMATION (Cont'd)

the Group for the nine-month period ended 31 December 2024, to be included in Draft Red Herring Prospectus ('DRHP'), which is to be filed by the Holding Company with Securities and Exchange Board of India (SEBI), National Stock Exchange of India Limited (NSE) and BSE Limited as per requirements of Section 26 of Part I of Chapter III of the Act, read with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2018, as amended from time to time ('SEBI ICDR Regulations') in connection with the proposed initial public offering of equity shares of the Holding Company. Therefore, these Special Purpose Interim Consolidated Financial Statements may not be suitable for another purpose. Our report is issued solely for the aforementioned purpose, and accordingly, should not be used, referred to or distributed for any other purpose or to any other party without our prior written consent. Further, we do not accept or assume any liability or any duty of care for any other purpose for which or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing. Our opinion is not modified with respect to this matter.

- b. Auditors' Report issued by the Previous Auditor dated 29 April 2024 and 01 May 2023 on the consolidated financial statements of the Company as at and for the years ended 31 March 2024 and 31 March 2023, as referred in Paragraph 4(b) above; and
- c. Auditors' Report issued by the Previous Auditor dated 23 December 2024 on the special purpose consolidated financial statements of the Group as at and for the year ended 31 March 2022, as referred in Paragraph 4(c)(i) above

Following is the emphasis of matter- Basis of Preparation and Restriction on distribution or use paragraph:

We draw attention to Note 2.1 to the accompanying Special Purpose Consolidated Financial Statements, which describes the basis of its preparation. The Special Purpose Consolidated Financial Statements have been prepared by the Holding Company's management, solely for the preparation of Restated Consolidated Financial Information of the Group for the year ended 31 March 2022, to be included in Draft Red Herring Prospectus ('DRHP'), which is to be filed by the Holding Company with Securities and Exchange Board of India (SEBI), National Stock Exchange of India Limited (NSE) and Bombay Stock Exchange Limited (BSE) as per requirements of Section 26 of Part I of Chapter III of the Act, read with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2018, as amended from time to time ('SEBI ICDR Regulations') in connection with the proposed initial public offering of equity shares of the Holding Company. Therefore, these Special Purpose Consolidated Financial Statements may not be suitable for another purpose. Our report is issued solely for the aforementioned purpose and for use by Walker Chandiok & Co LLP for issuing their examination report on the restated consolidated financial information to the Holding Company, and accordingly, should not be used, referred to or distributed for any other purpose or to any other party without our prior written consent. Further, we do not accept or assume any liability or any duty of care for any other purpose for which or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing. Our opinion is not modified with respect to this matter.

- d. Auditors' Report issued by A Mitra & Associates dated 02 May 2022 on the consolidated financial statements of the Group, prepared under Ind AS, as at and for the year ended 31 March 2022, as referred in Paragraph 4(c)(ii) above. As informed to us by the management, A Mitra & Associates does not hold a valid peer review certificate as issued by the 'Peer Review Board' of the Institute of Chartered Accountants of India and has therefore, expressed its inability to perform any work on the restated consolidated financial information for the aforesaid year. Accordingly, in accordance with ICDR Regulations and the Guidance Note, restated consolidated financial information for the year ended 31 March 2022 have been audited by Previous Auditor.
6. The audits for the financial years ended 31 March 2024, 31 March 2023, special purpose audit for the financial year ended 31 March 2022 were conducted by the Previous Auditor, and accordingly reliance has been placed on the restated consolidated statement of assets and liabilities and the restated consolidated statements of profit and loss (including other

INDEPENDENT AUDITOR'S EXAMINATION REPORT ON RESTATED CONSOLIDATED FINANCIAL INFORMATION (Cont'd)

comprehensive income), statements of changes in equity and cash flow statements, the Summary Statement of Significant / material Accounting Policies, and other explanatory information and (collectively, the “**Previous Auditor Restated Consolidated Financial Information**”) examined by them for the said years. The examination report included for the said years is based solely on the report submitted by the Previous Auditor. They have also confirmed that the Previous Auditor Restated Consolidated Financial Information:

- a) have been prepared after incorporating adjustments for the changes in accounting policies, material errors and regrouping/reclassifications retrospectively in the financial year ended 31 March 2024, 31 March 2023 and 31 March 2022 to reflect the same accounting treatment as per the accounting policies and grouping/classifications followed as at and for the nine month period ended 31 December 2024;
 - b) does not require any adjustment for the matters mentioned in paragraph 5(b) and 5(c) above and do not contain any modifications requiring adjustments; and
 - c) have been prepared in accordance with the Act, ICDR Regulations and the Guidance Note.
7. As indicated in our audit report referred in 5(a) above:
- a. we did not audit financial statements of 3 subsidiaries whose share of total assets, total revenues, net cash inflows / (outflows) included in the consolidated financial statements, for the nine months period ended 31 December 2024 as tabulated below, which have been audited by other auditor, as mentioned in **Annexure 1**, and whose reports have been furnished to us by the Company's management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these components, is based solely on the reports of the other auditor:

(₹ in million)

Particulars	As at/ for the nine month period ended 31 December 2024
Total assets	4,098.88
Total revenues	1,854.60
Net cash inflow	172.80

The other auditor of one subsidiary (SIS Prosegur Holdings Private Limited) have examined the restated financial information and have confirmed that the restated financial information:

- a) have been prepared after incorporating adjustments for the changes in accounting policies, material errors and regrouping/reclassifications retrospectively to reflect the same accounting treatment as per the accounting policies and grouping/ classifications followed as at and for the period ended 31 December 2024;
 - b) do not require any adjustment for modification as there is no modification in the underlying audit report; and
 - c) have been prepared in accordance with the Act, ICDR Regulations and the Guidance Note.
8. Based on our examination and according to the information and explanations given to us and also as per the reliance placed on the examination report submitted by the Previous Auditor and other auditor of one subsidiary (SIS Prosegur Holdings Private Limited) for the respective periods, we report that the Restated Consolidated Financial Information:
- a. have been prepared after incorporating adjustments for the changes in accounting policies, material errors and regrouping/reclassifications retrospectively in the financial years ended 31 March 2024, 31 March 2023 and 31 March 2022 to reflect the same accounting treatment as per the accounting policies and grouping/classifications followed as at and for the nine month period ended 31 December 2024;
 - b. does not require any adjustment for the matters mentioned in paragraph 5 above and do not contain any modifications requiring adjustments; and

Walker Chandiok & Co LLP

INDEPENDENT AUDITOR'S EXAMINATION REPORT ON RESTATED CONSOLIDATED FINANCIAL INFORMATION (Cont'd)

- c. have been prepared in accordance with the Act, ICDR Regulations and the Guidance Note.
- 9. The Restated Consolidated Financial Information do not reflect the effects of events that occurred subsequent to the respective dates of the reports on the 2024 Special Purpose Interim Consolidated Financial Statements and audited consolidated financial statements mentioned in paragraph 4 above.
- 10. This report should not in any way be construed as a reissuance or re-dating of any of the previous audit reports issued by us or the Previous Auditor, nor should this report be construed as a new opinion on any of the financial statements referred to herein.
- 11. We have no responsibility to update our report for events and circumstances occurring after the date of the report.
- 12. Our report is intended solely for use of the Board of Directors for inclusion in the DRHP to be filed with Securities and Exchange Board of India, National Stock Exchange of India Limited and BSE Limited in connection with the proposed IPO. Our report should not be used, referred to, or distributed for any other purpose except with our prior consent in writing. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

For **Walker Chandiok & Co LLP**

Chartered Accountants

Firm Registration No: 001076N/N500013

Nitin Toshniwal

Partner

Membership No. 507568

UDIN: 25507568BMIEVO3198

Place: New York

Date: 25 March 2025

INDEPENDENT AUDITOR'S EXAMINATION REPORT ON RESTATED CONSOLIDATED FINANCIAL INFORMATION (Cont'd)

Annexure 1

Details of the subsidiaries audited by other auditors for nine months period ended 31 December 2024:

Name of entity	Period	Audit report date	Name of auditor
SIS Prosegur Holdings Private Limited	31 December 2024	25 March 2025	A.Mitra & Associates*#
SIS-Prosegur Cash Services Private Limited	31 December 2024	25 March 2025	A.Mitra & Associates*
SIS Prosegur Cash Logistics Private Limited	31 December 2024	25 March 2025	A.Mitra & Associates*

* As informed to us by the management, the auditor does not hold a valid peer review certificate as issued by the 'Peer Review Board' of the Institute of Chartered Accountants of India.

#Since the statutory auditor does not hold a valid peer review certificate, as a result, Saxena and Saxena has done the special purpose audit and has issued the Examination Report for the subsidiary.

SIS Cash Services Limited (formerly known as SIS Cash Services Private Limited)
(All amounts are in ₹ Million, except share data, number of shares and unless stated otherwise)

Restated Consolidated Statement of Assets and Liabilities

Particulars	Note No.	As at 31 December 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
A ASSETS					
Non-current assets					
Property, plant and equipment	4	2,285.46	1,972.48	1,495.56	1,307.00
Capital work-in-progress	4	26.82	44.61	202.93	-
Goodwill	5	865.35	865.35	865.35	865.35
Other intangible assets	5	3.88	3.95	0.44	0.67
Financial assets					
(i) Other financial assets	6	35.54	55.87	85.53	96.50
Deferred tax assets (net)	7	283.32	339.48	459.28	422.79
Income tax assets (net)	7	149.08	147.55	171.02	122.57
Other non-current assets	8	4.96	21.79	9.68	13.59
Total non-current assets		3,654.41	3,451.08	3,289.79	2,828.47
Current assets					
Inventories	9	5.98	8.48	11.21	7.48
Financial assets					
(i) Trade receivables	10	806.44	812.93	613.84	569.71
(ii) Cash and cash equivalents	11	549.85	366.49	362.23	309.62
(iii) Bank balances other than (ii) above	11	998.99	830.57	791.82	682.02
(iv) Other financial assets	6	693.11	673.25	624.30	527.71
Other current assets	8	399.45	346.39	306.19	260.80
Total current assets		3,453.82	3,038.11	2,709.59	2,357.34
Total assets		7,108.23	6,489.19	5,999.38	5,185.81
B EQUITY AND LIABILITIES					
Equity					
Equity share capital	12	198.14	198.14	198.14	198.14
Other equity	13	1,735.74	1,347.07	848.11	654.33
Total equity		1,933.88	1,545.21	1,046.25	852.47
Liabilities					
Non-current liabilities					
Financial liabilities					
(i) Borrowings	14	1,267.29	1,427.98	1,583.13	1,413.67
(ia) Lease liabilities	15	418.09	327.48	322.40	324.63
Provisions	19	107.47	97.03	88.35	85.88
Deferred tax liabilities (net)	7	112.51	102.72	101.72	100.87
Total non-current liabilities		1,905.36	1,955.21	2,095.60	1,925.05
Current liabilities					
Financial liabilities					
(i) Borrowings	14	648.73	631.36	802.51	787.75
(ia) Lease liabilities	15	62.19	53.82	36.85	29.41
(ii) Trade payables					
(a) Total outstanding dues of micro enterprises and small enterprises	16	6.86	25.75	58.26	20.94
(b) Total outstanding dues of creditors other than micro enterprises and small enterprises	16	1,407.80	1,356.92	993.95	686.50
(iii) Other current financial liabilities	17	991.19	802.62	887.88	776.30
Other current liabilities	20	88.13	48.96	37.40	30.57
Provisions	19	64.09	69.34	40.68	76.82
Total current liabilities		3,268.99	2,988.77	2,857.53	2,408.29
Total liabilities		5,174.35	4,943.98	4,953.13	4,333.34
Total equity and liabilities		7,108.23	6,489.19	5,999.38	5,185.81

The summary of material accounting policies and accompanying notes 1 to 34 form an integral part of these Restated Consolidated Financial Information.

This is the Restated Consolidated Statement of Assets and Liabilities referred to in our report of even date.

For **Walker Chandio & Co LLP**
Chartered Accountants
Firm Registration No: 001076N/N500013

For and on behalf of the Board of Directors of
SIS Cash Services Limited (formerly known as SIS Cash Services Private Limited)

Nitin Toshniwal
Partner
Membership No. 507568

Place: New York
Date: 25 March 2025

Rituraj Kishore Sinha
Chairperson and Director
(DIN: 00477256)

Place: Singapore
Date: 25 March 2025

Devesh Desai
Director
(DIN: 07562622)

Place: Bangalore
Date: 25 March 2025

Oscar Esteban Sanchez
Chief Executive Officer

Place: New Delhi
Date: 25 March 2025

Palak Balwant Jain
Chief Financial Officer

Place: New Delhi
Date: 25 March 2025

Karan Kathuria
Company Secretary

Place: New Delhi
Date: 25 March 2025

SIS Cash Services Limited (formerly known as SIS Cash Services Private Limited)

(All amounts are in ₹ Million, except share data, number of shares and unless stated otherwise)

Restated Consolidated Statement of Profit and Loss

Particulars	Note No.	For the nine months period ended 31 December 2024	For the year ended 31 March 2024	For the year ended 31 March 2023	For the year ended 31 March 2022
Income					
Revenue from operations	21	5,298.58	6,338.25	5,430.34	3,925.87
Other income	22	59.17	117.08	74.23	35.54
Total income		5,357.75	6,455.33	5,504.57	3,961.41
Expenses					
Employee benefits expense	23	1,803.52	2,226.35	1,848.37	1,514.96
Finance costs	24	175.19	234.40	261.47	205.77
Depreciation and amortization expenses	25	263.08	329.20	519.18	342.72
Other expenses	26	2,589.05	3,042.21	2,715.41	1,870.69
Total expenses		4,830.84	5,832.16	5,344.43	3,934.14
Profit before tax		526.91	623.17	160.14	27.27
Tax expense					
a) Current tax	7	73.98	(0.11)	9.00	-
b) Deferred tax	7	65.52	121.69	(37.40)	(20.25)
Total tax expense/(credit)		139.50	121.58	(28.40)	(20.25)
Profit after tax		387.41	501.59	188.54	47.52
Other comprehensive income					
Items that will not be reclassified to profit or loss:					
Re-measurement of defined benefits plans		1.69	(3.52)	7.00	10.67
Income tax relating to above mentioned item	7	(0.43)	0.89	(1.76)	(2.69)
Other comprehensive income/(loss) for the period/year (net of taxes)		1.26	(2.63)	5.24	7.98
Total comprehensive income for the period/year (net of taxes)		388.67	498.96	193.78	55.50
Earnings per equity share (EPS) (face value ₹ 10/- per share)	27				
Basic (₹)		19.55	25.32	9.52	2.40
Diluted (₹)		19.55	25.32	9.52	2.40

The summary of material accounting policies and accompanying notes 1 to 34 form an integral part of these Restated Consolidated Financial Information.

This is the Restated Consolidated Statement of Profit and Loss referred to in our report of even date.

For Walker Chandiok & Co LLP

Chartered Accountants

Firm Registration No: 001076N/N500013

For and on behalf of the Board of Directors of

SIS Cash Services Limited (formerly known as SIS Cash Services Private Limited)

Nitin Toshniwal

Partner

Membership No. 507568

Place: New York

Date: 25 March 2025

Rituraj Kishore Sinha

Chairperson and Director

(DIN: 00477256)

Place: Singapore

Date: 25 March 2025

Devesh Desai

Director

(DIN: 07562622)

Place: Bangalore

Date: 25 March 2025

Oscar Esteban Sanchez

Chief Executive Officer

Place: New Delhi

Date: 25 March 2025

Palak Balwant Jain

Chief Financial Officer

Place: New Delhi

Date: 25 March 2025

Karan Kathuria

Company Secretary

Place: New Delhi

Date: 25 March 2025

SIS Cash Services Limited (formerly known as SIS Cash Services Private Limited)
(All amounts are in ₹ Million, except share data, number of shares and unless stated otherwise)

Restated Consolidated Statement of Cash Flows

S No	Particulars	For the nine months period ended 31 December 2024	For the year ended 31 March 2024	For the year ended 31 March 2023	For the year ended 31 March 2022
A.	Cash flows from operating activities				
	Profit before tax	526.91	623.17	160.14	27.27
	Adjusted for:				
	Depreciation and amortization expenses	263.08	329.20	519.18	342.72
	Unrealised foreign exchange loss	-	-	-	1.23
	Net gain loss on sale of property, plant and equipment	(3.12)	(29.28)	(17.67)	(6.47)
	Finance costs	175.19	234.40	261.47	205.77
	Interest income	(56.25)	(79.09)	(62.39)	(29.07)
	Allowance/ (Reversal) for expected credit loss	74.26	(20.59)	158.83	91.74
	Operating profit before working capital changes	980.07	1,057.81	1,019.56	633.19
	Movement in working capital:				
	Movement in trade receivables	(67.76)	(178.50)	(202.97)	280.60
	Movement in inventories	2.50	2.73	(3.73)	0.44
	Movement in other current assets	(53.04)	29.94	(26.43)	(138.21)
	Movement in other current financial assets	(9.90)	(52.16)	(88.49)	60.84
	Movement in trade payables	31.98	321.46	335.95	242.91
	Movement in provisions	3.90	28.08	(29.22)	11.59
	Movement in other current liabilities	39.17	11.57	6.84	(6.74)
	Movement in other current financial liabilities	186.51	12.90	185.24	(25.36)
	Movement in other non-current assets	(0.14)	3.41	(0.47)	(7.76)
	Movement in other non-current financial assets	0.41	5.77	(22.74)	(7.40)
	Cash generated from operations	1,113.70	1,243.01	1,173.54	1,044.10
	Direct tax (paid), net of refunds	(75.50)	(46.58)	(57.45)	(68.24)
	Net cash flow generated from operating activities	1,038.20	1,196.43	1,116.09	975.86
B.	Cash Flows From Investing Activities				
	Purchase of property plant and equipment and changes in capital work in progress including capital creditors and capital advances	(392.90)	(594.39)	(845.72)	(811.02)
	Proceeds from sale/disposal of property, plant and equipment	5.13	55.58	18.93	10.85
	Redemption of fixed deposits	568.02	1,233.24	593.35	-
	Investment in fixed deposits	(734.08)	(1,256.99)	(686.47)	(518.87)
	Interest received	44.12	79.39	52.91	8.96
	Net cash (used in) investing activities	(509.71)	(483.17)	(867.00)	(1,310.08)
C.	Cash Flows From Financing Activities				
	Proceeds from long term borrowings	338.93	1,079.31	869.66	924.74
	Repayment of long term borrowings	(431.35)	(1,111.73)	(345.23)	(193.33)
	Repayment of notes/debentures	(50.00)	(150.00)	(294.00)	-
	Interest paid	(128.78)	(273.07)	(310.17)	(171.19)
	Payment of lease liabilities	(73.27)	(109.42)	(69.78)	(66.24)
	Net cash (used in)/generated from financing activities	(344.47)	(564.91)	(149.52)	493.98
D.	Net increase in cash and cash equivalents (A+B+C)	184.02	148.35	99.57	159.76
E.	Cash and cash equivalents at the beginning of the period/year	365.83	217.48	117.91	(41.85)
	Cash and cash equivalents at the end of the period/year (D+E)	549.85	365.83	217.48	117.91

Reconciliation of cash and cash equivalents as per the statement of the cash flows

	As at			
	31 December 2024	31 March 2024	31 March 2023	31 March 2022
Cash and cash equivalents as per above comprise the following:				
Cash and cash equivalents (refer note - 11)	549.85	366.49	362.23	309.62
Cash credit (refer note - 14)	-	(0.66)	(144.75)	(191.71)
Balance as per statement of cash flows	549.85	365.83	217.48	117.91

The summary of material accounting policies and accompanying notes 1 to 34 form an integral part of these Restated Consolidated Financial Information.
This is the Restated Consolidated Statement of Cash Flows referred to in our report of even date.

For **Walker Chandio & Co LLP**

Chartered Accountants

Firm Registration No: 001076N/N500013

Nitin Toshniwal
Partner
Membership No. 507568

Place: New York
Date: 25 March 2025

For and on behalf of the **Board of Directors of**

SIS Cash Services Limited (formerly known as SIS Cash Services Private Limited)

Rituraj Kishore Sinha **Devesh Desai** **Oscar Esteban Sanchez**
Chairperson and Director Director Chief Executive Officer
(DIN: 00477256) (DIN: 07562622)

Place: Singapore **Place:** Bangalore **Place:** New Delhi
Date: 25 March 2025 **Date:** 25 March 2025 **Date:** 25 March 2025

Palak Balwant Jain **Karan Kathuria**
Chief Financial Officer Company Secretary

Place: New Delhi **Place:** New Delhi
Date: 25 March 2025 **Date:** 25 March 2025

SIS Cash Services Limited (formerly known as SIS Cash Services Private Limited)

(All amounts are in ₹ Million, except per share data, number of shares and unless stated otherwise)

Restated Consolidated Statement of Changes in Equity

A. Equity share capital

	Number of shares	Amount
Balance as at 01 April 2021	1,98,13,665	198.14
Changes in equity share capital during the year	-	-
Balance as at 31 March 2022	1,98,13,665	198.14
Changes in equity share capital during the year	-	-
Balance as at 31 March 2023	1,98,13,665	198.14
Changes in equity share capital during the year	-	-
Balance as at 31 March 2024	1,98,13,665	198.14
Changes in equity share capital during the period	-	-
Balance as at 31 December 2024	1,98,13,665	198.14

B. Other equity

Particulars	Reserves and Surplus			Total
	Securities premium	Retained earnings	Debenture redemption reserve	
Balance as at 01 April 2021	1,490.27	(891.44)	-	598.83
Profit for the year	-	47.52	-	47.52
Other comprehensive income (net of tax)	-	7.98	-	7.98
Balance as at 31 March 2022	1,490.27	(835.94)	-	654.33
Profit for the year	-	188.54	-	188.54
Other comprehensive income (net of tax)	-	5.24	-	5.24
Balance as at 31 March 2023	1,490.27	(642.16)	-	848.11
Profit for the year	-	501.59	-	501.59
Other comprehensive income/(loss) (net of tax)	-	(2.63)	-	(2.63)
(Transfer from)/Transfer to debenture redemption reserve*	-	(17.50)	17.50	-
Transfer to/(Transfer from) of debenture redemption reserve*	-	5.00	(5.00)	-
Balance as at 31 March 2024	1,490.27	(155.70)	12.50	1,347.07
Profit for the period	-	387.41	-	387.41
Other comprehensive income (net of tax)	-	1.26	-	1.26
Transfer to/(Transfer from) of debenture redemption reserve	-	5.00	(5.00)	-
Balance as at 31 December 2024	1,490.27	237.97	7.50	1,735.74

*Refer note 13 for nature and purpose of debenture redemption reserve.

The summary of material accounting policies and accompanying notes 1 to 34 form an integral part of these Restated Consolidated Financial Information. This is the Restated Consolidated Statement of Changes in Equity referred to in our report of even date.

For Walker Chandiok & Co LLP

Chartered Accountants

Firm Registration No: 001076N/N500013

For and on behalf of the Board of Directors of

SIS Cash Services Limited (formerly known as SIS Cash Services Private Limited)

Nitin Toshniwal

Partner

Membership No. 507568

Place: New York

Date: 25 March 2025

Rituraj Kishore Sinha

Chairperson and Director

(DIN: 00477256)

Place: Singapore

Date: 25 March 2025

Devesh Desai

Director

(DIN: 07562622)

Place: Bangalore

Date: 25 March 2025

Oscar Esteban Sanchez

Chief Executive Officer

Place: New Delhi

Date: 25 March 2025

Palak Balwant Jain

Chief Financial Officer

Place: New Delhi

Date: 25 March 2025

Karan Kathuria

Company Secretary

Place: New Delhi

Date: 25 March 2025

SIS Cash Services Limited (formerly known as SIS Cash Services Private Limited)
Summary of material accounting policies and other explanatory information to restated consolidated financial information (Cont'd)

1(a) Group overview

SIS Cash Services Limited (the “Holding Company”) (formerly known as SIS Cash Services Private Limited) is a Company limited by shares, incorporated and domiciled in India. The Company was incorporated on 27 September 2011. Its registered office is situated at Annapurna Bhawan, Telephone Exchange Road, Kurji, Patna, Bihar – 800013, India, and its principal place of business is situated at B-26, Okhla Industrial Area Phase-1, New Delhi 110020. The Company changed its status from private to public Company w.e.f. 28 November 2024.

SIS Cash Services Private Limited and its subsidiaries (together referred to as “the Group”) are engaged in services relating to Cash-in-transit, ATM cash replenishment activities, Cash Pickup & Delivery, Cash Processing Outsourcing and secure transportation of precious items and bullion.

The restated consolidated financial information of the Group consists of SIS Cash Services Private Limited and its subsidiaries, in accordance with Indian Accounting Standards (Ind AS) notified under section 133 of the Companies Act, 2013 (the Act) [Companies (Indian Accounting Standards) Rules, 2015] as amended from time to time. A list of subsidiaries is included in note 30.

The Restated Consolidated Financial Information were authorized for issue by the directors on 25 March 2025.

2. Summary of material accounting policies

This note provides a list of Material accounting policies adopted in the preparation of these restated consolidated financial information.

2.1 Basis of preparation

The Restated Consolidated Financial Information relates to the Group and has been specifically prepared for inclusion in the document to be filed by the Company with the Securities and Exchange Board of India (“SEBI”) in connection with the proposed Initial Public Offer (“IPO”) of equity shares of the Company (referred to as the “Issue”). The Restated Consolidated Financial Information comprise of the restated consolidated statement of assets and liabilities as at 31 December 2024, 31 March 2024, 31 March 2023 and 31 March 2022, the restated consolidated statements of profit and loss (including other comprehensive income), the restated consolidated statement of cash flows, the restated consolidated statement of changes in equity, statement of restatement adjustments to the audited consolidated financial statements and statement of material accounting policies and other explanatory information for the nine months ended 31 December 2024 and for the years ended 31 March 2024, 31 March 2023 and 31 March 2022 (hereinafter collectively referred to as “Restated Consolidated Financial Information”).

The Restated Consolidated Financial Information have been prepared to comply in all material respects with the requirements of Section 26 of Part I of Chapter III of the Companies Act, 2013, as amended (the “Act”) read with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time, in pursuance of provisions of Securities and Exchange Board of India Act, 1992 (“ICDR Regulations”), and the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India (“ICAI”), as amended from time to time (the “Guidance Note”).

The Restated Consolidated Financial Information have been compiled by the Management from:

- a. The audited Special Purpose Interim Consolidated Financial Statements of the Company as at and for the nine month period ended 31 December 2024 prepared in accordance with Indian Accounting Standard (Ind AS) 34 “Interim Financial Reporting”, specified under section 133 of the Act and other accounting principles generally accepted in India, except for the presentation of comparative financial information in accordance with Ind AS 34 (the “2024 Special Purpose Interim Consolidated Financial Statements”) which have been approved by the Board of Directors at their meeting held on 25 March 2025;
- b. As at and for the year ended 31 March 2022:
 - (i) The audited special purpose consolidated financial statements of the Company as at and for the year ended 31 March 2022 prepared in accordance with the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Companies Act, 2013, read with Companies (Indian Accounting Standards) Rules, 2015 (as amended) and other relevant provisions of the Act, which have been approved by the Board of Directors at their meeting held on 23 December 2024.
 - (ii) From the audited consolidated financial statements of the Company as at and for the year ended 31 March 2022 prepared in accordance with the Indian Accounting Standards (referred to as “Ind AS”) which were approved by the Board of Directors in their meeting held on 02 May 2022.
- c. The audited consolidated financial statements of the Company as at and for the years ended 31 March 2024 and 31 March 2023 prepared in accordance with the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Companies Act, 2013, read with Companies (Indian Accounting Standards) Rules, 2015 (as amended) and other relevant provisions of the Act, which have been approved by the Board of Directors at their meeting held on 29 April 2024 and 01 May 2023 respectively.

The Restated Consolidated Financial Information have been prepared so as to contain information / disclosures and incorporating adjustments set out below in accordance with the ICDR Regulations:

- a. Adjustments to the profits or losses of the earlier periods/years and of the period in which the change in the accounting policy has taken place is recomputed to reflect what the profits or losses of those period would have been if a uniform accounting policy was followed in each of these period, if any;
- b. Adjustments for reclassification of the corresponding items of income, expenses, assets and liabilities, in order to bring them in line with the groupings as per the audited special purpose interim consolidated financial statements of the Group for the nine months period ended 31 December 2024 and the requirements of the SEBI Regulations, if any;

SIS Cash Services Limited (formerly known as SIS Cash Services Private Limited)
Summary of material accounting policies and other explanatory information to restated consolidated financial information (Cont'd)

- c. The resultant impact of tax due to the aforesaid adjustments, if any.
- d. These Restated Consolidated Financial Information have been prepared on accrual and going concern basis. The accounting principles have been consistently applied by the Company in preparation of the Restated Consolidated Financial Information and are consistent with those adopted in the preparation of Special Purpose Interim Consolidated Financial Statements as at and for the nine months ended 31 December 2024.
- e. These Restated Consolidated Financial Information does not reflect the effects of events that occurred subsequent to the respective dates of the board meeting held for the approval of the Special Purpose Interim Consolidated Financial Statements as at and for the nine months ended 31 December 2024 and Special Purpose Consolidated Financial Statements for the year ended 31 March 2022 and Audited Financial Statements for the year ended 31 March 2024 and 31 March 2023 respectively as mentioned above.

2.2 Basis of measurement

The restated consolidated financial information have been prepared under the historical cost convention on an accrual and going concern basis, except where the relevant Ind AS requires the financial instruments to be classified as fair value through profit or loss ('FVTPL') and are measured at fair value, including the following material items:

- a) certain financial assets and financial liabilities that are measured at fair value; and
- b) The defined benefit liability which is recognised as the present value of defined benefit obligation.

Accounting policies have been applied consistently to all periods presented in these restated consolidated financial information.

The restated consolidated financial information are based on the classification provisions contained in Ind AS 1, 'Presentation of Financial Statements' and division II of schedule III of the Companies Act 2013. For the purpose of clarity, various items are aggregated in the restated consolidated statement of profit and loss and restated consolidated statement of assets and liabilities. These items are disaggregated separately in the notes to the restated consolidated financial information, where applicable or required.

Fair value measurement

The Group records certain financial assets and liabilities at fair value on a recurring basis. The Group determines fair value based on the price it would receive to sell an asset or pay to transfer a liability in an orderly transaction between market participants at the measurement date and either in the principal market or in the absence of a principal market, most advantageous market for that asset or liability.

Fair value hierarchy

Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities. Level 1 hierarchy includes financial instruments measured using quoted prices. This includes listed equity instruments, bonds and debentures and mutual funds that have quoted price. The fair value of all financial instruments which are traded in the stock exchanges is valued using the closing price as at the reporting period.

Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices). The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximize the use of observable market data and rely as little as possible on entity specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3 - Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs). If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities included in level 3.

In accordance with Ind-AS 113, 'Fair value measurement', assets and liabilities are to be measured based on the following valuation techniques:

- (i) Market approach – Prices and other relevant information generated by market transactions involving identical or comparable assets or liabilities.
- (ii) Income approach – Converting the future amounts based on market expectations to its present value using the discounting method.
- (iii) Cost approach – Replacement cost method.

2.3 Basis of consolidation

The restated consolidated financial information comprise the financial information of the Holding Company and its subsidiaries as at, and for the period/year then ended. Control is achieved when the Group:

- has power over the investee;
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power over the investee to affect its returns.

The Group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control over the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the Restated consolidated financial information from the date the Group gains control until the date the Group ceases to control the subsidiary.

Restated consolidated financial information are prepared using uniform accounting policies for like transactions and other events in similar circumstances. If a member of the Group uses accounting policies other than those adopted in the Restated consolidated financial information for like transactions and events in similar circumstances, appropriate adjustments are made to that Group member's financial statements in preparing the Restated consolidated financial information to ensure conformity with the Group's accounting policies.

SIS Cash Services Limited (formerly known as SIS Cash Services Private Limited)
Summary of material accounting policies and other explanatory information to restated consolidated financial information (Cont'd)

The restated financial information of all entities used for the purpose of consolidation are drawn up to the same reporting dates as that of the Holding Company.

In preparing the restated consolidated financial information, the Group has used the following key consolidation procedures:

- (a) Combine like items of assets, liabilities, equity, income, expenses and cash flows of the Holding Company with those of its subsidiaries. For this purpose, income and expenses of the subsidiary are based on the amounts of assets and liabilities recognised in the restated consolidated financial information at the acquisition date.
- (b) Offset (eliminate) the carrying amount of the Holding Company's investment in each subsidiary and the Holding Company's portion of equity of each subsidiary.
- (c) Eliminate in full intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between entities of the Group. Profits or losses resulting from intragroup transactions that are recognised in assets, such as inventory and property, plant and equipment, are eliminated in full. However, intragroup losses may indicate an impairment that requires recognition in the Restated consolidated financial information. Ind-AS 12 on Income Taxes applies to temporary differences that arise from the elimination of profits and losses resulting from intragroup transactions.
- (d) Profit or loss and each component of other comprehensive income (OCI) are attributed to the equity holders of the Holding Company.

2.4 Business Combination

The Group applies the acquisition method in accounting for business combinations. The cost of acquisition is the aggregate of the consideration transferred measured at fair value at the acquisition date. Acquisition costs are charged to the Statement of Profit and Loss in the period in which they are incurred.

At the acquisition date, identifiable assets acquired and liabilities assumed are measured at fair value. Goodwill is measured as excess of the aggregate of the fair value of the consideration transferred over the fair value of the net of identifiable assets acquired and liabilities assumed. If the fair value of the net of identifiable assets acquired and liabilities assumed is in excess of the aggregate mentioned above, the resulting gain on bargain purchase is recognised.

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.

2.5 Current versus non-current classification

The Group presents assets and liabilities in the statement of assets and liabilities based on current/non-current classification. An asset is classified as current when it is:

- (i) Expected to be realised or intended to be sold or consumed in the 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 the asset is 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 the 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. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments, do not affect its classification.

The Group classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realization in cash and cash equivalents. The Group has identified twelve months as its operating cycle.

2.6 Property, plant and equipment and capital work in progress

Recognition and measurement

An item is recognised as an asset, if and only if, it is probable that the future economic benefits associated with the item will flow to the Group and its cost can be measured reliably. Property, plant and equipment under construction and cost of assets not ready for use at the *period-end* are disclosed as Capital Work-In-Progress ("CWIP").

Items of property, plant and equipment ("PPE") and CWIP are initially recognized at cost. All items of property, plant and equipment are measured at cost less accumulated depreciation and impairment losses, if any. Cost comprises the purchase price and directly attributable cost of bringing the asset to its working condition for its intended use. Cost of an item of property, plant and equipment also includes present value of the expected cost for the decommissioning of an asset after its use if the recognition criteria for a provision are met. Any trade discounts and rebates are deducted in arriving at the purchase price. General and specific borrowing costs directly attributable to the construction of a qualifying asset are capitalized as part of the cost.

Subsequent expenditure related to an item of property, plant and equipment is included in the asset's carrying value or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits attributable to such subsequent cost associated with the item will flow to the Group. The carrying amount of any component accounted for as a separate asset is de-recognised when replaced. All other expenses on existing items of property, plant and equipment, including day-to-day repairs, maintenance expenditure and cost of replacing parts, are recognized in the statement of profit and loss during the reporting period in which such expenses are incurred.

SIS Cash Services Limited (formerly known as SIS Cash Services Private Limited)

Summary of material accounting policies and other explanatory information to restated consolidated financial information (Cont'd)

Advances given towards purchase of an item of property, plant and equipment or capital work in progress outstanding as at each balance sheet date are disclosed under non-current financial assets.

Depreciation

The Group depreciates property, plant and equipment over the estimated useful lives using the straight-line method effective from the Financial Year 2023-24 (written down value method till Financial Year 2022-23).

The estimated useful lives of assets are as follows:

Category	Useful life
Buildings	60 years
Plant & Machineries	5 to 15 years
Leasehold improvements	Shorter of useful life or lease period
Right-of-use assets	Lease period
Computer equipments	3 years
Furniture and fixtures	10 years
Office equipments	5 years
Vehicles	8 years

Based on technical assessment, the useful lives as given above best represent the period over which the management expects to use these assets. The estimated useful lives for these assets may therefore be different from the useful lives prescribed under Part C of Schedule II of the Companies Act 2013.

The residual values are generally not more than 5% of the original cost of the asset. The asset's residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each period end and adjusted prospectively, if appropriate.

Where, during any financial year, any addition has been made to any asset, or where any asset has been sold, discarded, demolished or destroyed, or significant components replaced; depreciation on such assets is calculated on a pro rata basis as individual assets with specific useful life from the month of such addition or, as the case may be, up to the month on which such asset has been sold, discarded, demolished or destroyed or replaced.

Derecognition

An item of property, plant and equipment and any significant part, initially recognised, is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is recognised in the statement of profit and loss when the asset is derecognised.

2.7 Intangible assets

Recognition and measurement

Intangible assets are recognised when the Group controls the asset, and it is probable that future economic benefits attributed to the asset will flow to the Group and the cost of the asset can be measured reliably. Intangible assets acquired separately are measured on initial recognition at historical cost.

Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses, if any. Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use. Internally generated intangibles, excluding capitalised software development costs, are not capitalised and the related expenditure is reflected in profit or loss in the period in which the expenditure is incurred.

Subsequent expenditure is capitalized only when it increases the probable future economic benefits from the specific asset to which it relates.

The useful lives of intangible assets are assessed as either finite or indefinite. Intangible assets with finite lives are amortised over the useful economic life on a straight-line method effective from the Financial Year 2023-24 (written down value method till Financial Year 2022-23) and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are accounted for by modifying the amortisation period or method, as appropriate, and are treated as changes in accounting estimates and adjusted accordingly. The amortisation expense on intangible assets with finite lives is recognised in the Statement of Profit and Loss.

The estimated useful lives of intangible assets are as follows:

Category	Useful life
Goodwill	Indefinite
Computer software	3 years

Intangible assets with indefinite useful lives are not amortised, but are tested for impairment annually, either individually or at the cash-generating unit level. The assessment of indefinite life is reviewed annually to determine whether the indefinite life continues to be supportable. If not, the change in useful life from indefinite to finite is made on a prospective basis.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit or loss when the asset is derecognised.

SIS Cash Services Limited (formerly known as SIS Cash Services Private Limited)
Summary of material accounting policies and other explanatory information to restated consolidated financial information (Cont'd)

Goodwill

Goodwill is initially recorded at the amount by which the purchase price for a business or for an ownership interest in a controlled entity exceeds the fair value attributed to its net assets at date of acquisition. Goodwill on acquisitions of subsidiaries is included in intangible assets. Goodwill is allocated to cash generating units, and is tested annually for impairment, or more frequently if events or changes in circumstances indicate that it might be impaired and is carried at cost less accumulated impairment losses.

Goodwill is allocated to cash-generating units for the purpose of impairment testing.

Software

Costs incurred in developing products or systems and costs incurred in acquiring software and licenses that will contribute to probable future economic benefits through revenue generation and/or cost reduction are capitalised to software. Costs capitalised include external direct costs of materials, services, and direct payroll and payroll related costs of employees' time spent on the project.

2.8 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

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. However, trade receivables that do not contain a significant financing component are measured at transaction price.

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in below categories:

- (i) Financial assets at amortised cost;
- (ii) Financial assets at fair value through other comprehensive income (FVTOCI); and
- (iii) Financial assets, derivatives and equity instruments at fair value through profit or loss (FVTPL).

Financial assets at amortised cost

A financial asset is measured at the amortised cost if both the following conditions are met:

- (i) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- (ii) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. EIR is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of a financial asset. When calculating EIR, the Group estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayments, extensions call and similar options) but does not consider the expected credit losses. Amortised 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 interest income based on EIR is included as interest income as a part of other income in the statement of profit and loss. The losses arising from impairment are recognised in profit or loss. This category generally applies to trade and other receivables.

Financial assets at FVTOCI

A 'financial asset' is classified as at the FVTOCI if both of the following criteria are met:

- (i) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and
- (ii) The asset's contractual cash flows represent SPPI.

Financial assets included within the FVTOCI category are measured as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI). However, the Group recognizes interest income calculated using the EIR method, impairment losses & reversals and foreign exchange gain or loss in the profit or loss. On derecognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss.

Financial assets at FVTPL

FVTPL is a residual category for financial assets. Any financial assets, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

In addition, the Group may elect to designate a debt instrument, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. However, such election is made only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch').

Financial assets included within the FVTPL category are measured at fair value with all changes recognized in the profit or loss in respect of such assets that are not part of a hedging relationship. The gain /loss on assets measured at FVTPL are presented in the statement of profit and loss within other income in the period in which it arises. Interest income from these financial assets is included in other income.

Equity investments

All equity investments in scope of Ind-AS 109 are measured at fair value. For all equity instruments, the Group may make an irrevocable election to present the subsequent changes in the fair value in other comprehensive income. 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 FVTOCI, 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 or loss, even on sale of investment. However, the Group may transfer the cumulative gain or loss within equity.

SIS Cash Services Limited (formerly known as SIS Cash Services Private Limited)

Summary of material accounting policies and other explanatory information to restated consolidated financial information (Cont'd)

Equity instruments included within the FVTPL category are measured at fair value with gain/loss presented in the statement of profit and loss within other gains/losses in the period in which it arises.

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities.

Derecognition of financial assets

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e. removed from the Group's balance sheet) when:

- (i) The rights to receive cash flows from the asset have expired, or
- (ii) The Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

Impairment of financial assets

All financial assets except for those at fair value through profit and loss (FVTPL) are subject to review for impairment regularly to identify whether there is any objective evidence that a financial asset or a group of financial assets is impaired. Different criteria to determine impairment are applied for each category of financial assets. The Group recognizes loss allowances on a forward-looking basis using the expected credit loss (ECL) model for the financial assets which are not fair valued through profit or loss.

Financial liabilities

Initial recognition and measurement

Financial liabilities are recognised initially at fair value adjusted with, in the case of financial liability not recorded at fair value through profit or loss, transaction costs that are directly attributable to the financial liability.

The Group's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts and financial guarantee contracts.

Subsequent measurement

After initial recognition, the financial liabilities are subsequently measured at amortised cost using effective interest method. Amortised cost is calculated after considering any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The effect of EIR amortisation is included as finance costs in the statement of profit and loss.

Borrowings

After initial recognition, borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in profit or loss over the period of the borrowing using the EIR method. Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a prepayment for liquidity services and amortised over the period of the facility to which it relates.

The fair value of the liability portion of compulsorily convertible debenture where the price of conversion of the debenture into equity share is not fixed, is determined using a market rate of interest for an equivalent non-convertible debenture. 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 financial instrument. This is recognised and included in shareholders' equity, net of income tax effects, and not subsequently remeasured.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period. Where there is a breach of a material provision of a long-term loan arrangement on or before the end of the reporting period with the effect that the liability becomes payable on demand on the reporting date, the entity does not classify the liability as current, if the lender agreed, after the reporting period and before the approval of the financial statements for issue, not to demand payment as a consequence of the breach.

Financial guarantee contracts

Financial guarantee contracts issued by the Group are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee, with corresponding increase in investment in subsidiary. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind-AS 109 and the amount recognised less cumulative amortisation.

Derecognition

A financial liability is de-recognised when the obligation under the liability is discharged or cancelled or expires. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss.

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 recognised in the statement of profit and loss.

Reclassification of financial instruments

The Group determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are financial assets, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The

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Summary of material accounting policies and other explanatory information to restated consolidated financial information (Cont'd)

Group's senior management determine changes in the business model as a result of external or internal changes which are significant to the Group's operations. Such changes are evident to external parties. A change in the business model occurs when the Group either begins or ceases to perform an activity that is significant to its operations. If the Group reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Group does not restate any previously recognised gains, losses (including impairment gains or losses) or interest.

Offsetting of financial instruments

Financial assets and financial liabilities are offset, and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities 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 of the counterparty.

2.9 Current and deferred tax

Income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable tax rate adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses / unused tax credits.

Current tax

The current income tax charge is calculated on the basis of tax laws enacted or substantially enacted at the end of the reporting period. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to tax authorities.

The net amount of tax recoverable from, or payable to, the taxation authority is included as part of receivables or payables in the balance sheet. Current tax assets and tax liabilities are offset where the Group has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts in the financial statements at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- (i) 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 that, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; or
- (ii) In respect of taxable temporary differences associated with investments in subsidiaries, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

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:

- (i) 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 that, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; or
- (ii) In respect of deductible temporary differences associated with investments in subsidiaries, deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

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. The effect of changes in tax rates on deferred income tax assets and liabilities is recognized as income or expense in the period that includes the enactment or the substantive enactment date.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to offset current tax assets against current tax liabilities.

Current and deferred tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

2.10 Cash and cash equivalents

Cash and cash equivalents in the balance sheet comprise cash on hand, balance with bank and short-term deposits with an original maturity of three months or less, which are readily convertible to known amounts of cash and cash equivalents and subject to an insignificant risk of changes in value.

For the purpose of the restated consolidated statement of cash flows, cash and cash equivalents consist of cash on hand, balance with bank and short-term deposits, as defined above, net of outstanding bank overdrafts (including cash credit facilities) as they are considered an integral part of the Group's cash management. Bank overdrafts are shown within borrowings in current liabilities in the balance sheet.

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2.11 Provisions and contingencies.

Provisions

A provision is recognized when the Group has a present legal or a constructive obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are recognised for legal claims and service warranties. Provisions are not recognised for future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is the pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in provision due to the passage of time is recognised as an interest expense.

These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

Asset Retirement Obligations (ARO)

ARO are recognised for those operating lease arrangements where the Group has an obligation at the end of the lease period to restore the leased premises in a condition similar to inception of lease. ARO are provided at the present value of expected costs to settle the obligation and are recognised as part of the cost of that particular asset and depreciated in the same manner as the asset to which it pertains. The estimated future costs of decommissioning are reviewed annually and any changes in the estimated future costs or in the discount rate applied are adjusted from the cost of the asset.

The Group reviews and revises the estimated cost and discount rate at the end of each reporting period. The present value of initial estimate of such liability and changes to such liability arising from the changes in the estimated cost and the discount rate are capitalized with respective items of property, plant and equipment. However, unwinding of discount from one period to another is taken to profit or loss.

Contingent liabilities and Contingent assets

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle, or a reliable estimate of the amount cannot be made.

Contingent asset is not recognised and is disclosed only where an inflow of economic benefits are probable.

2.12 Revenue recognition

Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation. The transaction price of services rendered is net of variable consideration on account of various discounts and schemes offered by the Company as part of the contract. Revenue is recognized when the control is transferred to the customer and when the Company has completed its performance obligations under the contracts.

At the inception of the new contractual arrangement with the customer, the Company identifies the performance obligations inherent in the agreement. The terms of the contracts are such that the services to be rendered represent a series of services that are substantially the same with the same pattern of the transfer to the customer.

Revenue is recognized as follows:

- (i) Revenue from services represents the amounts that reflects the consideration to which the Company expects to be entitled in exchange for those services rendered.
- (ii) For contract-based business (Expressed or implied), revenue represents the sales value of work carried out for customers during the period. Such revenues are recognized in the period in which the service is rendered.
- (ii) Unbilled revenue (contract assets) net of expected deductions is recognised at the end of each period. Such unbilled revenue is reversed in the subsequent period when actual invoice is raised.
- (iv) Unearned income (contract liabilities) represents revenue billed but for which services have not yet been performed. The same is released to the statement of profit and loss as and when the services are rendered.

Rendering of services

Revenue from cash management services and allied operations is recognised over time when the required services are rendered in accordance with the contracts / agreements entered into with the customer and is disclosed net off credit notes, if any. Revenue from annual maintenance contracts is recognised, over the period of the respective contract.

When the contract outcome cannot be measured reliably, revenue is recognised only to the extent that the expenses incurred are eligible to be recovered.

Interest income

For all financial assets measured either at amortised cost, interest income is recorded using the effective interest rate (EIR). Interest income is included in other income in the statement of profit and loss.

Dividends

Dividend income from investments is recognised in profit or loss as other income when the Group's right to receive payments is established.

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2.13 Employee benefits

The Group's employee benefits mainly include wages, salaries, bonus, compensated absences, defined contribution plans and defined benefit plans. The employee benefit expenses are recognized in the year in which the associated services are rendered by the employees of the Group.

Short-term obligations

Liabilities for wages and salaries, including non-monetary benefits and compensated absences that are expected to be settled within twelve months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to reporting date and are measured at the amounts expected to be paid when the liabilities are settled. The liability for compensated absences is recognised in the provision for employee benefits. All other short-term employee benefit obligations are presented as employee benefits payable under other current financial liabilities.

Bonus

The Group recognises a liability and an expense for bonus. The Group recognises a provision where contractually or legally obliged or where there is a past practice that has created a constructive obligation.

Compensated absences

The employees of the Group are entitled to compensated absences which are both accumulating and non-accumulating in nature. The employees can carry forward up to a specified portion of the unutilized accumulated compensated absences and utilize it in future periods or receive cash at retirement. The expected cost of accumulating compensated absences is determined by actuarial valuation (using the projected unit credit method) based on the additional amount expected to be paid as a result of the unused entitlement that has accumulated at the balance sheet date. The expense of non-accumulating compensated absences is recognized in the statement of profit and loss in the year in which the absences occur. Re-measurements arising out of actuarial gains / losses are immediately taken into the statement of profit and loss and are not deferred.

In respect of those employees who are entitled to an encashment of the leave at the end of every calendar year, a provision is created to account for the liability.

The obligations are presented as current liabilities in the balance sheet if the entity does not have an unconditional right to defer settlement for at least twelve months after the reporting date, regardless of when the actual settlement is expected to occur.

Post-employment obligations

The Group operates the following post-employment schemes:

- i) Defined contribution plans such as provident fund and employees' state insurance; and
- ii) Defined benefit plans such as gratuity.

Defined contribution plan

The Group's policy is to contribute on a defined contribution basis for eligible employees, to Employees' Provident Fund, Employees' Pension Scheme, and Employees' State Insurance Scheme towards post-employment benefits, all of which are administered by the respective Government authorities and has no further obligation beyond making its contribution which is expected in the year in which it pertains. The contributions in the above plans are recognised as employee benefit expense when they are due.

Defined benefit plan

The Group has a defined benefit plan, viz. Gratuity, for all its employees, the liability for which is accrued and provided for as determined by an independent actuarial valuation. The liability recognised in the balance sheet in respect of gratuity plans is the present value of the defined benefit obligation at the end of the reporting period. The defined benefit is actuarially determined (using the projected unit credit method) at the end of each reporting period.

Present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields on government bonds at the end of the reporting periods, that have approximately similar terms to the related obligation.

The Group recognises the following changes in the net defined benefit obligation as an expense in the statement of profit and loss:

- (i) Service costs comprising current service costs, past-service costs, gains and losses on curtailments and non-routine settlements; and
- (ii) Net interest expense or income.

Past service costs are recognised in profit or loss on the earlier of:

- (i) The date of the plan amendment or curtailment, and
- (ii) The date that the Group recognises related restructuring costs.

The net interest is calculated by applying the above mentioned discount rate to the net balance of the defined benefit obligations. This cost is included in the employee benefits expense in the statement of profit and loss.

Remeasurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability (excluding amounts included in 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 in the period in which they occur. Remeasurements are not reclassified to profit or loss in subsequent periods.

2.14 Borrowing costs

Borrowing costs include interest calculated on the effective interest rate method, other costs incurred in connection with borrowing and exchange differences arising from foreign currency borrowings to the extent that they are regarded as an adjustment to the interest cost. General and specific borrowing costs directly attributable to the acquisition, construction or production of the assets that necessarily take a substantial period of time to get ready for their intended use or sale ('qualifying assets'), are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. Eligible transaction/ ancillary costs incurred in connection with the arrangement of borrowings are adjusted with the proceeds of the borrowings. All other borrowing costs are expensed in the statement of profit and loss within finance costs in the period in which they are incurred.

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2.15 Leases

Group as a lessee

The Group's lease asset classes primarily consist of leases for buildings, equipment and vehicles. For any new contracts, entered into or changed on or after April 1, 2019, the Group assesses whether a contract is, or contains a lease. A lease is defined as 'a contract, or part of a contract, that conveys the right to use an asset (the underlying asset) for a period in exchange for consideration'. To apply this definition, the Group assesses whether the contract meets three key evaluations which are whether:

- (i) the contract contains an identified asset, which is either explicitly identified in the contract or implicitly specified by being identified at the time the asset is made available to the Group;
- (ii) The Group has the right to obtain substantially all of the economic benefits from use of the identified asset throughout the period of use, considering its rights within the defined scope of the contract; and
- (iii) The Group has the right to direct the use of the identified asset throughout the period of use.

The Group assesses whether it has the right to direct 'how and for what purpose' the asset is used throughout the period of use.

Measurement and recognition of leases as a lessee

At lease commencement date, the Group recognises a Right-of-Use asset ("RoU") and a corresponding lease liability on the balance sheet. The right-of-use asset is measured at cost, which comprises of the initial measurement of the lease liability, any initial direct costs incurred by the Group, an estimate of any costs to dismantle and remove the asset at the end of the lease, and adjusted with any lease payments made in advance of the lease commencement date (net of any incentives received).

The Group depreciates the right-of-use assets using the straight-line method effective from the Financial Year 2023-24 (written down value method till Financial Year 2022-23) from the lease commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. The Group also assesses the right-of-use asset for impairment when such indicators exist.

IndAS116 requires lessees to determine the lease term as the non-cancellable period of a lease adjusted with an option to extend or terminate the lease, if the use of such option is reasonably certain. The lease term in future periods is reassessed to ensure that the lease term reflects the current economic circumstances.

Extension and termination options are included in a number of leases of the Group. These are used to maximise operational flexibility in terms of managing the assets used in the Group's operations. The majority of extension and termination options held are exercisable only by the Group and not by the respective lessor.

At the commencement date, the Group measures the lease liability at the present value of the lease payments unpaid at that date, discounted using the interest rate implicit in the lease if that rate is readily available or the Group's incremental borrowing rate. Lease payments included in the measurement of the lease liability comprises of fixed payments (including in substance fixed), variable payments based on an index or rate, amounts expected to be payable under a residual value guarantee and payments arising from options reasonably certain to be exercised.

Subsequent to initial measurement, the liability will be reduced with the amount of lease payments made and increased for interest expense. It is remeasured to reflect any reassessment or modification, or if there are changes in in-substance fixed payments. When the lease liability is remeasured, the corresponding adjustment is reflected in the right-of-use asset, or profit and loss if the right-of-use asset is already reduced to zero.

The Group has elected to account for short-term leases that have a lease term of twelve months or less and leases of low-value assets using the practical expedients. Instead of recognising a right-of-use asset and lease liability, the payments in relation to these are recognised as an expense in profit or loss on a straight-line basis over the lease term.

Lease liability and right-of-use assets have been separately presented in the notes to the financial statements under 'Other financial liability' and 'Property, plant and equipment' (except those meeting the definition of investment property) respectively. Lease payments have been classified as 'cash flow from financing activity'.

Group as a 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 payments are structured to increase in line with the expected general inflation to compensate for the expected inflationary cost increase under "Other Income" in the statement of Profit and Loss. 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. The respective leased assets are included in the balance sheet based on their nature.

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 so as to reflect a constant periodic rate of return on the net investment outstanding in respect of the lease.

2.16 Impairment of non-financial assets

Goodwill and intangible assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. Other non-financial assets, other than inventories and deferred tax assets, are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount.

The recoverable amount is the higher of its fair value less cost of disposal and its value-in-use. Value-in-use is the present value of future cash

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flows expected to be derived from the asset. For the purposes of impairment testing, assets are grouped at the lowest levels for which there are separately identifiable cash flows which are largely independent of the cash inflows from other assets or group of assets (Cash-Generating Units or CGU). Impairment occurs when the carrying amount of a CGU including the goodwill, exceeds the estimated recoverable amount of the CGU. For the purpose of impairment testing, goodwill acquired in a business combination is allocated to the Group's CGUs expected to benefit from the synergies arising from the business combination. Total impairment loss of a CGU is allocated first to reduce the carrying amount of goodwill allocated to the CGU and then to the other assets of the CGU, pro-rata on the basis of the carrying amount of each asset in the CGU. An impairment loss on goodwill recognized in the statement of profit and loss is not reversed in the subsequent period. Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of impairment at the end of each reporting period.

2.17 Earnings per share

Basic earnings per share are calculated by dividing the net profit for the period attributable to equity shareholders of the Holding Company (after deducting preference dividends and attributable taxes) by the weighted average number of equity shares outstanding during the period.

Partly paid equity shares are treated as a fraction of an equity share to the extent that they were entitled to participate in dividends relative to a fully paid equity share during the reporting period. The weighted average number of equity shares outstanding during the period is adjusted for events of bonus issue; bonus element in a rights issue to existing shareholders; share split; and reverse share split (consolidation of shares).

Diluted Earnings per share amounts are computed by dividing the net profit attributable to the equity holders of the Holding Company (after deducting preference dividends and attributable taxes but after adjusting the after income tax effect of interest and other financing cost associated with dilutive potential equity shares) by the weighted average number of equity shares considered for deriving basic earnings per share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. The diluted potential equity shares are adjusted for the proceeds receivable had the shares been actually issued at fair value (i.e. the average market value of the outstanding shares). Dilutive potential equity shares are deemed converted as at the beginning of the year, unless issued at a later date. Dilutive potential equity shares are determined independently for each period presented.

2.18 Inventories

Inventories are valued at the lower of the cost or net realizable value. Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

Cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on first in, first out basis.

2.19 Foreign currency translation

Items included in the financial statements of each entity of the Group are measured using the currency of the primary economic environment in which the entity operates ("the functional currency"). The Restated consolidated financial information of the Group is presented in Indian Rupee (INR) which is also the Holding Company's functional currency.

Transactions in foreign currencies are initially recorded by the entity of the Group at their respective functional currency spot rates prevailing at the date the transaction. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates prevailing at the reporting date.

Subsequently, differences arising on restatement or settlement of monetary items are recognised in profit or loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions and translation differences are recognized in OCI with the accumulation in other equity as foreign currency translation reserve. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognised in OCI or profit or loss are also recognised in OCI or profit or loss, respectively). The equity items denominated in foreign currencies are translated at historical cost.

2.20 Exceptional items

Exceptional items refer to items of income or expense within the statement of profit and loss from ordinary activities which are non-recurring and are of such size, nature or incidence that their separate disclosure is considered necessary to explain the performance of the Group.

3.1 Recent Indian Accounting Standards (Ind AS)

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the nine months period ended 31 December 2024, MCA has not notified any new standards or amendments to the existing standards applicable to the Group.

3.2 Significant accounting judgements, estimates and assumptions

Use of estimates and judgment

The preparation of the restated consolidated financial information in conformity with Ind-AS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses and other comprehensive income (OCI) that are reported and disclosed in the restated consolidated financial information and accompanying notes.

Estimates and underlying assumptions are reviewed on an ongoing basis. They are based on historical experience and other factors including expectations of future events that may have a financial impact on the Group and that are believed to be reasonable under the circumstances. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

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Judgements

In the process of applying the Group's accounting policies, management has made various judgements, which have the most significant effect on the amounts recognised in the restated consolidated financial information.

This note provides an overview of the areas that involved a higher degree of judgement or complexity, and of items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed. Detailed information about each of these estimates and judgements is included in relevant notes together with information about the basis of calculation for each affected line item in the financial statements. In particular, information about significant areas of estimation uncertainty and critical judgements in applying accounting policies that have the most significant effect on the amounts recognised in the restated consolidated financial information includes:

Impairment

The Group assesses impairment at each reporting date by evaluating conditions specific to the Group that may lead to impairment of assets. Where an impairment trigger exists, the recoverable amount of the asset is determined. Value-in-use calculations performed in assessing recoverable amounts incorporate a number of key estimates.

Recognition of Deferred Tax assets

Deferred tax assets are recognised for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

Defined benefit obligation

The cost of the defined benefit gratuity obligation and other post-employment benefits and the present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

The mortality rate is based on publicly available mortality tables. Those mortality tables tend to change only at interval in response to demographic changes. Future salary increases, and gratuity increases are based on expected future inflation rates.

Fair value measurement of financial instruments

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the Discounted Cash Flows model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

Leases

Ind AS 116 requires lessees to determine the lease term as the non-cancellable period of a lease adjusted with any option to extend or terminate the lease, if the use of such option is reasonably certain. The Company makes an assessment on the expected lease term on a lease-by-lease basis and there by assesses whether it is reasonably certain that any options to extend or terminate the contract will be exercised. In evaluating the lease term, the Company considers factors such as any significant leasehold improvements undertaken over the lease term, costs relating to the termination of the lease and the importance of the underlying asset to Company's operations taking into account the location of the underlying assets the availability of suitable alternatives. The lease term in future periods is reassessed to ensure that the lease term reflects the current economic circumstances.

Provisions

At each balance sheet date basis the management judgement, changes in facts and legal aspects, the Group assesses the requirement of provisions against the outstanding contingent liabilities. However, the actual future outcome may be different from this judgement.

Contingencies

Contingent liabilities may arise from the ordinary course of business in relation to claims against the Group, including legal, contractual and other claims. By their nature, contingencies will be resolved only when one or more uncertain future events occur or fail to occur. The assessment of the existence, and potential quantum, of contingencies inherently involves the exercise of significant judgements and the use of estimates regarding the outcome of future events.

Useful lives of tangible/intangible assets

The Group reviews its estimate of the useful lives of tangible/intangible assets at each reporting date, based on the expected utility of the assets.

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Summary of material accounting policies and other explanatory information to restated consolidated financial information

(All amounts are in ₹ Million, except share data, number of shares and unless stated otherwise)

1 Statement of restatement adjustments to audited consolidated financial statements

Part I : Statement of restatement adjustments to audited consolidated financial statements

(a) There is no difference between audited special purpose interim consolidated financial statements for the nine months ended 31 December 2024 and restated financial information for nine months ended 31 December 2024.

(b) Reconciliation between total equity as per audited statutory consolidated financial statements, audited special purpose interim consolidated financial statements and restated total equity as per restated consolidated financial information:

Particulars	As at		
	31 March 2024	31 March 2023	31 March 2022
Total equity (as per audited statutory/special purpose consolidated financial statements)	1,536.83	1,036.86	943.29
Adjustments			
Adjustments related to Ind AS 116 and Ind AS 37 (Refer Note A below)	11.19	12.54	13.43
Deferred tax charge / (credit) on the adjustments related to Ind AS 116 and Ind AS 37 (refer note B below)	(2.81)	(3.15)	(3.38)
Deferred tax liability created on Goodwill (refer note C below)	-	-	(100.87)
Restated equity (as per restated consolidated statement of changes in equity)	1,545.21	1,046.25	852.47

(c) Reconciliation between profit after tax as per audited statutory consolidated financial statements, audited special purpose interim consolidated financial statements and restated profit after tax as per restated consolidated financial information:

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023	For the year ended 31 March 2022
Profit for the period/year after tax (as per audited statutory/special purpose financial statements)	502.60	202.04	47.14
Adjustments:			
Adjustments related to Ind AS 116 and Ind AS 37 (Refer Note A below)	(1.34)	(0.89)	0.51
Deferred tax charge / (credit) on the adjustments related to Ind AS 116 and Ind AS 37 (refer note B below)	0.33	0.23	(0.13)
Deferred tax liability created on Goodwill (refer note C below)	-	(12.84)	-
Net impact on profit after tax	(1.01)	(13.50)	0.38
Restated profit after tax (as per restated statement of profit and loss)	501.59	188.54	47.52

Note A - Adjustments related to Ind AS 116 and Ind AS 37

The Group has reassessed certain lease contracts and terms for asset retirement obligations and applied the same with retrospective impact on all the respective contracts / assets taken on lease since inception of lease term. This has resulted in the revision of the carrying amount of lease liability, right of use assets and provision of asset retirement obligations along with the corresponding impacts in the restated statement of profit and loss. This revision has resulted in impact on rent expense, interest expense and depreciation in the respective year.

Note B - Deferred tax charge / (credit) on the adjustments related to Ind AS 116 and Ind AS 37

The Group has recognised the deferred tax on the adjustment related to Ind AS 116 and Ind AS 37 (as mentioned above in note A) in the restated statement of profit and loss of respective year.

Note C - Impact of deferred tax liability on total equity

The Group has restated the amount of deferred tax liability created on goodwill which was earlier merged with capital reserve. The same has been further adjusted on account of the change in tax rate in the year ended 31 March 2021. This restatement has resulted in movement in the amount of deferred tax in the restated statement of profit and loss for the respective year and movement in the amount of other equity in the restated statement of assets and liabilities in the respective year presented.

Note D - Regrouping / Reclassifications

Appropriate regrouping/ reclassification have been made in the Restated Consolidated Statement of Assets and Liabilities, Restated Consolidated Statement of Profit and Loss wherever required, by reclassification of the corresponding items of income, expenses, assets and liabilities, in order to align with the accounting policies/ current classification/ disclosures to conform with the classifications as per the restated consolidated financial information of the Group for the period ended 31 December, 2024 prepared in accordance with Schedule III of Companies Act, 2013, requirements of Ind AS 1 - 'Presentation of financial statements' and other applicable Ind AS principles and the requirements of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended.

Part II: Non-adjusting events

(a) There are no audit qualifications in auditor's reports on the financial statements for the nine months period ended 31 December 2024, and for the years ended on 31 March 2024, 31 March 2023 and 31 March 2022.

(b) Emphasis of matters not requiring adjustments to restated consolidated financial information

(i) Emphasis of matter for the nine months period ended 31 December 2024:

We draw attention to Note 2.1 to the accompanying Special Purpose Interim Consolidated Financial Statements, which describes the basis of its preparation. The Special Purpose Interim Consolidated Financial Statements have been prepared by the Holding Company's management, solely for the preparation of Restated Consolidated Financial Information of the Group for the nine-month period ended 31 December 2024, to be included in Draft Red Herring Prospectus ('DRHP'), which is to be filed by the Holding Company with Securities and Exchange Board of India (SEBI), National Stock Exchange of India Limited (NSE) and BSE Limited as per requirements of Section 26 of Part I of Chapter III of the Act, read with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2018, as amended from time to time ('SEBI ICDR Regulations') in connection with the proposed initial public offering of equity shares of the Holding Company. Therefore, these Special Purpose Interim Consolidated Financial Statements may not be suitable for another purpose. Our report is issued solely for the aforementioned purpose, and accordingly, should not be used, referred to or distributed for any other purpose or to any other party without our prior written consent. Further, we do not accept or assume any liability or any duty of care for any other purpose for which or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing. Our opinion is not modified with respect to this matter.

(ii) Emphasis of matter for the year ended 31 March 2022:

We draw attention to Note 2.1 to the accompanying Special Purpose Consolidated Financial Statements, which describes the basis of its preparation. The Special Purpose Consolidated Financial Statements have been prepared by the Holding Company's management, solely for the preparation of Restated Consolidated Financial Information of the Group for the year ended 31 March 2022, to be included in Draft Red Herring Prospectus ('DRHP'), which is to be filed by the Holding Company with Securities and Exchange Board of India (SEBI), National Stock Exchange of India Limited (NSE) and Bombay Stock Exchange Limited (BSE) as per requirements of Section 26 of Part I of Chapter III of the Act, read with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2018, as amended from time to time ('SEBI ICDR Regulations') in connection with the proposed initial public offering of equity shares of the Holding Company. Therefore, these Special Purpose Consolidated Financial Statements may not be suitable for another purpose. Our report is issued solely for the aforementioned purpose and for use by Walker Chandio & Co LLP for issuing their examination report on the restated consolidated financial information to the Holding Company, and accordingly, should not be used, referred to or distributed for any other purpose or to any other party without our prior written consent. Further, we do not accept or assume any liability or any duty of care for any other purpose for which or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing. Our opinion is not modified with respect to this matter.

(iii) There are no Emphasis of matter in the auditor's reports on the financial statements for the years ended 31 March 2023 and 31 March 2024.

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SIS Cash Services Limited (formerly known as SIS Cash Services Private Limited)

Summary of material accounting policies and other explanatory information to restated consolidated financial information (Cont'd)

(All amounts are in ₹ Million, except share data, number of shares and unless stated otherwise)

4 Property, plant & equipment and capital work-in-progress

	Buildings*	Leasehold improvement	Plant and machineries*	Furniture and fixtures	Office equipments	Computer equipments	Vehicles*	Total	Capital work-in-progress
Gross block									
As at 01 April 2021	70.13	53.68	91.65	4.23	31.67	28.23	613.17	892.76	-
Additions during the year	321.72	-	118.03	3.35	5.56	14.35	712.78	1,175.79	-
Sale/Transfer during the year	-	-	-	-	-	-	(82.70)	(82.70)	-
As at 31 March 2022	391.85	53.68	209.68	7.58	37.23	42.58	1,243.25	1,985.85	-
Additions during the year	43.79	26.11	55.90	0.80	13.50	17.86	557.00	714.96	202.93
Sale/Transfer during the year	-	-	-	-	-	-	(50.59)	(50.59)	-
As at 31 March 2023	435.64	79.79	265.58	8.38	50.73	60.44	1,749.66	2,650.22	202.93
Additions during the year	106.93	26.93	21.03	0.56	35.03	8.89	625.27	824.64	559.39
Sale/Transfer during the year	-	-	-	-	(0.01)	(6.25)	(150.48)	(156.74)	(717.71)
As at 31 March 2024	542.57	106.72	286.61	8.94	85.75	63.08	2,224.45	3,318.12	44.61
Additions during the period	163.04	21.38	75.45	4.77	17.65	4.23	291.28	577.80	396.97
Sale/Transfer during the period	-	-	-	-	-	(0.14)	(17.82)	(17.96)	(414.76)
As at 31 December 2024	705.61	128.10	362.06	13.71	103.40	67.17	2,497.91	3,877.96	26.82

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SIS Cash Services Limited (formerly known as SIS Cash Services Private Limited)

Summary of material accounting policies and other explanatory information to restated consolidated financial information (Cont'd)

(All amounts are in ₹ Million, except share data, number of shares and unless stated otherwise)

Accumulated depreciation	Buildings*	Leasehold improvement	Plant and machineries*	Furniture and fixtures	Office equipments	Computer equipments	Vehicles*	Total	Capital work-in-progress
As at 01 April 2021	41.92	31.65	33.67	3.02	26.00	19.29	259.88	415.43	-
Charge for the year	78.29	1.54	64.62	3.10	3.19	7.10	183.90	341.74	-
Sale during the year	-	-	-	-	-	-	(78.32)	(78.32)	-
As at 31 March 2022	120.21	33.19	98.29	6.12	29.19	26.39	365.46	678.85	-
Charge for the year	94.49	5.62	55.94	0.46	5.96	16.00	340.13	518.60	-
Sale during the year	-	-	-	-	-	-	(42.79)	(42.79)	-
As at 31 March 2023	214.70	38.81	154.23	6.58	35.15	42.39	662.80	1,154.66	-
Charge for the year	92.89	4.22	27.02	0.21	6.58	7.44	190.52	328.88	-
Sale during the year	-	-	-	-	-	(4.98)	(132.92)	(137.90)	-
As at 31 March 2024	307.59	43.03	181.25	6.79	41.73	44.85	720.40	1,345.64	-
Charge for the period	39.91	4.41	27.42	0.31	8.81	6.34	175.20	262.40	-
Sale during the year	-	-	-	-	-	(0.12)	(15.42)	(15.54)	-
As at 31 December 2024	347.50	47.44	208.67	7.10	50.54	51.07	880.18	1,592.50	-
Net carrying value									
As at 31 March 2022	271.64	20.49	111.39	1.46	8.04	16.19	877.79	1,307.00	-
As at 31 March 2023	220.94	40.98	111.35	1.80	15.58	18.05	1,086.86	1,495.56	202.93
As at 31 March 2024	234.98	63.69	105.36	2.15	44.02	18.23	1,504.05	1,972.48	44.61
As at 31 December 2024	358.11	80.66	153.39	6.61	52.86	16.10	1,617.73	2,285.46	26.82

* Includes assets taken on lease and further classified as right-of-use assets in line with the requirements of Ind AS 116. Refer Note (i) below for details of right-of use assets.

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SIS Cash Services Limited (formerly known as SIS Cash Services Private Limited)

Summary of material accounting policies and other explanatory information to restated consolidated financial information (Cont'd)

(All amounts are in ₹ Million, except share data, number of shares and unless stated otherwise)

4 Property, plant & equipment and capital work-in-progress (Cont'd)

(i) Right-of use assets

The following table summarises the details of assets taken on lease included in property, plant and equipment above:

Particulars	Buildings	Vehicles	Plant and Machineries	Total
As at 01 April 2021	28.21	1.31	-	29.52
Additions during the year	321.72	-	-	321.72
Depreciation during the year	(78.29)	(1.19)	-	(79.48)
Balance as at 31 March 2022	271.64	0.12	-	271.76
Additions during the year	43.79	-	10.86	54.65
Depreciation during the year	(94.49)	(0.12)	(3.39)	(98.00)
Balance as at 31 March 2023	220.94	-	7.47	228.41
Additions during the year	106.93	-	-	106.93
Depreciation during the year	(92.89)	-	(3.94)	(96.83)
Balance as at 31 March 2024	234.98	-	3.53	238.51
Additions during the period	160.52	-	-	160.52
Depreciation during the period	(37.39)	-	(1.13)	(38.52)
Balance as at 31 December 2024	358.11	-	2.40	360.51

(ii) Ageing schedule of capital work in progress is as follows:

As at 31 March 2022

Particulars	<1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	-	-	-	-	-
Total	-	-	-	-	-

As at 31 March 2023

Particulars	<1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	202.93	-	-	-	202.93
Total	202.93	-	-	-	202.93

As at 31 March 2024

Particulars	<1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	44.61	-	-	-	44.61
Total	44.61	-	-	-	44.61

As at 31 December 2024

Particulars	<1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	26.82	-	-	-	26.82
Total	26.82	-	-	-	26.82

(iii) Property, plant and equipment and capital work-in-progress pledged as security

Refer Note 14 for information on property, plant and equipment and capital work-in-progress pledged as security by the Group.

(iv) There were no projects that were suspended at the end of reporting periods and accordingly disclosure on expected date of completion of suspended project has not been given. Further, there are no projects whose completion is overdue or has exceeded its cost compared to its original plan.

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SIS Cash Services Limited (formerly known as SIS Cash Services Private Limited)

Summary of material accounting policies and other explanatory information to restated consolidated financial information (Cont'd)

(All amounts are in ₹ Million, except share data, number of shares and unless stated otherwise)

5 Goodwill and other intangible assets

Description of Assets	Goodwill	Computer software*
Gross block		
As at 01 April 2021	865.35	7.43
Additions during the year	-	1.17
As at 31 March 2022	865.35	8.60
Additions during the year	-	0.35
As at 31 March 2023	865.35	8.95
Additions during the year	-	3.83
As at 31 March 2024	865.35	12.78
Additions during the period	-	0.61
As at 31 December 2024	865.35	13.39
Accumulated amortisation		
As at 01 April 2021	-	6.95
Charge for the year	-	0.98
As at 31 March 2022	-	7.93
Charge for the year	-	0.58
As at 31 March 2023	-	8.51
Charge for the year	-	0.32
As at 31 March 2024	-	8.83
Charge for the period	-	0.68
As at 31 December 2024	-	9.51
Net carrying value		
As at 31 March 2022	865.35	0.67
As at 31 March 2023	865.35	0.44
As at 31 March 2024	865.35	3.95
As at 31 December 2024	865.35	3.88

* Computer software consists of purchased software licenses and development costs of existing Enterprise Resource Planning (ERP) software.

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SIS Cash Services Limited (formerly known as SIS Cash Services Private Limited)

Summary of material accounting policies and other explanatory information to restated consolidated financial information (Cont'd)

(All amounts are in ₹ Million, except share data, number of shares and unless stated otherwise)

5 Goodwill and other intangible assets (Cont'd)

(i) Goodwill

A summary of changes in the carrying amount of goodwill is as follows:

Particulars	As at			
	31 December 2024	31 March 2024	31 March 2023	31 March 2022
Carrying value at the beginning of the period/year	865.35	865.35	865.35	865.35
Changes during the period/year	-	-	-	-
Carrying value at the end of the period/year	865.35	865.35	865.35	865.35

The goodwill is on account of the following:

a) Business combination of Scientific Securities Management Service Private Limited with the Holding Company for ₹172.11 million; and

b) Amalgamation of ISS SDB Security Private Limited with the Group under section 391-394 of the Companies Act, 1956 effective from 01 December 2014 for ₹693.24 million.

Impairment testing of goodwill

The Group tests whether goodwill has suffered any impairment on an annual basis. The recoverable amount of a cash generating unit (CGU) is determined based on value-in-use calculations which require the use of assumptions. Cash flow projections are based on financial budgets approved by management covering a period of five years. Cash flows beyond the period of five years are extrapolated using the estimated growth rates stated below. These growth rates are consistent with forecasts in line with industry standards.

The recoverable amount of a CGU is the higher of its fair value less cost to sell and its value-in-use. These calculations use pre-tax cash flow projections for a CGU / group of CGUs over a period of five years. An average of the range of each assumption used is mentioned below. As of 31 March 2024, 31 March 2023 and 31 March 2022, the estimated recoverable amount of the CGU exceeded its carrying amount. The recoverable amount was computed based on the value-in-use. The management believes that any reasonable possible changes in the key assumptions would not cause the cash generating unit's carrying amount to exceed its recoverable amount.

Key assumptions used for testing impairment of goodwill are as follows:

Particulars	Terminal growth rate (%)	Sales (% annual growth rate)	EBIDTA (%)	Discount rate (%)
Year ended 31 March 2024	5.00	24.02 - 31.05	16.30 - 18.80	11.16
Year ended 31 March 2023	5.00	8.53 - 32.31	17.41 - 19.04	10.75
Year ended 31 March 2022	5.00	10.0 - 20.0	15.3 - 19.9	11.82

6 Other financial assets

Particulars	As at			
	31 December 2024	31 March 2024	31 March 2023	31 March 2022
Other non-current financial assets				
(Unsecured considered good, unless otherwise stated)				
Security deposits	16.01	33.99	48.65	42.94
Margin money in the form of fixed deposits*	19.53	9.49	36.88	53.56
Fixed deposits maturing after 12 months	-	12.39	-	-
Total other non-current financial assets	35.54	55.87	85.53	96.50

Particulars	As at			
	31 December 2024	31 March 2024	31 March 2023	31 March 2022
Other current financial assets				
(Unsecured considered good, unless otherwise stated)				
Unbilled revenue (refer note 21)^#	614.04	565.66	555.28	423.93
Security deposits	36.70	65.21	39.54	47.49
Interest accrued on fixed deposits	34.13	24.16	27.37	19.28
Other receivables^	8.24	18.22	2.11	37.01
Total other current financial assets	693.11	673.25	624.30	527.71

*Fixed deposits have been pledged as margin money against bank guarantees.

No other advances are due from directors or other officers of the Group either severally or jointly with any other person and from firms or private companies respectively in which any director is a partner, a director or a member except as disclose in note 31.

Refer note 32 for the Group's policy regarding impairment allowance on other financial assets and Group's credit risk management processes.

^Further, this includes balances receivable from related parties, refer note - 31.

#Unbilled revenue are classified as financial asset as right to consideration is unconditional and due after passage of time.

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SIS Cash Services Limited (formerly known as SIS Cash Services Private Limited)

Summary of material accounting policies and other explanatory information to restated consolidated financial information (Cont'd)

(All amounts are in ₹ Million, except share data, number of shares and unless stated otherwise)

7 Income tax

The major components of income tax expense for the period/year ended 31 December 2024, 31 March 2024, 31 March 2023 and 31 March 2022 are:

Statement of profit and loss:

Profit or loss section:

Particulars	For the nine months period ended 31 December 2024	For the year ended 31 March 2024	For the year ended 31 March 2023	For the year ended 31 March 2022
Current income tax				
Current income tax charge	60.33	-	9.00	-
Adjustments in respect of income tax expense /(reversal) of previous years	13.65	(0.11)	-	-
Deferred tax:				
Decrease /(increase) in deferred tax assets (net)	65.52	121.69	(37.40)	(20.25)
Income tax expense/(credit) reported in the statement of profit and loss	139.50	121.58	(28.40)	(20.25)

Other Comprehensive Income (OCI) section:

Tax related to items recognised in OCI during the period/year:

Particulars	For the nine months period ended 31 December 2024	For the year ended 31 March 2024	For the year ended 31 March 2023	For the year ended 31 March 2022
Tax expense/(credit) on re-measurements of defined benefit plans	0.43	(0.89)	1.76	2.69
Income tax charged to OCI	0.43	(0.89)	1.76	2.69

Reconciliation of tax expense and the accounting profit multiplied by the tax rate

Particulars	For the nine months period ended 31 December 2024	For the year ended 31 March 2024	For the year ended 31 March 2023	For the year ended 31 March 2022
Accounting profit before income tax	526.91	623.17	160.14	27.27
Income tax expense at statutory rate @ 25.17%*	132.62	156.84	40.31	6.86
Adjustments in respect of current income tax for previous years	13.65	(0.11)	-	-
Additional temporary tax deductible in respect of certain benefits under the Income Tax Act, 1961	(8.95)	(26.00)	(46.20)	(8.48)
Non-deductible expenses for tax purposes				
Corporate social responsibility expenditure	0.95	0.43	0.01	-
Other non-deductible expenses	1.23	(9.58)	(22.50)	(18.63)
Tax expense reported in the statement of profit and loss	139.50	121.58	(28.38)	(20.25)

*The effective tax rate applicable to the Group is 25.17% (including surcharge and cess) based on the Income Tax law as it exists on the date of these financial information/statements.

The balance in deferred tax assets / (liabilities) comprises temporary differences attributable to:

Particulars	As at			
	31 December 2024	31 March 2024	31 March 2023	31 March 2022
Property, plant and equipment / Intangible assets	(318.15)	(287.56)	(220.07)	(222.16)
Defined benefit obligations	111.31	97.31	70.42	70.15
Deductions in respect of certain benefits under the Income Tax Act, 1961	37.09	48.90	36.43	8.48
Accruals and others	120.31	120.46	157.79	116.88
Allowance for expected credit loss – trade receivables	57.49	43.95	72.42	68.86
Unused tax losses	162.76	213.70	240.57	279.71
Total deferred tax assets/(liabilities)	170.81	236.76	357.56	321.92

Reflected in the statement of assets and liabilities as follows:

Particulars	As at			
	31 December 2024	31 March 2024	31 March 2023	31 March 2022
Deferred tax assets (net)	283.32	339.48	459.28	422.79
Deferred tax liabilities (net)	112.51	102.72	101.72	100.87
Total Deferred tax assets / (liabilities)	170.81	236.76	357.56	321.92

Income tax assets:

Particulars	As at			
	31 December 2024	31 March 2024	31 March 2023	31 March 2022
Opening balance	147.55	171.02	122.57	54.33
Taxes paid	152.41	96.53	96.41	69.85
Refund received	(76.90)	(120.11)	(38.96)	(1.61)
Current tax payable for the period/year	(73.98)	0.11	(9.00)	-
Income tax assets	149.08	147.55	171.02	122.57

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SIS Cash Services Limited (formerly known as SIS Cash Services Private Limited)

Summary of material accounting policies and other explanatory information to restated consolidated financial information (Cont'd)

(All amounts are in ₹ Million, except share data, number of shares and unless stated otherwise)

7 Income tax (Cont'd)

Reconciliation of deferred tax assets/(liabilities), net:

Particulars	Property, plant and equipment / Intangible assets/Goodwill	Defined benefit obligations	Deductions in respect of certain benefits under the Income Tax Act, 1961	Accruals and others	Allowance for expected credit loss – trade receivables	Unused tax losses	Total
As at 31 March 2021	(158.30)	66.32	-	7.98	-	388.36	304.36
Tax (expense)/income during the year recognised in profit or loss	(63.86)	6.52	8.48	108.90	68.86	(108.65)	20.25
Tax expense during the year recognised in OCI	-	(2.69)	-	-	-	-	(2.69)
As at 31 March 2022	(222.16)	70.15	8.48	116.88	68.86	279.71	321.92
Tax income/(expense) during the year recognised in profit or loss	2.09	2.03	27.95	40.91	3.56	(39.14)	37.40
Tax expense during the year recognised in OCI	-	(1.76)	-	-	-	-	(1.76)
As at 31 March 2023	(220.07)	70.42	36.43	157.79	72.42	240.57	357.56
Tax (expense)/income during the year recognised in profit or loss	(67.49)	26.00	12.47	(37.33)	(28.47)	(26.87)	(121.69)
Tax income during the year recognised in OCI	-	0.89	-	-	-	-	0.89
As at 31 March 2024	(287.56)	97.31	48.90	120.46	43.95	213.70	236.76
Tax (expense)/income during the period recognised in profit or loss	(30.59)	14.43	(11.81)	(0.15)	13.54	(50.94)	(65.52)
Tax expense during the period recognised in OCI	-	(0.43)	-	-	-	-	(0.43)
As at 31 December 2024	(318.15)	111.31	37.09	120.31	57.49	162.76	170.81

The Group offsets tax assets and liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority.

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SIS Cash Services Limited (formerly known as SIS Cash Services Private Limited)

Summary of material accounting policies and other explanatory information to restated consolidated financial information (Cont'd)

(All amounts are in ₹ Million, except share data, number of shares and unless stated otherwise)

8 Other assets

Particulars	As at			
	31 December 2024	31 March 2024	31 March 2023	31 March 2022
Other non-current assets				
Capital advances	-	16.97	1.45	5.83
Prepaid expenses	4.96	4.82	8.23	7.76
Total other non-current assets	4.96	21.79	9.68	13.59
Other current assets				
Prepaid expenses	17.96	13.81	38.24	44.43
Balance with government authorities**	173.63	125.68	61.80	76.55
Others*	207.86	206.90	206.15	139.82
Total other current assets	399.45	346.39	306.19	260.80

*This includes advances given to vendors, advance given to employees and expenses incurred by the Company with respect to proposed capital market offering.

**This includes amount of income tax and goods & services tax paid under protest as at 31 December 2024 and 31 March 2024.

9 Inventories

Particulars	As at			
	31 December 2024	31 March 2024	31 March 2023	31 March 2022
Uniforms	5.98	8.48	11.21	7.48
Total	5.98	8.48	11.21	7.48

10 Trade receivables

Particulars	As at			
	31 December 2024	31 March 2024	31 March 2023	31 March 2022
Unsecured, considered good				
Trade receivables	1,023.55	987.54	901.59	752.01
Less: Allowance for expected credit loss	217.11	174.61	287.75	182.30
Total trade receivables	806.44	812.93	613.84	569.71

Note - The amount of loss allowance (lifetime expected credit loss) has been recognised under the simplified approach for trade receivables and hence break-up of trade receivable into 'significant increase in credit risk' and 'credit impaired' has not been disclosed separately.

The movement in allowances for expected credit loss is as follows:

Particulars	As at			
	31 December 2024	31 March 2024	31 March 2023	31 March 2022
Opening balance	174.61	287.75	182.30	90.56
Additions	74.26	-	158.83	91.74
Reversals/writeoffs	(31.76)	(113.14)	(53.38)	-
Closing balance	217.11	174.61	287.75	182.30

Notes:

- No trade receivables are due from directors or other officers of the Group either severally or jointly with any other person and from firms or private companies respectively in which any director is a partner, a director or a member except as disclosed in note 31.
- Refer Note 32 for the Group's policy regarding impairment allowance on trade receivables and Group's credit risk management processes.
- For outstanding balances, terms and conditions relating to related party receivables, refer Note 31.
- Trade receivables are non-interest bearing and are generally on credit terms of 30 to 90 days.

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SIS Cash Services Limited (formerly known as SIS Cash Services Private Limited)

Summary of material accounting policies and other explanatory information to restated consolidated financial information (Cont'd)

(All amounts are in ₹ Million, except share data, number of shares and unless stated otherwise)

10 Trade receivables (Cont'd)

The ageing schedule for outstanding trade receivables from the due date is given below

As at 31 December 2024

Particulars	Outstanding for following periods from due date						Total
	Not Due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed trade receivables	579.40	318.15	35.27	30.33	23.62	36.78	1,023.55
(ii) Disputed trade receivables	-	-	-	-	-	-	-

As at 31 March 2024

Particulars	Outstanding for following periods from due date						Total
	Not Due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed trade receivables	189.35	660.08	42.69	48.03	9.72	37.67	987.54
(ii) Disputed trade receivables	-	-	-	-	-	-	-

As at 31 March 2023

Particulars	Outstanding for following periods from due date						Total
	Not Due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed trade receivables	-	639.73	94.57	112.37	26.53	28.39	901.59
(ii) Disputed trade receivables	-	-	-	-	-	-	-

As at 31 March 2022

Particulars	Outstanding for following periods from due date						Total
	Not Due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed trade receivables	-	606.89	39.23	64.08	33.70	8.11	752.01
(ii) Disputed trade receivables	-	-	-	-	-	-	-

11 Cash and bank balances

A Cash and cash equivalents

Particulars	As at			
	31 December 2024	31 March 2024	31 March 2023	31 March 2022
Balances with banks:				
- In current and other accounts		548.75	365.39	356.78
Cash on hand		1.10	1.10	5.45
Total		549.85	366.49	362.23

Note - There are no repatriation restrictions with regard to cash and cash equivalents as at the end of respective reporting period/years.

B Other bank balances

Particulars	As at			
	31 December 2024	31 March 2024	31 March 2023	31 March 2022
Deposits with original maturity of more than three months and having remaining maturity of less than twelve months from reporting date	806.59	715.42	716.62	595.17
Margin money*	192.40	115.15	75.20	86.85
Total	998.99	830.57	791.82	682.02

* Pledged as security/Margin Money against guarantees issued by banks on behalf of the Group.

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SIS Cash Services Limited (formerly known as SIS Cash Services Private Limited)

Summary of material accounting policies and other explanatory information to restated consolidated financial information (Cont'd)

(All amounts are in ₹ Million, except share data, number of shares and unless stated otherwise)

12 Equity share capital

i) Authorised share capital

Particulars	Number of shares	Amount
As at 01 April 2021 (equity shares of ₹10 each)	2,00,00,000	200.00
Increase / (decrease) during the year	-	-
As at 31 March 2022 (equity shares of ₹10 each)	2,00,00,000	200.00
Increase / (decrease) during the year	-	-
As at 31 March 2023 (equity shares of ₹10 each)	2,00,00,000	200.00
Increase / (decrease) during the year	-	-
As at 31 March 2024 (equity shares of ₹10 each)	2,00,00,000	200.00
Increase / (decrease) during the period	20,00,000	20.00
As at 31 December 2024 (equity shares of ₹10 each)	2,20,00,000	220.00

ii) Issued, subscribed and paid up share capital

Particulars	Number of shares	Amount
As at 01 April 2021 (equity shares of ₹10 each)	1,98,13,664	198.14
Increase / (decrease) during the year	-	-
As at 31 March 2022 (equity shares of ₹10 each)	1,98,13,664	198.14
Increase / (decrease) during the year	-	-
As at 31 March 2023 (equity shares of ₹10 each)	1,98,13,664	198.14
Increase / (decrease) during the year	-	-
As at 31 March 2024 (equity shares of ₹10 each)	1,98,13,664	198.14
Increase / (decrease) during the period	-	-
As at 31 December 2024 (equity shares of ₹10 each)	1,98,13,664	198.14

iii) Terms / rights attached to equity shares

The Holding Company has only one class of equity shares having a par value of ₹10 per share. Holder of equity shares is entitled to one vote per share and to participate in dividends in proportion to the number of and amounts paid on the shares held. The Holding Company declares and pays dividends in Indian rupees. The final dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation, the holders of equity shares will be entitled to receive the remaining assets of the Holding Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders. No shares have been issued as bonus shares or issued for consideration other than cash or bought back during the period of five years immediately preceding the reporting date.

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SIS Cash Services Limited (formerly known as SIS Cash Services Private Limited)

Summary of material accounting policies and other explanatory information to restated consolidated financial information (Cont'd)

(All amounts are in ₹ Million, except share data, number of shares and unless stated otherwise)

12 Equity share capital (Cont'd)

iv) Details of shareholders holding more than 5% shares in the Holding Company

Name of the shareholder	As at 31 December 2024		As at 31 March 2024		As at 31 March 2023		As at 31 March 2022	
	Number of shares	% holding	Number of shares	% holding	Number of shares	% holding	Number of shares	% holding
SIS Limited*	77,88,892	39.31%	77,88,892	39.31%	77,88,892	39.31%	77,88,892	39.31%
Singpai Pte Ltd**	97,08,695	49.00%	97,08,695	49.00%	97,08,695	49.00%	97,08,695	49.00%
SMC Integrated Facility Management Solutions Limited (formerly known as 'Service Master Clean Limited')	19,19,804	9.69%	19,19,804	9.69%	19,19,804	9.69%	19,19,804	9.69%

**Singpai Pte Ltd became parent of SIS Cash Services Limited w.e.f. 01 April 2024 as per Ind AS 110 - Consolidated Financial Statements.

*It includes 1 (one) equity share each transferred in favour of Bikash Chandra Mishra, Sanjay Shanker Ojha and Vinaya Kumar Srivastawa as the registered owners w.e.f. 16 October 2024, however, SIS Limited is the beneficial owner of such 3 (three) equity shares.

v) Promoters shareholding

Particulars	SIS Limited	Singpai Pte Ltd	SMC Integrated Facility Management Solutions Limited (Refer Note-2)
Number of shares as at 01 April 2021	77,88,892	97,08,695	19,19,804
% holding	39.31%	49.00%	9.69%
% change during the year	0%	0%	0%
Number of shares as at 31 March 2022	77,88,892	97,08,695	19,19,804
% holding	39.31%	49.00%	9.69%
% change during the year	0%	0%	0%
Number of shares as at 31 March 2023	77,88,892	97,08,695	19,19,804
% holding	39.31%	49.00%	9.69%
% change during the year	0%	0%	0%
Number of shares as at 31 March 2024	77,88,892	97,08,695	19,19,804
% holding	39.31%	49.00%	-
% change during the period	0%	0%	-
Number of shares as at 31 December 2024	77,88,892	97,08,695	-

Note :

1) Based on the resolution passed in its board meeting held on 23 December 2024, the Company has identified following entities as promoters of the Company:

- SIS Limited
- Singpai Pte Ltd
- Luxpai CIT SARI - No shareholding
- Prosegur Global CIT ROW SLU - No shareholding
- Prosegur Cash SA - No shareholding

2) SMC Integrated Facility Management Solutions Limited ceases to be the promoter of the Company w.e.f 23 December 2024, and therefore shareholding has not been disclosed in the above table.

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SIS Cash Services Limited (formerly known as SIS Cash Services Private Limited)

Summary of material accounting policies and other explanatory information to restated consolidated financial information (Cont'd)

*(All amounts are in ₹ Million, except share data, number of shares and unless stated otherwise)***13 Other equity**

Particulars	As at			
	31 December 2024	31 March 2024	31 March 2023	31 March 2022
Reserves and surplus				
Securities premium	1,490.27	1,490.27	1,490.27	1,490.27
Retained earnings	237.97	(155.70)	(642.16)	(835.94)
Debenture redemption reserve	7.50	12.50	-	-
Total other equity	1,735.74	1,347.07	848.11	654.33

a) Securities premium

Particulars	As at			
	31 December 2024	31 March 2024	31 March 2023	31 March 2022
Balance at the beginning of period/year	1,490.27	1,490.27	1,490.27	1,490.27
Balance at the end of period/year	1,490.27	1,490.27	1,490.27	1,490.27

b) Retained earnings

Particulars	As at			
	31 December 2024	31 March 2024	31 March 2023	31 March 2022
Balance at the beginning of period/year	(155.70)	(642.16)	(835.94)	(891.44)
Net Profit for the period/year	387.41	501.59	188.54	47.52
Other comprehensive income (net)	1.26	(2.63)	5.24	7.98
Transfer from/(Transfer to) debenture redemption reserve (net)	5.00	(12.50)	-	-
Balance at the end of period/year	237.97	(155.70)	(642.16)	(835.94)

c) Debenture redemption reserve

Particulars	As at			
	31 December 2024	31 March 2024	31 March 2023	31 March 2022
Balance at the beginning of period/year	12.50	-	-	-
Transfer during the period/year from retained earnings	-	17.50	-	-
Transfer to retained earnings	(5.00)	(5.00)	-	-
Balance at the end of period/year	7.50	12.50	-	-

Nature and purpose of reserves**i) Securities Premium**

Security premium is used to record the premium on issue of shares or other securities such as debentures or bonds. The reserve is utilised in accordance with the Companies Act, 2013.

ii) Retained Earnings

Retained earnings represents the amount of accumulated earnings of the Group and re-measurement of defined benefit obligations.

iii) Debenture Redemption Reserve

Debenture redemption reserve represents the amount of reserve created out of accumulated retained earnings of the Holding Company. This reserve is utilised for the purpose of re-payment of debentures taken by the Holding Company.

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SIS Cash Services Limited (formerly known as SIS Cash Services Private Limited)

Summary of material accounting policies and other explanatory information to restated consolidated financial information (Cont'd)

(All amounts are in ₹ Million, except share data, number of shares and unless stated otherwise)

14 Borrowings

Particulars	Note	As at			
		31 December 2024	31 March 2024	31 March 2023	31 March 2022
Non-current borrowings					
(Secured)					
Term loans					
From banks					
- ICICI Bank Limited	a	54.61	96.15	150.40	204.72
- Yes Bank Limited	b	32.54	40.03	25.00	-
- Axis Bank Limited	c	32.96	-	-	-
- Vehicle loans from various banks	d	1,587.29	1,633.97	1,487.83	933.81
From financial institution					
- Vehicle loans from financial institution	e	8.62	38.53	127.66	127.18
Total secured non-current borrowings		1,716.02	1,808.68	1,790.89	1,265.71
(Unsecured)					
Debentures/Notes					
- Non - convertible debentures issued to SMC Integrated Facility Management Solutions Limited	f	-	-	50.00	197.00
- Notes issued to Singpai Pte Limited	g	-	-	50.00	197.00
- Non - convertible debentures issued to SIS Limited	h	75.00	125.00	175.00	175.00
Term loans					
- Prosegur CIT Integrals Systems India Private Limited	i	125.00	125.00	175.00	175.00
Total unsecured non-current borrowings		200.00	250.00	450.00	744.00
Total borrowings		1,916.02	2,058.68	2,240.89	2,009.71
Less: Amount disclosed under current borrowings		(648.73)	(630.70)	(657.76)	(596.04)
Total non-current borrowings		1,267.29	1,427.98	1,583.13	1,413.67
Current borrowings					
(Secured)					
Loans repayable on demand					
From Banks					
- Axis Bank Limited	j	-	0.66	0.40	0.50
- Yes Bank Limited	k	-	-	144.35	191.21
Total secured borrowings		-	0.66	144.75	191.71
Current maturity of long term borrowings		648.73	630.70	657.76	596.04
Current borrowings		648.73	631.36	802.51	787.75
Aggregate secured borrowings		1,716.02	1,809.34	1,935.64	1,457.42
Aggregate unsecured borrowings		200.00	250.00	450.00	744.00
Details of current maturities of non-current borrowings is mentioned below:					
Particulars		As at			
		31 December 2024	31 March 2024	31 March 2023	31 March 2022
Current maturities of non-current borrowings:					
Term Loans					
From Banks		590.11	493.50	411.18	260.01
From other parties		8.62	37.20	46.58	42.03
Unsecured					
Bonds/ Debentures		-	50.00	200.00	294.00
Term Loans					
From other parties		50.00	50.00	-	-
Total current maturities of non-current borrowings		648.73	630.70	657.76	596.04

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SIS Cash Services Limited (formerly known as SIS Cash Services Private Limited)

Summary of material accounting policies and other explanatory information to restated consolidated financial information (Cont'd)

(All amounts are in ₹ Million, except share data, number of shares and unless stated otherwise)

Name of Bank/Financial Institution	Particulars	As at			
		31 December 2024	31 March 2024	31 March 2023	31 March 2022
(a) ICICI Bank Limited (Term Loan)	Interest	Interest rate of MCLR – 1Y + '140 bps'.			
	Security	The ICICI Term loans are secured against: 1. Exclusive charge over the movable fixed assets purchased from the proceeds of this facility, both present and future. 2. Second charge over the current assets and remaining movable fixed assets of the borrower, both present and future (Other than those charged exclusively to other lenders).			
	Repayment	The term loans are repayable in 19 quarterly installments on last day of the quarter with repayment commencing from June 2021 and ending by December 2025. For every subsequent disbursement after first repayment, quarterly instalment shall be adjusted to repay equally over the remaining tenor of the Facility.			
(b) Yes Bank Limited (Term Loan)	Interest	Interest rate of 3.11% above 3-month T-Bill.			
	Security	The Yes bank Term loans are secured against: 1. Exclusive charge by over the other movable fixed assets of the borrower which is created out of the bank term loan. 2. Second charge over the current assets and remaining movable fixed assets of the borrower, both present and future (Other than those charged exclusively to other lenders).			
	Repayment	The term loans are repayable in various equal quarterly instalments on last day of the quarter with repayment commenced from May 2023 and ending by February 2028. For every subsequent disbursement after first repayment, quarterly instalment shall be adjusted to repay equally over the remaining tenor of the Facility.			
(c) Axis Bank Limited (Term Loan)	Interest	Interest rate of 2.25% above prevailing repo rate.	-	-	-
	Security	The Axis Bank Term loans are secured against Exclusive Charge on the equipment's being finance by the term loan.	-	-	-
	Repayment	The term loans are repayable in 20 equal quarterly instalments on every quarter with repayment commencing from October 2024 and ending by July 2029.	-	-	-
(d) Vehicle Loan from various banks	Interest	Interest rate ranging between 7.25% to 9.50%.			
	Security	Vehicle loans are secured by hypothecation of respective vehicles purchased against the loan.			
	Repayment	The loans have various repayment schedules and are scheduled to be repaid from January 2025 to FY 2029-30.	The loans have various repayment schedules and are scheduled to be repaid by 2028-29	The loans have various repayment schedules and are scheduled to be repaid by 2027-28	The loans have various repayment schedules and are scheduled to be repaid by 2027-28
(e) Sundaram Finance	Interest	Interest rate ranging between 9.60% to 10.50%.			
	Security	Vehicle loans are secured by hypothecation of respective vehicles purchased against the loan.			
	Repayment	The loans have various repayment schedules and are scheduled to be repaid from January 2025 to FY 2025-26.	The loans have various repayment schedules and are scheduled to be repaid by 2025-26	The loans have various repayment schedules and are scheduled to be repaid by 2025-26	The loans have various repayment schedules and are scheduled to be repaid by 2025-26

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SIS Cash Services Limited (formerly known as SIS Cash Services Private Limited)

Summary of material accounting policies and other explanatory information to restated consolidated financial information (Cont'd)

(All amounts are in ₹ Million, except share data, number of shares and unless stated otherwise)

Name of Other Parties	Particulars	As at			
		31 December 2024	31 March 2024	31 March 2023	31 March 2022
(f) Non - convertible debentures issued to SMC Integrated Facility Management Solutions Limited	Interest	-	-	Interest @11% p.a.	Interest @11% p.a.
	Repayment	-	-	These debentures shall be redeemed within 6 years from the date of issue with a lock-in-period of 3 years from the date of issue. During the year ended 31 March 2023, One hundred and forty seven Debentures have been redeemed/repaid.	These debentures shall be redeemed within 6 years from the date of issue with a lock-in-period of 3 years from the date of issue.
	Security	-	-	Unsecured	Unsecured
(g) Notes issued to Singpai Pte Limited	Interest	-	-	Interest @ 11% p.a.	Interest @ 11% p.a.
	Security	-	-	Unsecured	Unsecured
	Repayment	-	These notes carried redemption tenure of 6 years from the date of issue with a lock-in-period of 3 years from the date of issue. During the year ended 31 March 2024, fifty notes have been repaid.	These notes carried redemption tenure of 6 years from the date of issue with a lock-in-period of 3 years from the date of issue. During the year ended 31 March 2023 147 notes have been repaid.	These notes carried redemption tenure of 6 years from the date of issue with a lock-in-period of 3 years from the date of issue.
(h) Non - convertible debentures issued to SIS Limited	Interest	Interest @ 11% p.a.			
	Security	Unsecured			
	Repayment	These debentures shall be redeemed within 6 years from the date of issue as per the repayment schedule with a lock-in-period of 3 years from the date of issue. Fifty Non-Convertible Debentures were redeemed in F.Y 2024-25.	These debentures shall be redeemed within 6 years from the date of issue as per the repayment schedule with a lock-in-period of 3 years from the date of issue. Fifty Non-Convertible Debentures were redeemed in F.Y 2023-24.	These debentures shall be redeemed within 6 years from the date of issue as per the repayment schedule with a lock-in-period of 3 years from the date of issue.	These debentures shall be redeemed within 6 years from the date of issue as per the repayment schedule with a lock-in-period of 3 years from the date of issue.
(i) Prosegur CIT Integrals Systems India Private Limited	Interest	Interest @ 11% p.a.			
	Security	Unsecured			
	Repayment	Repayable within 6 years from draw down with a lock-in-period of 3 years.	Repayable within 6 years from draw down with a lock-in-period of 3 years. Amount of fifty repaid in F.Y 2023-24.	Repayable within 6 years from draw down with a lock-in-period of 3 years.	Repayable within 6 years from draw down with a lock-in-period of 3 years.

Name of Bank/Financial Institution	Particulars	As at			
		31 December 2024	31 March 2024	31 March 2023	31 March 2022
(j) Axis Bank Limited (Cash Credit)	Interest	Interest rate at 3M MCLR plus 165 bps.			
	Security	Cash Credit from Axis Bank is secured by pari- passu charge over all current assets (both present and future) and second pari-passu charge over the movable fixed assets other than those vehicles and assets specifically charged against the existing loans (both present and future) and subservient charge (hypothecation) on all vehicles (present and future) of the holding company.			
(k) Yes Bank Limited (Cash Credit)	Interest	Interest rate at overnight MCLR + 0.57% for cash credit facility and 7% for WCDL facility respectively.			
	Security	Cash Credit from Yes Bank is secured by pari passu charge over all the current assets and movable fixed assets (both present and future) of SIS Prosegur Holdings Private Limited.			
(l) ICICI Bank Limited (Cash Credit)	Interest	Interest rate at 6M MCLR + 1.65%			
	Security	Cash Credit from ICICI Bank is secured by first pari passu charge over current Assets - Book debts, Stocks and other crrent assets, Immovable property of the company both present and future. Second charge over movable fixed assets and vehicles (Other than those vehicles and assets specifically charged against existing vehicle lons) both present and future. Further, the Company has not utilised this cash credit limit during the reporting periods/years.			

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SIS Cash Services Limited (formerly known as SIS Cash Services Private Limited)

Summary of material accounting policies and other explanatory information to restated consolidated financial information (Cont'd)

(All amounts are in ₹ Million, except share data, number of shares and unless stated otherwise)

15 Lease liabilities

Particulars	As at			
	31 December 2024	31 March 2024	31 March 2023	31 March 2022
Non-current lease liabilities	418.09	327.48	322.40	324.63
Current lease liabilities	62.19	53.82	36.85	29.41
Total lease liabilities	480.28	381.30	359.25	354.04

Other disclosure related to lease:

Particulars	As at			
	31 December 2024	31 March 2024	31 March 2023	31 March 2022
Finance cost accrued during the period/year	33.86	36.01	34.15	26.56
Payment of lease liabilities	(73.27)	(109.42)	(69.78)	(66.24)
Rent expenses pertaining to short term lease and low value assets	24.59	11.85	32.68	27.69

Note - The Group does not expect potential exposure to variable lease payments, extension/termination options, guaranteed residual value and lease commitments.

16 Trade payables

Particulars	As at			
	31 December 2024	31 March 2024	31 March 2023	31 March 2022
Trade payables				
- Total outstanding dues of micro enterprises and small enterprises (MSME)	6.86	25.75	58.26	20.94
- Total outstanding dues of creditors other than micro enterprises and small enterprises	1,407.80	1,356.92	993.95	686.50
Total trade payables	1,414.66	1,382.67	1,052.21	707.44

Notes:

i) Trade payables are non-interest bearing and are normally settled on credit terms ranging from 30 to 60 days which vary by vendor and type of service.

ii) For outstanding balances, terms and conditions with related parties. Refer note - 31.

iii) The Group does not have any disputed amount of trade payables as on reporting periods.

The ageing schedule for outstanding trade payables where due date is given below:

As at 31 December 2024

Particulars	Not Due	Outstanding for following periods from due date				Total
		<1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	6.83	0.02	0.01	-	-	6.86
(ii) Others	1,281.80	98.11	25.69	1.73	0.47	1,407.80

As at 31 March 2024

Particulars	Not Due	Outstanding for following periods from due date				Total
		<1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	22.11	3.62	0.02	-	-	25.75
(ii) Others	1,267.83	14.73	41.31	16.50	16.55	1,356.92

As at 31 March 2023

Particulars	Not Due	Outstanding for following periods from due date				Total
		<1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	39.32	18.94	-	-	-	58.26
(ii) Others	852.55	59.64	64.26	17.50	-	993.95

As at 31 March 2022

Particulars	Not Due	Outstanding for following periods from due date				Total
		<1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	-	20.94	-	-	-	20.94
(ii) Others	503.14	178.29	5.07	-	-	686.50

17 Other current financial liabilities

Particulars	As at			
	31 December 2024	31 March 2024	31 March 2023	31 March 2022
Current				
Capital creditors	10.11	19.40	32.19	13.85
Interest accrued but not due on borrowings*	57.80	47.22	131.86	225.25
Employee benefits payable	820.40	660.54	457.77	360.11
Other payables and accruals	102.88	75.46	266.06	177.09
Total other current financial liabilities	991.19	802.62	887.88	776.30

*This include balance payable to related parties. Refer note - 31.

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SIS Cash Services Limited (formerly known as SIS Cash Services Private Limited)

Summary of material accounting policies and other explanatory information to restated consolidated financial information (Cont'd)

(All amounts are in ₹ Million, except share data, number of shares and unless stated otherwise)

18 Financial instruments by category

Particulars	As at											
	31 December 2024			31 March 2024			31 March 2023			31 March 2022		
	FVTPL	FVTOCI	Amortised cost	FVTPL	FVTOCI	Amortised cost	FVTPL	FVTOCI	Amortised cost	FVTPL	FVTOCI	Amortised cost
Financial Assets												
Trade receivables	-	-	806.44	-	-	812.93	-	-	613.84	-	-	569.71
Cash and cash equivalents	-	-	549.85	-	-	366.49	-	-	362.23	-	-	309.62
Other bank balances	-	-	998.99	-	-	830.57	-	-	791.82	-	-	682.02
Other financial assets	-	-	728.65	-	-	729.12	-	-	709.83	-	-	624.21
Total Financial Assets	-	-	3,083.93	-	-	2,739.11	-	-	2,477.72	-	-	2,185.56
Financial Liabilities												
Trade payables	-	-	1,414.66	-	-	1,382.67	-	-	1,052.21	-	-	707.44
Borrowings	-	-	1,916.02	-	-	2,059.34	-	-	2,385.64	-	-	2,201.42
Lease liability	-	-	480.28	-	-	381.30	-	-	359.25	-	-	354.04
Other financial liabilities	-	-	991.19	-	-	802.62	-	-	887.88	-	-	776.30
Total Financial Liabilities	-	-	4,802.15	-	-	4,625.93	-	-	4,684.98	-	-	4,039.20

Fair value of assets and liabilities carried at amortised costs

Particulars	As at							
	31 December 2024		31 March 2024		31 March 2023		31 March 2022	
	Carrying Value	Fair Value	Carrying Value	Fair Value	Carrying Value	Fair Value	Carrying Value	Fair Value
Financial Assets								
Trade receivables	806.44	806.44	812.93	812.93	613.84	613.84	569.71	569.71
Cash and cash equivalents	549.85	549.85	366.49	366.49	362.23	362.23	309.62	309.62
Other bank balances	998.99	998.98	830.57	830.57	791.82	791.82	682.02	682.02
Other financial assets	728.65	728.66	729.12	729.12	709.83	709.83	624.21	624.21
Total Financial Assets	3,083.93	3,083.93	2,739.11	2,739.11	2,477.72	2,477.72	2,185.56	2,185.56
Financial Liabilities								
Trade payables	1,414.66	1,414.66	1,382.67	1,382.67	1,052.21	1,052.21	707.44	707.44
Borrowings - floating rate	120.11	120.11	136.84	136.84	320.15	320.15	396.43	396.43
Borrowings - fixed rate [refer note - (ii)]	1,795.91	1,755.74	1,922.50	1,747.25	2,065.49	1,975.58	1,804.99	1,701.67
Lease liabilities	480.28	480.28	381.30	381.30	359.25	359.25	354.04	354.04
Other financial liabilities	991.19	991.19	802.62	802.62	887.88	887.88	776.30	776.30
Total Financial Liabilities	4,802.15	4,761.98	4,625.93	4,450.68	4,684.98	4,595.07	4,039.20	3,935.88

Notes

i) The Group has assessed that the fair value of cash and cash equivalent, trade receivables, trade payables, bank overdrafts and lease liabilities and other financial liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.

ii) The fair value of fixed rate borrowings has been calculated based on fixed cash flows discounted using weighted average cost of debt as on balance sheet date and accordingly classified under level 2 fair values in the fair value hierarchy due to the use of significant observable inputs.

iii) The Group does not have any financial assets/liabilities in Level 1 or 3 items as at 31 December 2024, 31 March 2024, 31 March 2023 and 31 March 2022.

(iv) Valuation processes

The finance department of the Company includes the team that performs the valuations of financial assets and liabilities required for financial reporting purposes, including level 3 fair values. The team reports directly to the Chief Financial Officer (CFO) of SIS Limited (entity exercising significant influence over the Group). Discussions of valuation processes and results are held between the CFO and the valuation team at least once every 3 months, in line with the Group's quarterly reporting period. External valuer's assistance is also taken for valuation purposes where required.

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SIS Cash Services Limited (formerly known as SIS Cash Services Private Limited)

Summary of material accounting policies and other explanatory information to restated consolidated financial information (Cont'd)

(All amounts are in ₹ Million, except share data, number of shares and unless stated otherwise)

19 Provisions

Particulars	As at							
	31 December 2024		31 March 2024		31 March 2023		31 March 2022	
	Non-current	Current	Non-current	Current	Non-current	Current	Non-current	Current
Provision for employee benefits								
Gratuity (refer note-23)	92.77	43.98	81.90	43.68	76.40	31.63	77.89	27.25
Compensated absences (refer note-23)	-	14.13	-	23.09	-	9.05	-	49.57
Other provision								
Asset retirement obligation (refer note-19.1)	14.70	5.98	15.13	2.57	11.95	-	7.99	-
Total	107.47	64.09	97.03	69.34	88.35	40.68	85.88	76.82

19.1 Asset Retirement Obligation

Particulars	As at			
	31 December 2024	31 March 2024	31 March 2023	31 March 2022
Balance as at beginning of the period/year	17.70	11.95	7.99	2.95
Arising during the period/year	1.52	4.28	2.94	4.49
Interest on asset retirement obligation	1.46	1.47	1.02	0.55
Balance as at end of the period/year	20.68	17.70	11.95	7.99
Current	5.98	2.57	-	-
Non-current	14.70	15.13	11.95	7.99

Note:

Group takes office premises on lease wherein the lease agreement provides for the Group to return the premises at the end of the lease term in the same condition in which it took the premises on the commencement of the lease. The Group makes various leasehold improvements to such premises including installation of cash vault at certain locations. Consequently, the Group makes provision for cost of dismantling such leasehold improvements and restoring the office premises on a same condition in which it has been taken at the end of lease term.

The cost of dismantling such leasehold improvements and restoring the office premises at the end of lease term is estimated and is discounted to present value at the time leasehold improvement are made. The discount rate of 9.60% which has been considered, is a pre-tax rate that reflect current market assessment of the time value of money and risk specific to liability.

20 Other liabilities

Particulars	As at			
	31 December 2024	31 March 2024	31 March 2023	31 March 2022
Other current liabilities				
Statutory dues payable	74.43	47.82	37.31	30.57
Others	13.70	1.14	0.09	-
Total other current liabilities	88.13	48.96	37.40	30.57

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SIS Cash Services Limited (formerly known as SIS Cash Services Private Limited)

Summary of material accounting policies and other explanatory information to restated consolidated financial information (Cont'd)

(All amounts are in ₹ Million, except share data, number of shares and unless stated otherwise)

21 Revenue from operations

Particulars	For the nine months period ended 31 December 2024	For the year ended 31 March 2024	For the year ended 31 March 2023	For the year ended 31 March 2022
Revenue from cash logistics services*	5,296.43	6,335.67	5,428.92	3,925.16
Other operating revenues*	2.15	2.58	1.42	0.71
Revenue from operations	5,298.58	6,338.25	5,430.34	3,925.87

The Group's revenue is from rendering of services towards cash logistics services and has been recognized over the period of time from the contracts with customers, located in Indian geography.

*This includes services rendered to related parties. Refer note - 31.

Contract balances

The following table provides information about unbilled revenue from contract with customers

Particulars	For the nine months period ended 31 December 2024	For the year ended 31 March 2024	For the year ended 31 March 2023	For the year ended 31 March 2022
Opening balance (refer note - 6)	565.66	555.28	423.93	333.07
Billed during the period/year	(565.66)	(555.28)	(423.93)	(333.07)
Increase due to revenue recognised during the period/year	614.04	565.66	555.28	423.93
Closing balance (refer note - 6)	614.04	565.66	555.28	423.93

22 Other income

Particulars	For the nine months period ended 31 December 2024	For the year ended 31 March 2024	For the year ended 31 March 2023	For the year ended 31 March 2022
Interest income	52.19	63.31	51.71	26.55
Interest income on income tax refund	3.39	7.56	1.31	0.16
Net gain on sale of property, plant and equipment	3.12	29.28	17.67	6.47
Foreign exchange gain (net)	-	-	0.71	-
Others	0.47	16.93	2.83	2.36
Total	59.17	117.08	74.23	35.54

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SIS Cash Services Limited (formerly known as SIS Cash Services Private Limited)

Summary of material accounting policies and other explanatory information to restated consolidated financial information (Cont'd)

(All amounts are in ₹ Million, except share data, number of shares and unless stated otherwise)

23 Employee benefits

Particulars	For the nine months period ended 31 December 2024	For the year ended 31 March 2024	For the year ended 31 March 2023	For the year ended 31 March 2022
Salaries, wages and bonus	1,655.32	2,009.32	1,671.98	1,364.94
Contribution to provident and other funds	126.55	152.63	132.34	110.43
Gratuity expense	19.75	24.09	21.70	23.75
Compensated absences	(8.60)	22.45	5.53	-
Staff welfare expenses	10.50	17.86	16.82	15.84
Total	1,803.52	2,226.35	1,848.37	1,514.96

Employee benefit

(a) Unfunded scheme – compensated absences

Compensated absence obligations cover the Group's liability for earned leave.

The provision for compensated absences is presented as current, since the Group does not have an unconditional right to defer settlement of any of these obligations.

Unfunded Schemes:

Particulars	As at			
	31 December 2024	31 March 2024	31 March 2023	31 March 2022
Present value of unfunded obligations	14.13	23.09	9.05	49.57
(Income)/ Expenses to be recognized in the statement of profit and loss	(8.60)	22.45	5.53	-
Discount rate (per annum)	6.80%	7.15%	7.20%	5.30%
Mortality	IALM 2012-14	IALM 2012-14	IALM 2012-14	IALM 2012-14
Salary escalation rate (per annum)	8.00%	8.00%	8.00%	8.00%

The liability for earned and sick leave is recognised and measured at the present value of the estimated future cash flows to be made in respect of all employees at the reporting date. In determining the present value of the liability, attrition rates and pay increases through promotion and inflation have been taken into account.

(b) Defined contribution plans

The Group has certain defined contribution plans.

Contributions are made to provident fund for employees at the rate of 12% of the salary (subject to a limit of INR 15,000 salary per month) as per regulations. The contributions are made to a statutory provident fund administered by the Government. The obligation of the Group is limited to the amount contributed and it has no further contractual or constructive obligations in this regard.

Further, contributions are made in respect of Employees' State Insurance Scheme, for specified employees, at the rate of 3.25% of the gross pay as per regulations. The contributions are towards medical benefits provided by the Government to the employees. The contributions are made to employees' state insurance authorities administered by the Government. The obligation of the Group is limited to the amount contributed and it has no further contractual or constructive obligations in this regard.

Contributions to provident fund and employees' state insurance scheme are recognized as an expense as they become payable which coincides with the period during which relevant employee services are received.

Particulars	For the nine months period ended 31 December 2024	For the year ended 31 March 2024	For the year ended 31 March 2023	For the year ended 31 March 2022
Expense recognised during the period/year towards defined contribution plans	126.55	152.63	132.34	110.43

(c) Defined benefits plans

In accordance with the Payment of Gratuity Act, 1972, the Group provides for a lump sum payment to eligible employees, at retirement or termination of employment based on the last drawn salary and years of employment with the Group. The amount of gratuity payable on retirement/ termination is the employee's last drawn basic salary per month computed proportionately for 15 days salary multiplied by the The following tables summarises the components of net benefit expense recognised in the statement of profit or loss and the funded status and amounts recognised in the balance sheet for the respective plans:

SIS Cash Services Limited (formerly known as SIS Cash Services Private Limited)

Summary of material accounting policies and other explanatory information to restated consolidated financial information (Cont'd)

(All amounts are in ₹ Million, except share data, number of shares and unless stated otherwise)

Expenditure recognized during the period/year:

Particulars	For the nine months period ended	For the year ended	For the year ended	For the year ended
	31 December 2024	31 March 2024	31 March 2023	31 March 2022
Current service cost	14.18	17.45	16.85	19.41
Interest cost	5.57	6.64	4.85	4.34
Total amount recognised in statement of profit and loss	19.75	24.09	21.70	23.75
Remeasurements				
Loss / (gain) from changes in financial assumptions	2.02	0.25	(9.85)	(3.81)
Loss / (gain) from changes in demographic assumptions	-	-	-	(2.66)
Experience (gain)/loss	(3.71)	3.27	2.85	(4.20)
Total (gain)/loss recognised in other comprehensive income	(1.69)	3.52	(7.00)	(10.67)

Change in present value of defined benefit obligation is summarized below:

Particulars	As at			
	31 December 2024	31 March 2024	31 March 2023	31 March 2022
Defined benefit obligation at the beginning of period/year	125.58	108.03	105.14	104.06
Current service cost	14.18	17.45	16.85	19.41
Interest cost	5.57	6.64	4.85	4.34
Remeasurements	(1.69)	3.52	(7.00)	(10.67)
Benefits paid	(6.89)	(9.93)	(11.81)	(12.00)
Liabilities assumed / (settled)	-	(0.13)	-	-
Defined benefit obligation at the end of period/year	136.75	125.58	108.03	105.14

The principal assumptions used in determining gratuity obligation for the Group's plans are shown below:

Principal actuarial assumptions

Particulars	As at			
	31 December 2024	31 March 2024	31 March 2023	31 March 2022
Discount rate	6.80%	7.15%	7.20%	5.30%
Retirement age	60 years	60 years	60 years	60 years
Mortality	IALM 2012-14	IALM 2012-14	IALM 2012-14	IALM 2012-14
Future salary increase				
- Non-billing / indirect employees	8.00%	8.00%	8.00%	8.00%
- Billing /direct employees	5.00%	5.00%	5.00%	5.00%
Attrition rate				
Billing employees				
- Age from 21-30 years	44 - 59%	44 - 59%	44 - 59%	44 - 59%
- 31-40	29 - 41%	29 - 41%	29 - 41%	29 - 41%
- 41-50	23 - 36%	23 - 36%	23 - 36%	23 - 36%
- 51 & above	7 - 40%	7 - 40%	7 - 40%	7 - 40%
Non billing employees				
- Age from 21-30 years	18 - 37%	18 - 37%	18 - 37%	18 - 37%
- 31-40	12 - 17%	12 - 17%	12 - 17%	12 - 17%
- 41-50	6 - 17%	6 - 17%	6 - 17%	6 - 17%
- 51 & above	4 - 23%	4 - 23%	4 - 23%	4 - 23%

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SIS Cash Services Limited (formerly known as SIS Cash Services Private Limited)

Summary of material accounting policies and other explanatory information to restated consolidated financial information (Cont'd)

(All amounts are in ₹ Million, except share data, number of shares and unless stated otherwise)

A quantitative sensitivity analysis for significant assumption is as shown below:

Sensitivity Analysis

Particulars	As at			
	31 December 2024	31 March 2024	31 March 2023	31 March 2022
Discount rate				
0.5% increase	(2.16%)	(2.08%)	(2.21%)	(2.50%)
0.5% decrease	2.28%	2.18%	2.31%	2.64%
Future salary increases				
0.5% increase	2.21%	2.14%	2.27%	2.53%
0.5% decrease	(2.15%)	(2.06%)	(2.18%)	(2.43%)

Notes:

- The above sensitivity analysis is based on a change in assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions, the same method (present value of the defined benefit obligation calculated with the projected credit unit method at the end of the reporting period) has been applied as when calculating the defined benefit liability recognised in the balance sheet.
- The methods and types of assumptions used in preparing the sensitivity analysis did not change compared to the previous reporting period/year.

Risk Exposure

Through its defined benefit plans, the Group is exposed to a number of risks, the most significant of which are market volatility, changes in inflation, changes in interest rates, rising longevity, changing economic environment and regulatory changes.

The weighted average duration of the post-employment benefit plan obligations and the expected maturity analysis of undiscounted gratuity

Particulars	As at			
	31 December 2024	31 March 2024	31 March 2023	31 March 2022
The weighted average duration of the post-employment benefit plan obligations (in years)	4.54	4.25	4.33	4.97

Maturity profile (Undiscounted):	As at			
	31 December 2024	31 March 2024	31 March 2023	31 March 2022
Less than a year	43.98	43.45	31.63	27.25
Between 1-2 years	25.82	24.07	23.70	20.00
Between 2-5 years	46.82	42.66	38.68	36.25
Over 5 Years	82.20	71.93	67.52	61.44
Total	198.82	182.11	161.53	144.94

- The Code on Wages, 2019 and the Code on Social Security, 2020 have been notified through Gazette of India after assent of Hon'ble President of India which govern, and are likely to impact, the contributions by the Group towards certain employee's benefits. Notification of the rules of these codes are pending. The effective date of implementation of these Codes has not yet been notified and the Group will assess the impact of these codes as and when they come into effect and will provide for the appropriate impact in its financial statements in the period in which, the Code becomes effective.

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SIS Cash Services Limited (formerly known as SIS Cash Services Private Limited)

Summary of material accounting policies and other explanatory information to restated consolidated financial information (Cont'd)

(All amounts are in ₹ Million, except share data, number of shares and unless stated otherwise)

24 Finance costs

Particulars	For the nine months period ended 31 December 2024	For the year ended 31 March 2024	For the year ended 31 March 2023	For the year ended 31 March 2022
Interest expense*	136.45	189.39	218.51	171.70
Interest on lease liabilities	33.86	36.01	34.15	26.56
Other finance costs	4.88	9.00	8.81	7.51
Total	175.19	234.40	261.47	205.77

* This includes interest cost of borrowing as well as interest on asset retirement obligation in line with the requirements of Ind AS 109. Further, this includes interest paid on debentures and term loans from related parties. Refer note - 31.

25 Depreciation and amortization expense

Particulars	For the nine months period ended 31 December 2024	For the year ended 31 March 2024	For the year ended 31 March 2023	For the year ended 31 March 2022
Depreciation on property, plant and equipment	262.40	328.88	518.60	341.74
Amortization of intangible assets	0.68	0.32	0.58	0.98
Total	263.08	329.20	519.18	342.72

26 Other expenses

Particulars	For the nine months period ended 31 December 2024	For the year ended 31 March 2024	For the year ended 31 March 2023	For the year ended 31 March 2022
Cash van crew charges^	1,042.60	1,140.46	834.36	504.47
Fuel and lubricants	734.76	988.14	821.24	539.70
Travelling and conveyance	140.59	173.74	175.67	139.86
Postage and telephone	22.04	22.27	19.72	13.84
Stationary and printing	6.44	20.22	22.37	14.81
Rent (refer note-15)	24.59	11.85	32.68	27.69
Rates and taxes	86.20	120.07	87.46	60.71
Insurance	45.42	74.39	67.49	82.22
Repairs and maintenance:				
- Buildings	1.84	1.24	6.20	1.59
- Machinery	6.93	2.69	-	-
- Vehicle	103.87	117.61	158.57	145.16
- Others	16.24	27.82	27.03	5.05
Vehicle hire and monitoring charges	44.04	62.13	54.33	50.99
Electricity charges	19.81	16.95	13.48	13.60
Legal and professional fees^	49.56	58.36	50.54	67.25
Allowance for expected credit loss (refer note-10)*	74.26	(20.59)	158.83	91.74
Expense towards corporate social responsibility ^	3.77	1.72	0.04	-
Cash processing and other charges	118.38	124.92	62.57	15.83
Miscellaneous expenses^	47.71	98.22	122.83	96.18
Total	2,589.05	3,042.21	2,715.41	1,870.69

*Allowance for expected credit loss for FY 2023-24 represents reversal of excess provision as at 31 March 2024.

^This includes services received from related parties. Refer note - 31.

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SIS Cash Services Limited (formerly known as SIS Cash Services Private Limited)
Summary of material accounting policies and other explanatory information to restated consolidated financial information (Cont'd)

(All amounts are in ₹ Million, except share data, number of shares and unless stated otherwise)

27 Earnings per share (EPS)

A reconciliation of profit for the period/year and equity shares used in the computation of basic and diluted earnings per equity share is set out below:

Particulars	For the nine months period ended 31 December 2024	For the year ended 31 March 2024	For the year ended 31 March 2023	For the year ended 31 March 2022
Total profit attributable to the equity holders of the Group used for basic and diluted earnings per share	387.41	501.59	188.54	47.52
Weighted average number of equity shares for basic EPS	1,98,13,664	1,98,13,664	1,98,13,664	1,98,13,664
Effect of dilution	-	-	-	-
Weighted average number of Equity shares adjusted for the effect of dilution	1,98,13,664	1,98,13,664	1,98,13,664	1,98,13,664
Nominal value of equity shares (₹)	10.00	10.00	10.00	10.00
Earnings per share				
- Basic (₹)*	19.55	25.32	9.52	2.40
- Diluted (₹)*	19.55	25.32	9.52	2.40

* Basic and Diluted earnings per share is not annualised for the nine month period ended on 31 December 2024.

28 Contingent liabilities

Particulars	As at			
	31 December 2024	31 March 2024	31 March 2023	31 March 2022
Claims against the Group not acknowledged as debt:				
- Litigation matters with respect to direct taxes	352.81	351.38	350.82	350.82
- Litigation matters with respect indirect taxes	75.13	67.89	2.51	2.51
Total	427.94	419.27	353.33	353.33

The Group records a liability when it is both probable that a loss has been incurred and the amount can be reasonably estimated. Significant judgment is required to determine both probability and the estimated amount. The Group reviews these provisions periodically and adjusts these provisions accordingly to reflect the impact of negotiations, settlements, rulings, advice of legal counsel, and updated information. The Group believes that the amount or estimable range of reasonably possible loss, will not, either individually or in the aggregate, have a material adverse effect on its business, financial position, results of the Group, or cash flows with respect to loss contingencies for legal and other contingencies as at 31 December 2024, 31 March 2024, 31 March 2023 and 31 March 2022.

Disputed claims against the Group, including claims raised by the tax authorities and which are pending in appeal /court and for which no reliable estimate can be made of the amount of the obligation, are not provided for in the accounts. However, the present obligation, if any, as a result of past events with a possibility of outflow of resources, when reliably estimable, is recognized in the accounts as an expense as and when such obligation crystallises.

The Group has ongoing disputes with tax authorities in India. Claims against the Group not acknowledged as debts in respect of tax matters primarily represent the following:

- income tax disputes arising from disallowance of contributions to PF and ESI funds on account of delayed payments, disregarding the validity of valuation report and treating the amount of share premium as income, and short deduction of Tax Deducted at Source (TDS);
- GST and other indirect tax disputes arising on account of disallowance of credit notes, excess availment of input tax credits, mismatch of input tax credits in GST returns and non-reversal of input tax credits in relation to supply of non-business transaction including exempt supplies

These matters are pending before tax authorities and the management including its tax advisors expect that its position will likely be upheld on ultimate resolution and will not have a material adverse effect on the Group.

29 Segment reporting

Particulars	For the nine months period ended 31 December 2024	For the year ended 31 March 2024	For the year ended 31 March 2023	For the year ended 31 March 2022
Revenue from cash logistics services and other operating revenue in India	5,298.58	6,338.25	5,430.34	3,925.87

Particulars	For the nine months period ended 31 December 2024	For the year ended 31 March 2024	For the year ended 31 March 2023	For the year ended 31 March 2022
Customers exceeding 10% of total revenue				
No of customers exceeding 10% of total revenue	2	2	2	3
Total revenue of such customers	1,511.40	1,910.04	1,570.14	1,657.74

Note - The Group is required to disclose segment information based on the 'management approach' as defined in Ind AS 108- Operating Segments, which is how the Chief Operating Decision Maker (CODM) evaluates the Group's performance and allocates resources based on the analysis of the various performance indicators. In the case of the Group, the CODM reviews the results of the Group as a whole as the Group is primarily engaged in the business of rendering cash logistics services in India. Accordingly, the Group is a single CGU, hence single segment Group. All of the Groups non-current assets are located in India.

SIS Cash Services Limited (formerly known as SIS Cash Services Private Limited)

Summary of material accounting policies and other explanatory information to restated consolidated financial information (Cont'd)

(All amounts are in ₹ Million, except share data, number of shares and unless stated otherwise)

30 Group Information

The subsidiaries of the Holding Company are:

Name	Principal place of business and country of incorporation	Principal activities	Ownership interest held by the Holding Company			
			As at			
			31 December 2024	31 March 2024	31 March 2023	31 March 2022
1 SIS Prosegur Holdings Private Limited	India	Cash-in-transit, ATM cash replenishment activities, Cash Pickup & Delivery, Cash Processing outsourcing and secure transportation of precious items and bullion.	100.00%	100.00%	100.00%	100.00%
2 SIS Prosegur Cash Logistics Private Limited	India	Business Support Services	100.00%	100.00%	100.00%	100.00%
3 SIS-Prosegur Cash Services Private Limited*	India	Business Support Services	100.00%	100.00%	NA	NA

*This subsidiary got incorporated on 27 March 2023, however, since the Company invested in this subsidiary in the month of May 2023, therefore, the Holding Company did not have any ownership interest in this subsidiary as at 31 March 2023.

Additional Information under general instructions for preparation of Restated Consolidated Financial Information to Schedule III to the Companies Act, 2013

For the nine months period ended 31 December 2024

Name	Net assets i.e. total assets minus total liabilities		Share in profit/(loss)		Share in other comprehensive income/(loss)		Share in total comprehensive income/(loss)	
	As a % of consolidated net assets	Amount	As a % of consolidated PAT	Amount	As a % of consolidated OCI	Amount	As a % of consolidated TCI	Amount
Holding Company								
SIS Cash Services Limited	119.44%	2,309.87	69.91%	270.85	313.49%	3.95	70.70%	274.80
Subsidiaries - India								
1 SIS Prosegur Holdings Private Limited	76.65%	1,482.33	23.90%	92.57	(147.62%)	(1.86)	23.34%	90.71
2 SIS Prosegur Cash Logistics Private Limited	32.55%	629.42	7.72%	29.89	(65.08%)	(0.82)	7.48%	29.07
3 SIS-Prosegur Cash Services Private Limited	0.00%	(0.02)	(0.01%)	(0.05)	0.00%	-	(0.01%)	(0.05)
Consolidation adjustments	(128.64%)	(2,487.72)	(1.52%)	(5.85)	(0.79%)	(0.01)	(1.51%)	(5.86)
Total	100.00%	1,933.88	100.00%	387.41	100.00%	1.26	100.00%	388.67

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SIS Cash Services Limited (formerly known as SIS Cash Services Private Limited)

Summary of material accounting policies and other explanatory information to restated consolidated financial information (Cont'd)

(All amounts are in ₹ Million, except share data, number of shares and unless stated otherwise)

For the year ended 31 March 2024

Name	Net assets i.e. total assets minus total liabilities		Share in profit/(loss)		Share in other comprehensive income/(loss)		Share in total comprehensive income/(loss)	
	As a % of consolidated net assets	Amount	As a % of consolidated PAT	Amount	As a % of consolidated OCI	Amount	As a % of TCI	Amount
Holding Company								
SIS Cash Services Limited	131.70%	2,035.06	74.38%	373.06	123.95%	(3.26)	74.11%	369.80
Subsidiaries - India								
1 SIS Prosegur Holdings Private Limited	90.06%	1,391.60	24.73%	124.06	(43.72%)	1.15	25.09%	125.21
2 SIS Prosegur Cash Logistics Private Limited	38.85%	600.35	0.91%	4.55	20.15%	(0.53)	0.81%	4.02
3 SIS-Prosegur Cash Services Private Limited	0.00%	0.03	(0.01%)	(0.07)	0.00%	-	(0.01%)	(0.07)
Consolidation adjustments	(160.61%)	(2,481.83)	(0.01%)	(0.01)	(0.38%)	0.01	0.00%	-
Total	100.00%	1,545.21	100.00%	501.59	100.00%	(2.63)	100.00%	498.96

For the year ended 31 March 2023

Name	Net assets i.e. total assets minus total liabilities		Share in profit/(loss)		Share in other comprehensive income/(loss)		Share in total comprehensive income/(loss)	
	As a % of consolidated net assets	Amount	As a % of consolidated PAT	Amount	As a % of consolidated OCI	Amount	As a % of TCI	Amount
Holding Company								
SIS Cash Services Limited	159.17%	1,665.26	85.70%	161.57	29.39%	1.54	84.17%	163.11
Subsidiaries - India								
1 SIS Prosegur Holdings Private Limited	120.39%	1,259.54	12.37%	23.33	59.35%	3.11	13.64%	26.44
2 SIS Prosegur Cash Logistics Private Limited	57.00%	596.33	1.92%	3.63	11.26%	0.59	2.18%	4.22
Consolidation adjustments	(236.56%)	(2,474.88)	0.01%	0.01	0.00%	-	0.01%	0.01
Total	100.00%	1,046.25	100.00%	188.54	100.00%	5.24	100.00%	193.78

For the year ended 31 March 2022

Name	Net assets i.e. total assets minus total liabilities		Share in profit/(loss)		Share in other comprehensive income/(loss)		Share in total comprehensive income/(loss)	
	As a % of consolidated net assets	Amount	As a % of consolidated PAT	Amount	As a % of consolidated OCI	Amount	As a % of TCI	Amount
Holding Company								
SIS Cash Services Limited	176.21%	1,502.15	83.44%	39.65	67.29%	5.37	81.11%	45.02
Subsidiaries - India								
1 SIS Prosegur Holdings Private Limited	144.48%	1,231.64	15.34%	7.29	28.32%	2.26	17.21%	9.55
2 SIS Prosegur Cash Logistics Private Limited	69.46%	592.10	1.18%	0.56	4.39%	0.35	1.64%	0.91
Consolidation adjustments	(290.15%)	(2,473.42)	0.04%	0.02	-	-	0.04%	0.02
Total	100.00%	852.47	100.00%	47.52	100.00%	7.98	100.00%	55.50

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SIS Cash Services Limited (formerly known as SIS Cash Services Private Limited)

Summary of material accounting policies and other explanatory information to restated consolidated financial information (Cont'd)

(All amounts are in ₹ Million, except share data, number of shares and unless stated otherwise)

31 Related parties

Key Management Personnel

Mr. Rituraj Kishore Sinha (Chairperson and Director)
Mr. Ravindra Kishore Sinha (Director) (till 23 December 2024)
Mr. Tarkeshwar Prasad Chourasia (Director) (till 23 December 2024)
Mr. Sanjoy Kumar Nahata (Director) (till 23 December 2024)
Mr. Devesh Desai (Director)
Mr. Bhupesh Kumar Chhajer (Director)
Mr. Ajaykumar Ramnayan Vishwakarma (Director)
Mr. Rama Subramaniam Gandhi (Independent Director) (w.e.f. 23 December 2024 till 23 February 2025)
Mr. Ravindra Pandey (Independent Director) (w.e.f. 23 December 2024)
Mr. Aishwarya Malhi (Independent Director) (w.e.f. 23 December 2024)
Mr. Mohit Aggarwal (Independent Director) (w.e.f. 23 December 2024)
Mr. Oscar Estebansanchez (Chief Executive Officer) (w.e.f. 19 December 2024)
Mr. Palak Balwant Jain (Chief Financial Officer) (w.e.f. 19 December 2024)
Mr. Karan Kathuria (Company Secretary) (w.e.f. 23 December 2024)
Ms. Sweta Prasad (Company Secretary) (w.e.f. 11 January 2024 till 14 November 2024)

Entities having significant influence over the Group^

SIS Limited
Singpai Pte Limited (till 31 March 2024)

Parent and Ultimate parent company having control over the Group^

Singpai Pte Limited (Parent company w.e.f. 01 April 2024)
Prosegur Compañía de Seguridad S.A. (Ultimate Parent w.e.f. 01 April 2024)
Prosegur Cash SA (Intermediate parent company w.e.f. 01 April 2024)

Subsidiaries

SIS Prosegur Holdings Private Limited
SIS Prosegur Cash Logistics Private Limited
SIS-Prosegur Cash Services Private Limited

Enterprises owned or significantly influenced by group of individuals or their relatives who have control or significant influence over the Group or the entities having significant influence over the Group^

Prosegur Compañía de Seguridad S.A. (Holding company of Singpai Pte Limited) (till 31 March 2024)
Prosegur Cash SA (Subsidiary of Prosegur Compañía de Seguridad S.A.) (till 31 March 2024)
Tech SIS limited (Subsidiary of significant shareholder)
Terminix SIS India Private Limited (Subsidiary of significant shareholder)
Prosegur CIT Integral Systems India Private Limited (Subsidiary of significant shareholder)
Dusters Total Solutions Services Private Limited (Subsidiary of significant shareholder)
SLV Security Services Private Limited (Subsidiary of significant shareholder)
SIS Business Support Services and Solutions Private Limited (Subsidiary of significant shareholder)
SMC Integrated Facility Management Solutions Limited (Subsidiary of significant shareholder) *
Annapurna S.P, Sinha Welfare Activities & Social Awareness Reforms Charitable Trust (Enterprise influenced by KMPs of significant shareholder)
International Institute of Security & Safety Management (Enterprise influenced by KMPs of significant shareholder)
RSYA Dhanbad Auto Private Limited (Enterprise influenced by KMPs of significant shareholder)
RSYA Durgapur Private Limited (Enterprise influenced by KMPs of significant shareholder)

* SMC Integrated Facility Management Solution Limited is a subsidiary of significant shareholder, but it also has a direct holding of 9.69% in the Holding Company (refer note 12)

^This includes list of related parties with whom transactions have taken place during the reporting periods.

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SIS Cash Services Limited (formerly known as SIS Cash Services Private Limited)

Summary of material accounting policies and other explanatory information to restated consolidated financial information (Cont'd)

(All amounts are in ₹ Million, except share data, number of shares and unless stated otherwise)

31.1 Related party transactions /outstanding balances

The following table provides the total amount of transactions that have been entered into with related parties for the respective financial year.

Transactions during the period/year

S.No.	Particulars	Name of the Party	For the nine months period ended 31 December 2024	For the year ended 31 March 2024	For the year ended 31 March 2023	For the year ended 31 March 2022
1	Purchase of property, plant and equipment	RSYA Dhanbad Auto Private Limited	-	6.75	-	-
		RSYA Durgapur Auto Private Limited	-	6.64	-	-
2	Receiving of services	SIS Limited	8.37	16.27	14.90	14.13
		Prosegur Cash SA	-	-	1.00	2.31
		Prosegur Compañía de Seguridad S.A.	-	-	-	1.67
		SMC Integrated Facility Management Solutions Limited	2.21	2.60	2.64	2.33
		Terminix SIS India Private Limited	0.13	0.13	3.83	5.77
		Prosegur CIT Integral Systems India Private Limited (refer note - e)	29.73	46.52	37.86	56.18
		SIS Business Support Services and Solutions Private Limited	1.46	0.13	-	-
		International Institute Of Security and Safety Management	0.01	0.14	0.06	-
		RSYA Dhanbad Auto Private Limited	-	0.18	-	-
		Dusters Total Solutions Services Private Limited	-	-	0.25	-
		Tech SIS Limited	-	-	0.93	-
		SIS Limited	3.44	2.50	1.42	0.51
		SMC Integrated Facility Management Solutions Limited	0.13	0.96	1.30	1.30
3	Rendering of services	SLV Security Services Private Limited	-	0.03	-	-
		Terminix SIS India Private Limited	-	-	-	0.20
		Prosegur CIT Integral Systems India Pvt Ltd	0.04	-	-	-
4	Sale of contracts	SIS Limited	-	8.72	-	-
5	Loans repaid	Prosegur CIT Integral Systems India Pvt Ltd	-	50.00	-	-
		SIS Limited	50.00	50.00	-	-
6	Redemption of bonds, debentures and notes	Singpai Pte Ltd	-	50.00	147.00	-
		SMC Integrated Facility Management Solutions Limited	-	50.00	147.00	-
		SIS Limited	10.07	17.63	19.26	19.25
7	Interest expense on debentures / loans	Singpai Pte Ltd	-	0.92	20.32	21.67
		SMC Integrated Facility Management Solutions Limited	-	0.92	20.32	21.67
		Prosegur CIT Integral Systems India Pvt Ltd	10.31	17.52	19.25	19.25
8	Contribution to CSR expenditure	Annapurna S.P, Sinha Welfare Activities & Social Awareness Reforms Charitable Trust (Awasar Trust)	2.18	1.72	0.04	-
		Palak Balwant Jain	0.13	-	-	-
		Karan Kathuria	0.01	-	-	-
9	Remuneration (refer note - f)	Rama Subramaniam Gandhi	0.10	-	-	-
		Ravindra Pandey	0.10	-	-	-
		Aishwarya Malhi	0.10	-	-	-
		Mohit Aggarwal	0.10	-	-	-

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SIS Cash Services Limited (formerly known as SIS Cash Services Private Limited)

Summary of material accounting policies and other explanatory information to restated consolidated financial information (Cont'd)

(All amounts are in ₹ Million, except share data, number of shares and unless stated otherwise)

Balances outstanding at end of the period/year

S.No.	Particulars	Name of the Party	As at			
			31 December 2024	31 March 2024	31 March 2023	31 March 2022
		SIS Limited	23.80	28.99	52.13	94.58
		Singpai Pte Ltd	-	0.04	19.70	66.62
		Prosegur Cash SA	-	-	-	32.32
		SMC Integrated Facility Management Solutions Limited	1.09	1.59	25.65	72.05
1	Trade payables and other payables	Terminix SIS India Private Limited	1.84	1.80	1.76	2.69
		Prosegur CIT Integral Systems India Private Limited	128.36	136.57	151.39	141.87
		International Institute Of Security and Safety Management	-	0.14	-	-
		RSYA Dhanbad Auto Private Limited	-	0.21	-	-
		Tech SIS Limited	-	-	0.54	-
		SIS Business Support Services and Solutions Private Limited	1.05	-	-	-
		Palak Balwant Jain	0.10	-	-	-
		Karan Kathuria	0.01	-	-	-
2	Remuneration Payable (refer note - f)	Rama Subramaniam Gandhi	0.10	-	-	-
		Ravindra Pandey	0.10	-	-	-
		Aishwarya Malhi	0.10	-	-	-
		Mohit Aggarwal	0.10	-	-	-
		SIS Limited	7.76	8.37	0.11	-
3	Trade receivables and other receivables	SMC Integrated Facility Management Solutions Limited	0.46	0.18	0.20	-
		Terminix SIS India Private Limited	0.02	-	-	0.02
4	Loans	Prosegur CIT Integral Systems India Pvt Ltd	125.00	125.00	175.00	175.00
		SIS Limited	75.00	125.00	175.00	175.00
5	Bonds, debentures and notes issued	Singpai Pte Ltd	-	-	50.00	197.00
		SMC Integrated Facility Management Solutions Limited	-	-	50.00	197.00

Entity wise disclosure of related party transactions and balances

31.2 Intra-group transactions eliminated upon consolidation

(a) SIS Cash Services Limited

Transactions during the period/year

S.No.	Particulars	Name of the Party	For the nine months period ended	For the year ended	For the year ended	For the year ended
			31 December 2024	31 March 2024	31 March 2023	31 March 2022
1	Receiving of services	SIS Prosegur Holdings Private Limited	290.34	234.26	141.28	46.54
		SIS Prosegur Cash Logistics Private Limited	498.21	164.31	79.73	59.45
2	Rendering of services	SIS Prosegur Holdings Private Limited	240.92	229.80	100.49	46.74
		SIS Prosegur Cash Logistics Private Limited	0.18	0.24	0.24	0.24

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SIS Cash Services Limited (formerly known as SIS Cash Services Private Limited)

Summary of material accounting policies and other explanatory information to restated consolidated financial information (Cont'd)

(All amounts are in ₹ Million, except share data, number of shares and unless stated otherwise)

Balances outstanding at end of the period/year

S.No.	Particulars	Name of the Party	As at			
			31 December 2024	31 March 2024	31 March 2023	31 March 2022
1	Trade payables and other payables	SIS Prosegur Holdings Private Limited	50.39	-	6.03	7.97
		SIS Prosegur Cash Logistics Private Limited	520.58	-	0.81	20.99
2	Trade receivables and other receivables	SIS Prosegur Holdings Private Limited	26.73	-	25.14	88.55
		SIS Prosegur Cash Logistics Private Limited	-	-	-	20.99
3	Investment in debentures (refer note - d)	SIS Prosegur Holdings Private Limited	120.00	120.00	120.00	120.00
4	Financial guarantee liability	SIS Prosegur Holdings Private Limited	1.71	6.84	1.46	1.46

(b) SIS Prosegur Holdings Private Limited

Transactions during the period/year

S.No.	Particulars	Name of the Party	For the nine months period ended	For the year ended	For the year ended	For the year ended
			31 December 2024	31 March 2024	31 March 2023	31 March 2022
1	Receiving of services	SIS Cash Services Limited	240.92	229.80	100.49	46.74
		SIS Prosegur Cash Logistics Private Limited	31.43	38.28	25.49	21.70
2	Rendering of services	SIS Cash Services Limited	290.34	234.26	141.28	46.54
		SIS Prosegur Cash Logistics Private Limited	0.22	0.29	0.29	0.24
3	Interest income on debentures subscribed	SIS Prosegur Cash Logistics Private Limited	0.01	0.01	0.01	0.01

Balances outstanding at end of the period/year

S.No.	Particulars	Name of the Party	As at			
			31 December 2024	31 March 2024	31 March 2023	31 March 2022
1	Trade payables and other payables	SIS Cash Services Limited	26.73	-	25.14	88.55
		SIS Prosegur Cash Logistics Private Limited	3.72	-	-	24.34
2	Trade receivables and other receivables	SIS Cash Services Limited	50.39	-	6.03	7.97
		SIS Prosegur Cash Logistics Private Limited	-	0.04	15.37	37.07
3	Debentures issued (refer note - d)	SIS Cash Services Limited	120.00	120.00	120.00	120.00
4	Investment in debentures	SIS Prosegur Cash Logistics Private Limited	1,228.60	1,228.60	1,228.60	1,228.60
5	Financial guarantee received	SIS Cash Services Limited	1.71	6.84	1.46	1.46

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SIS Cash Services Limited (formerly known as SIS Cash Services Private Limited)

Summary of material accounting policies and other explanatory information to restated consolidated financial information (Cont'd)

(All amounts are in ₹ Million, except share data, number of shares and unless stated otherwise)

(c) SIS Prosegur Cash Logistics Private Limited

Transactions during the period/year

S.No.	Particulars	Name of the Party	For the nine months period ended 31 December 2024	For the year ended 31 March 2024	For the year ended 31 March 2023	For the year ended 31 March 2022
1	Receiving of services	SIS Prosegur Holdings Private Limited	0.22	0.29	0.29	0.24
		SIS Cash Services Limited	0.18	0.24	0.24	0.24
2	Rendering of services	SIS Prosegur Holdings Private Limited	31.43	38.28	25.49	21.70
		SIS Cash Services Limited	498.21	164.31	79.73	59.45
3	Interest expense on debentures issued	SIS Prosegur Holdings Private Limited	0.01	0.01	0.01	0.01

Balances outstanding at end of the period/year

S.No.	Particulars	Name of the Party	As at			
			31 December 2024	31 March 2024	31 March 2023	31 March 2022
1	Trade payables and other payables	SIS Prosegur Holdings Private Limited	-	0.04	15.37	37.07
		SIS Cash Services Limited	-	-	-	20.99
2	Trade receivables and other receivables	SIS Prosegur Holdings Private Limited	3.72	-	-	24.34
		SIS Cash Services Limited	520.58	-	0.81	20.99
3	Debentures issued	SIS Prosegur Holdings Private Limited	1,228.60	1,228.60	1,228.60	1,228.60

Notes:

(a) Transactions relating to dividends paid, subscription for new equity shares were on the same terms and conditions that applied to other shareholders.

(b) The sales to, and purchases from, related parties are made on normal commercial terms and conditions and at market rates. Outstanding balances at the period/year end are unsecured and carry interest equivalent to market rate, where specified, in terms of the transactions, and settlement occurs in cash.

(c) There is no allowance account for impaired receivables in relation to any outstanding balances, and no expense has been recognised in respect of impaired receivables due from related parties.

(d) Interest on debentures subscribed by SIS Cash Services Limited (issued by SIS Prosegur Holdings Limited) is negligible and therefore not disclosed above.

(e) The Company has entered into a management consultancy services agreement with Prosegur CIT Integral Systems Private Limited dated 01 April 2022 for management consultancy services ("Management Consultancy Services Agreement"). Consequent to the above agreement, Oscar Esteban Sanchez has been appointed to perform the role of CEO of the Company since 01 April 2022. Pursuant to the terms and condition in Management Consultancy Services Agreement, amount paid to Prosegur CIT Integral Systems Private Limited includes expense for CEO services provided by Prosegur CIT Integral Systems Private Limited through Oscar Esteban Sanchez to the Company for the respective periods. Further, the Holding Company has appointed Oscar Esteban Sanchez as CEO of the Holding Company in board meeting held on 19 December 2024.

(f) The Company has appointed Key Managerial Personnel during the period, and therefore, remuneration amount has been disclosed w.e.f. date of their respective appointment.

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SIS Cash Services Limited (formerly known as SIS Cash Services Private Limited)
Summary of material accounting policies and other explanatory information to restated consolidated financial information (Cont'd)

(All amounts are in ₹ Million, except share data, number of shares and unless stated otherwise)

32 Financial risk management

The Group's principal financial liabilities comprise borrowings, trade and other payables, and financial guarantee contracts. The main purpose of these financial liabilities is to finance the Group's operations and to provide guarantees to support the financing of the operations of its subsidiaries. The Group's principal financial assets include trade and other receivables, cash and cash equivalents that derive directly from its operations, loans, security and other deposits.

The Group's operations expose it to market risk, credit risk and liquidity risk. The Group's focus is to reduce volatility in financial information while maintaining balance between providing predictability in the Group's business plan along with reasonable participation in market movement. It is the Group's policy that no trading in derivatives for speculative purposes may be undertaken.

Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk mainly comprises currency risk and interest rate risk. Financial instruments affected by market risk include loans and borrowings, loans and deposits given and derivative financial instruments.

Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates which arises from assets and liabilities denominated in currencies other than the functional currency of the respective entities and foreign currency revenue and cash flows. The Group's exposure to the risk of changes in foreign currency exchange rates relates primarily to the Group's operating activities (when revenue or expense is denominated in a foreign currency). The Group has limited foreign currency transactions resulting in the foreign currency risk being low.

The exchange rate between the Indian Rupee and foreign currencies has fluctuated in recent years and may continue to do so in the future. Consequently, the results of the Group's operations may be affected as the Indian Rupee appreciates/depreciates against these currencies.

The Group's exposure to foreign currency risk at the reporting period/year expressed in ₹ as follows:

Particulars	As at			
	31 December 2024	31 March 2024	31 March 2023	31 March 2022
Foreign currency risk in ₹	EURO	EURO	EURO	EURO
Financial assets	-	-	-	-
Financial liabilities	-	-	-	(35.20)
Net exposure to foreign currency risk	-	-	-	(35.20)

Sensitivity

Particulars	Impact on profit after tax			
	31 December 2024	31 March 2024	31 March 2023	31 March 2022
Sensitivity				
₹/ EURO-Increase by 5%	-	-	-	(1.76)
₹/ EURO-Decrease by 5%	-	-	-	1.76

Interest rate risk

Interest rate risk primarily arises from floating rate borrowing, including various revolving and other lines of credit. Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's exposure to the risk of changes in market interest rates arises on borrowings with floating interest rate which is not material.

The exposure of the Group's borrowing to interest rate changes at the end of the reporting period are as follows:

Particulars	As at			
	31 December 2024	31 March 2024	31 March 2023	31 March 2022
Variable rate borrowings:				
- Loan repayable on demand	-	0.66	144.75	191.71
- Loans	120.11	136.18	175.40	204.72
Fixed rate borrowings				
- Vehicle loan	1,595.91	1,672.50	1,615.49	1,060.99
-Others	200.00	250.00	450.00	744.00
Total	1,916.02	2,059.34	2,385.64	2,201.42

The Group's fixed rate borrowings are carried at amortised cost. They are, therefore, not subject to interest rate risk as defined in Ind-AS 107, since neither the carrying amount nor the future cash flows will fluctuate because of a change in market interest rates.

Profit or loss is sensitive to higher/lower interest expense from variable rate borrowings as a result of changes in interest rates.

Particulars	As at			
	31 December 2024	31 March 2024	31 March 2023	31 March 2022
Interest rates - increase by 25 basis points *	0.30	0.34	0.80	0.99
Interest rates - decrease by 25 basis points *	(0.30)	(0.34)	(0.80)	(0.99)

*Holding all other variables constant

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SIS Cash Services Limited (formerly known as SIS Cash Services Private Limited)
Summary of material accounting policies and other explanatory information to restated consolidated financial information (Cont'd)

(All amounts are in ₹ Million, except share data, number of shares and unless stated otherwise)

Credit risk

Credit risk arises from the possibility that counterparties may not be able to settle their obligations as agreed resulting in a financial loss. The primary exposure to credit risk arises from Trade receivables and Unbilled revenue (refer note no. 10 & 6). These are unsecured and are managed by the Group through a system of periodically assessing the financial reliability of customers, taking into account the financial condition, current economic trends, and analysis of historical bad debts and ageing of accounts receivables.

There were three customers as at 31 December 2024, four customers as at 31 March 2024 and two customers as at 31 March 2023 & 31 March 2022, which accounted for more than 10% of the trade receivables. There is no significant concentration of credit risk. The Group uses the ECL method to assess the loss allowance for Trade receivables and Unbilled revenue taking into account primarily the historical trends and analysis of bad debts. The Group does not expect any credit risk or impairment in respect of amounts lent to its subsidiaries, if any.

The credit risk for financial assets other than bank balances and trade receivables are considered low.

Significant estimates and judgements
Impairment of financial assets

The impairment provision for financial assets disclosed above are based on assumptions about risk of default and expected loss rates. The Group uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on the Group's past history and existing market conditions. The Group estimates loss arising on trade receivables as a percentage of sales based on past trends and such loss is directly debited to revenue instead of creating a provision for impairment of receivables.

Financial instruments and cash deposits

Credit risk from balances with banks and financial institutions is managed by the Group's treasury department in accordance with the Group's policy. Surplus funds are invested in bank fixed deposits or used to temporarily reduce the balance of cash credit accounts to optimize interest costs.

Liquidity risk

Liquidity risk is the risk that the Group will encounter difficulty in meeting its obligations associated with financial liabilities. The Group consistently generates sufficient cash flows from operations and has access to multiple sources of funding to meet its financial obligations and maintain adequate liquidity for use.

The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of bank overdrafts, bank loans, debentures, shareholder equity, and finance leases.

The below table summarises the Group's long-term debt that will mature in less than one year based on the carrying value of borrowings reflected in the financial statements.

Particulars	As at			
	31 December 2024	31 March 2024	31 March 2023	31 March 2022
Group's long-term debt	1,916.02	2,058.68	2,240.89	2,009.71
Group's long-term debt that will mature in less than one year from reporting period	648.73	630.70	657.76	596.04
% of current maturities to long term debt	33.86%	30.64%	29.35%	29.66%

The Group has assessed the concentration of risk with respect to refinancing its debt and concluded it to be low. The Group has access to a sufficient variety of sources of funding and significant portion of short-term debt maturing within 12 months can be rolled over with existing lenders. The Group believes that it has sufficient working capital and cash accruals to meet its business requirements and other obligations.

The table below summarises the maturity profile of the Group's financial liabilities based on contractual undiscounted payments.

As at 31 December 2024

Particulars	On demand	Less than 3 months	3 to 12 months	1 to 5 years	> 5 years	Total
Borrowings	-	264.79	539.05	1,443.00	-	2,246.84
Lease liabilities	-	34.51	100.08	454.60	243.37	832.56
Other financial liabilities	-	991.19	-	-	-	991.19
Trade payables	-	1,414.66	-	-	-	1,414.66

As at 31 March 2024

Particulars	On demand	Less than 3 months	3 to 12 months	1 to 5 years	> 5 years	Total
Borrowings	0.66	172.70	653.76	2,059.38	0.36	2,886.86
Lease liabilities	-	24.59	73.43	424.68	183.95	706.65
Other financial liabilities	-	802.62	-	-	-	802.62
Trade payables	-	1,382.67	-	-	-	1,382.67

As at 31 March 2023

Particulars	On demand	Less than 3 months	3 to 12 months	1 to 5 years	> 5 years	Total
Borrowings	144.75	246.77	527.64	1,741.25	-	2,660.41
Lease liabilities	-	22.98	84.08	439.24	267.41	813.71
Other financial liabilities	-	887.88	-	-	-	887.88
Trade payables	-	1,052.21	-	-	-	1,052.21

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SIS Cash Services Limited (formerly known as SIS Cash Services Private Limited)
Summary of material accounting policies and other explanatory information to restated consolidated financial information (Cont'd)

(All amounts are in ₹ Million, except share data, number of shares and unless stated otherwise)

As at 31 March 2022

Particulars	On demand	Less than 3 months	3 to 12 months	1 to 5 years	> 5 years	Total
Borrowings	191.71	71.84	524.03	1,404.93	-	2,192.51
Lease liabilities	-	18.03	61.25	453.60	349.30	882.18
Other financial liabilities	-	776.30	-	-	-	776.30
Trade payables	-	707.44	-	-	-	707.44

As a matter of policy, the Group does not carry out any hedging activities.

There has been no default in servicing borrowings and/ or breaches in loan covenants.

The Group has the following financial assets (other than trade receivables) which are subject to the impairment requirements of Ind AS 109. On assessment of the future cash flows arising from these assets, the Group believes that there is no provision required to be made for impairment losses on these assets.

Particulars	As at			
	31 December 2024	31 March 2024	31 March 2023	31 March 2022
Financial assets:				
Other financial assets	728.66	729.12	709.83	624.21
Total	728.66	729.12	709.83	624.21

Reconciliation of liabilities whose cash flow movements are disclosed as part of financing activities in the statement of cash flows:
For the nine months ended 31 December 2024

Particulars	As at 01 April 2024	Cash flow	Finance costs	Others	As at 31 December 2024
Borrowings	2,058.68	(142.42)	-	(0.24)	1,916.02
Interest accrued	47.22	(128.78)	140.11	(0.75)	57.80
Lease liabilities	381.30	(73.27)	33.86	138.39	480.28

For the year ended 31 March 2024

Particulars	As at 01 April 2023	Cash flow	Finance costs	Others	As at 31 March 2024
Borrowings	2,240.89	(182.42)	-	0.21	2,058.68
Interest accrued	131.86	(273.07)	187.68	0.75	47.22
Lease liabilities	359.25	(109.42)	36.01	95.46	381.30

For the year ended 31 March 2023

Particulars	As at 01 April 2022	Cash flow	Finance costs	Others	As at 31 March 2023
Borrowings	2,009.71	230.43	-	0.75	2,240.89
Interest accrued	225.25	(310.17)	219.10	(2.32)	131.86
Lease liabilities	354.04	(69.78)	34.15	40.84	359.25

For the year ended 31 March 2022

Particulars	As at 01 April 2021	Cash flow	Finance costs	Others	As at 31 March 2022
Borrowings	1,278.30	731.41	-	-	2,009.71
Interest accrued	225.29	(171.19)	174.74	(3.59)	225.25
Lease liabilities	76.50	(66.24)	26.56	317.22	354.04

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SIS Cash Services Limited (formerly known as SIS Cash Services Private Limited)

Summary of material accounting policies and other explanatory information to restated consolidated financial information (Cont'd)

(All amounts are in ₹ Million, except share data, number of shares and unless stated otherwise)

33 Additional capital disclosures

For the purpose of the Group's capital management, capital includes issued equity capital, share premium, all other equity reserves attributable to the equity holders of the Holding Company. The primary objective of the Group's capital management is to maximise shareholder value and support its strategies and operating requirements. The key objective of the Group's capital management is to ensure that it maintains a stable capital structure with a focus on total equity to uphold investor, creditor, and customer confidence and to ensure future development of its business. The Group determines the capital requirement based on annual operating plans and long-term and other strategic investment plans. The funding requirements for the Group's operations are generally met through operating cash flows generated and supplemented by long-term and working capital borrowings from banks.

The Group's objectives when managing capital are to:

- a) Safeguard its ability to continue as a going concern, so that it can continue to provide returns for shareholders and benefits for other stakeholders, and
- b) Maintain an optimal capital structure to optimise the cost of capital.

The Group manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants to which it is subject. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Group monitors capital using a ratio, which is Net Debt divided by EBITDA. The Group defines Net Debt as borrowings and lease liabilities less cash and cash equivalents, including bank balances and deposits irrespective of their duration / maturity.

Particulars	As at			
	31 December 2024	31 March 2024	31 March 2023	31 March 2022
Borrowings (Note 14)	1,916.02	2,059.34	2,385.64	2,201.42
Lease liabilities (Note 15)	480.28	381.30	359.25	354.04
Cash and cash equivalents (Note 11), other bank balances and deposits (including margin money)	(1,568.37)	(1,218.94)	(1,190.93)	(1,045.20)
Net Debt	827.93	1,221.70	1,553.96	1,510.26
EBITDA*	906.01	1,069.68	866.56	540.22
Net debt to EBITDA ratio	0.91	1.14	1.79	2.80

In order to achieve this overall objective, the Group's capital management, amongst other things, aims to ensure that it simultaneously meets financial covenants attached to its borrowings. Breaches in meeting the financial covenants would permit the bank to immediately call loans and borrowings. There have been no breaches in the financial covenants of any borrowing in the current period. EBITDA is not annualised for the nine month period ended on 31 December 2024.

*EBITDA is a Non-GAAP measure.

34 The disclosures required under Division II of Schedule III have been given to the extent applicable to the Group.

For Walker Chandiok & Co LLP

Chartered Accountants

Firm Registration No: 001076N/N500013

For and on behalf of the Board of Directors of

SIS Cash Services Limited (formerly known as SIS Cash Services Private Limited)

Nitin Toshniwal

Partner

Membership No. 507568

Place: New York

Date: 25 March 2025

Rituraj Kishore Sinha

Chairperson and Director

(DIN: 00477256)

Place: Singapore

Date: 25 March 2025

Devesh Desai

Director

(DIN: 07562622)

Place: Bangalore

Date: 25 March 2025

Oscar Esteban Sanchez

Chief Executive Officer

Place: New Delhi

Date: 25 March 2025

Palak Balwant Jain

Chief Financial Officer

Place: New Delhi

Date: 25 March 2025

Karan Kathuria

Company Secretary

Place: New Delhi

Date: 25 March 2025

OTHER FINANCIAL INFORMATION

The accounting ratios derived from the Restated Consolidated Financial Information as required under Clause 11 of Part A of Schedule VI of the SEBI ICDR Regulations are given below:

(₹ in million)

Particulars	For the nine months period ended December 31, 2024	For the Fiscal		
		2024	2023	2022
Basic EPS - Basic, computed on the basis of profit attributable to equity holders	19.55*	25.32	9.52	2.40
Diluted EPS - Diluted, computed on the basis of profit attributable to equity holders	19.55*	25.32	9.52	2.40
RoNW (%)	22.27	38.71	19.86	5.76
Net asset value per Equity Share ₹	97.60	77.99	52.80	43.02
EBITDA	906.01	1,069.68	866.56	540.22

*Not annualised

Notes:

The ratios have been computed as under:

1. Basic EPS = Basic earnings per share are calculated by dividing the net restated profit or loss for the year attributable to equity shareholders by the weighted average number of Equity Shares outstanding during the Period/year.
2. Diluted EPS = Diluted earnings per share are calculated by dividing the net restated profit or loss for the Period/year attributable to equity shareholders by the weighted average number of Equity Shares outstanding during the Period/year as adjusted for the effects of all dilutive potential Equity Shares outstanding during the Period/year.
3. Return on Net Worth RoNW(%) = net restated profit or loss for the year attributable to equity shareholders divided by average equity at the end of the Period/year derived from Restated Consolidated Financial Information.
4. Net Asset Value per equity share = Total Equity derived from the Restated Consolidated Financial Information divided by number of equity shares outstanding as at the end of Period/year. Equity Shares on fully diluted basis is considered for the purpose of calculation of NAV.
5. EBITDA is calculated as profit for the period/year minus other income plus (i) finance costs, (ii) depreciation and amortisation expense and (iii) total tax expenses/(credit).

Non GAAP Measures

We have included certain Non-GAAP financial measures relating to our financial performance and such measures are not standardised terms and hence a direct comparison of these measures between companies may not be possible. For further details, see “Certain Conventions, Presentation of Financial, Industry and Market Data and Currency of Presentation – Non-GAAP Financial Measures” on page 24.

In accordance with the SEBI ICDR Regulations, the audited financial statements of our Company as at nine months period ended December 31, 2024 and for the Fiscals 2024, 2023 and 2022 and the reports thereon (collectively, the “**Restated Consolidated Financial Information**”) are available on our website at <https://www.sisprosegur.com/investor-relations/financial-statements>. The definitions of turnover, net-worth and profits before tax have the same meaning as ascribed to them in the Companies Act, 2013.

Our Company is providing a link to this website solely to comply with the requirements specified in the SEBI ICDR Regulations. The Restated Consolidated Financial Information 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 or recommendation or solicitation to purchase or sell any securities under the Companies Act, 2013 the SEBI ICDR Regulations, or any other applicable law in India or elsewhere. The Restated Consolidated Financial Information should not be considered as part of information that any investor should consider subscribing for or purchase any securities of our Company and should not be relied upon or used as a basis for any investment decision.

None of our Company or any of its advisors, nor BRLM 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 Restated Consolidated Financial Information, or the opinions expressed therein.

CAPITALIZATION STATEMENT

The following table sets forth our Company's capitalization as of December 31, 2024, derived from Restated Consolidated Financial Information, and as adjusted for the Offer. This table should be read in conjunction with the sections titled "Risk Factors", "Restated Consolidated Financial Information" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" beginning on pages 28, 258 and 323, respectively.

(in ₹ million except share data)		
Particulars	Pre-Offer as at December 31, 2024	As adjusted for the Offer [#]
Total equity		
Equity share capital	198.14	[●]
Other equity ^{**}	1,735.74	[●]
Total Equity (A)	1,933.88	[●]
Total borrowings		
Current borrowings ^{**}	648.73	[●]
Non-current borrowings ^{**}	1,267.29	[●]
Total Borrowings (B) *	1,916.02	[●]
Total (A+B)	3,849.90	[●]
Non-current borrowings/Total Equity ratio	0.66	[●]
Total borrowings/ Total equity ratio	0.99	[●]

[#] The corresponding post Offer capitalization data is not determinable at this stage pending the completion of the book building process and hence have not been furnished. To be updated upon finalization of the Offer Price.

^{*} This does not include "lease liabilities" as per Ind AS 116 and "Interest accrued but not due on borrowings" as disclosed under Financial Liabilities in the Restated Consolidated Financial Information.

^{**} These terms carry the same meaning as per Schedule III of the Companies Act, 2013 (as amended)

FINANCIAL INDEBTEDNESS

Our Company and Subsidiaries avail credit facilities in the ordinary course of business for purposes including, *inter alia*, meeting working capital requirements, capital expenditure requirements and for purchase of vehicles for our operations. For details regarding the borrowing powers of our Board, see “Our Management - Borrowing Powers” on page 229.

The details of aggregate outstanding borrowings and bank guarantees of our Company on a consolidated basis as at December 31, 2024, is set forth below:

(in ₹ million, unless otherwise stated)

Category of Borrowing	Sanctioned Amount	Amount outstanding as at December 31, 2024
Secured Loans		
<i>Fund based facilities</i>		
Term loans	500.00	120.51 [#]
Cash credit*	550.00	0.00
Vehicles loans	1,595.91**	1,595.91
<i>Non-fund based facilities</i>		
Bank guarantee	900.00	836.89
Total Secured Borrowings(A)	3,545.91	2,553.31
Unsecured Loans		
<i>Fund based facilities</i>		
Term loans with Prosegur	175.00	125.00
Non-convertible debentures	175.00	75.00
Total Unsecured Borrowings(B)	350.00	200.00
Total Borrowings (A+B)	3,895.91	2,753.31

[#]Impact of Rs 0.40 million has not been considered on account of Processing fees on term loan Ind AS Adjustments.

*One way interchangeability from Fund Based to Non-Fund Based is allowed.

**It is not possible to compute sanction amount of Vehicle loans and therefore loan outstanding as on December 31, 2024, has been considered as sanctioned amount.

Principal terms of the borrowings currently availed by our Company

Brief details of the terms of our various borrowing arrangements are provided below and there may be similar/ additional terms, conditions and requirements under the borrowing arrangements entered into by our Company with its lenders:

- Interest:** In terms of the borrowings availed by us, the interest rate is typically the base rate/ marginal cost of fund-based lending rate of a specified lender and spread per annum, subject to a minimum interest rate. The spread varies among different loans. The interest rate for the borrowings availed by our Company ranges from 7.25 % to 11 % per annum.
- Tenor:** The tenor of the borrowings availed by our Company ranges from a period of 1 year to six years.
- Security:** Our secured borrowings are typically secured by way of first *pari passu* charge on all fixed assets and current assets of the Company, equipment financed by the loans, equitable mortgage on all immovable assets of the Company, hypothecation of present and future fixed assets of the Company and vehicles purchased against the loan.
- Re-payment:** Our Company may repay all amounts of the facilities on the due dates for payment. Certain of our loans are repayable on demand.
- Pre-payment:** Certain facilities allow for pre-payment of the outstanding amount by serving prior notice to the lender. Pre-payment may be subject to pre-payment penalties as may be prescribed.
- Penalty:** The facilities issued and availed by our Company contains provisions prescribing penalties, over and above, the prescribed interest rate, for non-compliance of certain obligations by our Company, including delayed payment or default in the repayment obligations of our Company. This additional interest is charged as per the terms of our loan agreements and is typically from nil to 2% per annum.
- Key covenants:** Certain of our borrowing arrangements provide for covenants restricting certain corporate actions, and we are required to provide prior intimation and/ or take prior consent from the lender before carrying out such activities.

For instance, certain corporate actions for which we require to provide prior written intimation and/ or take prior consent from the lender include:

- (a) effecting any changes to the capital structure, ownership, management or control of our Company;
- (b) effecting any amalgamation, merger, reconstruction or consolidation;
- (c) making any alteration to the Memorandum of Association and Articles of Association of our Company;
- (d) change in the composition of our Board of Directors; and

The above is an indicative list and there may be additional corporate actions for which we require to provide prior written intimation and/ or take prior consent under the various borrowing arrangements entered into by us.

8. **Events of default:** The borrowing arrangements entered into by us with the lender contains certain instances, occurrence of which may result into event of default, including:

- (a) failure to make payment/repayment of any principal amount or interest on the relevant due dates;
- (b) failure to observe or comply with the terms, conditions, breach of covenants, breach of representations, warranties under the borrowing arrangement;
- (c) in case any step is taken against our Company for dissolution, winding up, liquidation and/or insolvency, including the appointment of a receiver;
- (d) our Company ceasing, or threatening to cease, to carry on business;
- (e) providing misleading information or representations;
- (f) change in the control of the Company (directly or indirectly) without the prior intimation to the lender; and
- (g) any event or circumstance which prejudicially or adversely affect in any manner the capacity of our Company to repay the amounts under the borrowing arrangement.

This is an indicative list and there may be additional instances that may amount to an event of default under the various borrowing arrangements entered into by our Company.

9. **Consequences of events of default:** In terms of our borrowing arrangements, as a consequence of occurrence of events of default, our lenders may:

- (a) place the facilities on demand or declare all amounts payable by the borrower in respect of the facilities to be due and payable immediately;
- (b) cancel the undrawn commitment and suspend withdrawals under the facilities;
- (c) impose default interest on the principal amounts of the facilities;
- (d) enforce any or all security created in favour of the lender; and
- (e) exercise such other remedies as may be permitted or available to the lender under law, including RBI guidelines.

The above is an indicative list and there may be additional consequences of an event of default under the various borrowing arrangements entered into by us.

We have obtained the necessary consents required under the relevant loan documentation for undertaking the activities in relation to the Offer, including, *inter alia*, effecting a change in our capital structure, management and control of our Company, effecting a change in the composition of our Board of Directors, and amending the Memorandum of Association and Articles of Association of our Company. For details in relation to risks associated with our outstanding indebtedness,

see “Risk Factors: Our financing agreements contain covenants that limit our flexibility in operating our business. Any future failure to meet the conditions under our financing arrangements or obtain any consents thereunder could have a material adverse effect on our business, financial condition, results of operations and cash flows.” on page 40.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

To obtain a complete understanding of our business, prospective investors should read this section in conjunction with "Risk Factors", "Industry Overview", "Financial Information" and "Management's Discussions and Analysis of Financial Condition and Results of Operations" on pages 28, 123, 258, and 323, respectively.

This section contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in such forward-looking statements. For details, see "Forward-Looking Statements" on page 26.

All references in this section to a particular Financial Year or FY or Fiscal, unless stated otherwise, are to the 12-month period ended on March 31 of that particular calendar year.

We have included certain non-GAAP financial measures and other performance indicators relating to our financial performance and business in this section. Such measures and indicators are not standardised terms and hence a direct comparison of these measures and indicators between companies may not be possible. For further details, see "Certain Conventions, Presentation of Financial, Industry and Market Data and Currency of Presentation – Non-GAAP Financial Measures" on page 24"

Unless otherwise indicated, industry and market data used in this section have been derived from the CRISIL Report, which was prepared by CRISIL. We commissioned CRISIL to prepare the CRISIL Report specifically for the purpose of the Offer for an agreed fee pursuant to the engagement letter dated October 16, 2024. For more details on the CRISIL Report, see "Certain Conventions, Presentation of Financial, Industry and Market Data and Currency of Presentation – Industry and Market Data" on page 26. A copy of the CRISIL Report will be available on our Company's website at <https://www.sisprosegur.com/>.

OVERVIEW

For an overview of our business, see "Our Business – Overview" on page 172.

SIGNIFICANT FACTORS AFFECTING OUR RESULTS OF OPERATIONS AND FINANCIAL CONDITION

Growth of the Banking Sector and its Outsourcing Needs

Our offerings, such as retail cash management (doorstep banking), cash in transit, and ATM replenishment and maintenance services, are essential in ensuring the smooth flow of cash to and from citizens.

The increase in our revenue is due in part to the growth of the banking sector in India, which has been fuelled by factors such as increasing financial inclusion, digitalisation, and a consistent rise in cash circulation (*source: CRISIL Report*). This expansion has prompted financial institutions, especially public sector banks, to prioritise outsourcing as a strategic means of optimising operations, reducing costs, and focusing on core banking functions (*source: CRISIL Report*). The demand for outsourced solutions has increased as banks look for more efficient ways to enhance operational efficiency, improve service, reduce costs, increase cash velocity to improve cash-flows, facilitate management and interlocation, and provide improved cash visibility (*source: CRISIL Report*). The outsourcing of cash services, including cash in transit, currency chests operations and ATM replenishment has got progressive traction within banks (*source: CRISIL Report*). The growing volume of transactions, alongside evolving customer expectations, has driven banks to seek outsourced services for managing cash flow and ensuring accessibility, availability, reliability and faster circulation (*source: CRISIL Report*).

Following the demonetisation of banknotes in 2016, we strategically shifted from ATM cash replenishment and first-level maintenance services towards broader bank outsourcing solutions, addressing the growing demand for efficient cash handling services. This strategic pivot, coupled with our comprehensive offerings, positions us as one of the leaders in bank outsourcing solutions in India (*source: CRISIL Report*). As reflected in the tables below, a significant portion of our income is derived from banks, accounting for 76.35%, 76.29%, 75.99%, and 76.29% of our revenue from operations in the nine months ended December 31, 2024 and Fiscals 2024, 2023 and 2022, respectively. This underscores our reliance on banks outsourcing their cash management services.

Cash in circulation in India has seen consistent growth at a CAGR of 10.4% between Fiscal 2019 and Fiscal 2024 (*source: CRISIL Report*). The growth in cash circulation, driven by consumer demand and the inherent limitations of cashless alternatives, continues to drive the need for robust cash services. Despite the rise of digital payments, cash remains a critical

part of India's financial system due to limited access to digital payment infrastructure (source: CRISIL Report). Many Indians lack financial literacy, further reinforcing cash's dominance as a trusted and accessible payment method (source: CRISIL Report). Cash is indispensable for rural and informal sectors, unbanked populations, and those prioritising privacy and cost-effectiveness (source: CRISIL Report). India's retail market is projected to grow at a CAGR of 17-19% from Fiscal 2024 to 2029, driven by new store expansions, increased penetration beyond Tier 2 cities, and rising disposable incomes, which are expected to sustain cash demand as consumer spending continues to rise (source: CRISIL Report). The e-commerce sector contributes significantly, with cash on delivery remaining a preferred payment option due to trust issues, limited digital literacy, and cultural preferences for cash transactions (source: CRISIL Report). As cash circulation increases, banks face greater operational demands to manage, process, and secure cash (source: CRISIL Report). To address these challenges, they are outsourcing currency chest operations to optimise costs, enhance efficiency, and maintain service quality (source: CRISIL Report). By September 2024, approximately 28% of India's 2,794 currency chests had adopted outsourcing practices, highlighting the shift towards specialised cash management solutions (source: CRISIL Report).

The tables below sets forth our revenue from (i) banks, (ii) managed service providers ("MSPs") for ATMs and (iii) retailers and others, and such amounts as a percentage of our revenue from operations for the respective period and fiscal years indicated:

Customer type	For the nine months ended December 31, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Revenue from operations (₹ in million)	% of revenue from operations	Revenue from operations (₹ in million)	% of revenue from operations	Revenue from operations (₹ in million)	% of revenue from operations	Revenue from operations (₹ in million)	% of revenue from operations
Banks	4,045.53	76.35%	4,835.39	76.29%	4,126.65	75.99%	2,995.22	76.29%
Managed service providers	904.85	17.08%	1,272.84	20.08%	1,142.65	21.04%	853.15	21.73%
Retailers and others	348.20	6.57%	230.01	3.63%	161.03	2.97%	77.50	1.97%
Revenue from operations	5,298.58	100.00%	6,338.25	100.00%	5,430.34	100.00%	3,925.87	100.00%

Effects of RBI and MHA Regulations on Unit Pricing and Revenue Growth

The implementation of certain RBI and MHA regulations from 2018, which aligned Indian regulations with international standards for the cash logistics industry, has significantly affected the operational and financial landscape.

The MHA introduced several key regulations in 2018 to enhance the safety and security of cash transportation activities. The Private Security Agencies (Private Security to Cash Transportation Activities) Rules, 2018, established guidelines for cash transportation, requiring the use of specially designed secured vehicles with live GPS tracking and armed security personnel, with a minimum crew of five persons. These rules also set a cash carrying limit of ₹50 million per trip, the need to use a secured vehicle when cash transported amount exceeding ₹1 million and imposed restrictions on the timing of cash transportation, with activities prohibited after 9 pm in cities and 6 pm in rural areas. The Private Security Agencies Central Model Rules, 2020, replaced the 2006 version, providing more demanding standards for licensing, certification, and staffing for agencies under this regulation, including mandatory training and verification processes.

In addition, the RBI introduced regulations to further strengthen cash management activities. The RBI Circular on Cash Management Activities (April 2018) set minimum standards for service providers of banks, including requirements for a minimum net worth of ₹1,000 million and a fleet of at least 300 GPS-enabled secured vehicles, each staffed with trained and accredited personnel and equipped with CCTV. The RBI's Circular on Cassette Swap in ATMs (April 2018) required the use of lockable cassettes for cash replenishment in ATMs, to be fully implemented by March 2022. Additionally, the RBI Circular on Outsourcing of Cash Management – Reconciliation of Transactions (May 2019) outlined guidelines for transaction reconciliation and digital record-keeping, promoting transparency and security. For more details on these regulations, please refer to the section "Key Regulations and Policies – Industry-Specific Legislations" on page 206.

These regulations have improved the safety and security of cash outsourcing activities, but they have also raised operational costs, including van crew cost, cost of fleet upgrades, security personnel training and accreditation, premises adaptation and compliance with safety protocols. As a result of these increased costs, which affected all players in the industry, we increased the prices for our services, which among other internal management measures resulted in an increase in our PAT

Margin. For more details, see “– Significant Factors Affecting our Results of Operations and Financial Condition – Ability to Manage Expenses” on page 329. The following table sets forth our PAT Margin for the period and fiscal years indicated:

Particulars	Nine months ended December 31, 2024	Fiscal 2024		Fiscal 2023		Fiscal 2022
	(₹ in million, except percentages)	(₹ in million, except percentages)	% increase from the previous Fiscal	(₹ in million, except percentages)	% increase from the previous Fiscal	(₹ in million, except percentages)
Profit for the period [A]	387.41	501.59	166.04%	188.54	296.76%	47.52
Revenue from operations [B]	5,298.58	6,338.25	16.72%	5,430.34	38.32%	3,925.87
PAT Margin [C=(A/B)] (%)	7.31	7.91	4.44%	3.47	2.26%	1.21

Demand for Cash-in-Transit Services and Long-Term Customer Relationships

We provide cash in transit services to ensure secure and efficient cash transportation between bank branches and currency chests. Our fleet of secured vehicles, strategically located across India, allows us to service a diverse geographical range, which is critical to meeting both regular and seasonal demands. Our cash in transit service operations are structured around dedicated daily services and on-call or ad-hoc services to meet both regular and seasonal needs.

The demand for cash in transit services is closely tied to the expansion of bank branches, especially in semi-urban and rural areas, where the need for secure cash transportation is rising (*source: CRISIL Report*). This demand is further driven by the growing preference among banks to outsource cash logistics (*source: CRISIL Report*). By outsourcing these services, banks can focus on their core operations while ensuring compliance with regulatory and security standards, which positions us as a key partner for their needs. In recent years, there has been a strong growth in the cash in transit business line primarily on account of the growing cash in circulation, increasing number of bank branches and account holders, and shift from unorganized to organized compliant service providers on account of RBI guidelines for outsourcing of cash operations from banks, and MHA guidelines for cash activities (*source: CRISIL Report*).

The table below provides the number of currency chests that we served and the of number of secured vehicles we used as at the dates indicated:

Particulars	As at December 31, 2024	As at March 31,		
		2024	2023	2022
Number of secured vehicles used	1,861	1,628	1,307	1,001

We are the largest cash in transit services provider in the Indian cash logistics industry in terms of cash vans (which we also term as secured vehicles) deployed for cash in transit services out of the major cash in transit players for Fiscal 2024 (*source: CRISIL Report*). As at September 30, 2024, our Company ranks third in terms of total number of retail touchpoints, with more than 25,000 retail touchpoints in India (*source: CRISIL Report*). Our position in the cash in transit services market allows us to leverage synergies between our cash in transit services and cash processing outsourcing services for currency chests, from where both services originate. This service integration also strengthens client retention. Banks benefit from a single point of contact for both cash transport and cash processing services, streamlining vendor management and ensuring consistent service delivery. As banks seek scalable solutions that grow with their needs, this integrated approach strengthens long-term relationships, which we believe provides us with a competitive edge in the market. This integrated service also provides us with additional synergies: whereby once cash in transit vehicles contractual service obligations are fulfilled and after finishing their working shift, they can be used for other logistic services. By using the same vehicles and crew for other transportation, it reduces operational costs and enhances profitability.

In addition, over the years, we have built long-term relationships with key clients, including prominent banks, specifically in relation to our cash in transit services. For example, our initial cash in transit services contract with a major bank in 2012 marked the beginning of a sustained and growing business partnership. As at December 31, 2024, eight of our top clients have been with us for over 10 years in the cash in transit services domain, demonstrating our ability to foster enduring relationships. This strong client retention is a crucial factor contributing to the stability and predictability of our revenue.

We charge a fixed monthly fee for dedicated services, which are the most important ones in terms of extension, with additional charges for extra distance or time beyond agreed terms. This pricing structure is essential for ensuring predictable revenues, especially with long-term contracts from banks. The pricing for on-call or ad-hoc services, much smaller than those of dedicated vehicles, is based on the distance travelled, offering flexibility to banks with fluctuating needs. Cash in transit services agreements with private bank clients are typically automatically renewed, while those with public sector banks are renegotiated through an RFP process.

The tables below set forth certain details regarding revenue from our cash in transit services for the respective period and fiscal years indicated:

Particulars	Nine months ended December 31, 2024	Fiscal 2024		Fiscal 2023		Fiscal 2022
	Revenue (₹ in million)	Revenue (₹ in million)	% increase from the previous Fiscal	Revenue (₹ in million)	% increase from the previous Fiscal	Revenue (₹ in million)
Cash in transit services	2,534.50	2,840.48	17.54%	2,416.68	40.44%	1,720.75
Of which:						
Private sector banks	1,214.89	1,604.63	14.08%	1,406.64	20.82%	1,164.24
Public sector banks	1,319.61	1,235.85	22.36%	1,010.04	81.50%	556.50

As shown in the tables above, our revenue from cash in transit services from public sector banks has been growing at a higher rate compared to private sector banks, with revenue from public banks increasing by 81.50% from ₹556.50 million in Fiscal 2022 to ₹1,010.04 million in Fiscal 2023 and by a further 22.36% to ₹1,235.85 million in Fiscal 2024. This growth reflects the increasing demand for integrated cash management services, where public sector banks are increasingly relying on our comprehensive solutions to streamline their operations.

The following table sets forth the revenue generated from our cash in transit services and such amounts as a percentage of our revenue from operations for the respective period and fiscal years indicated below:

Particulars	Nine months ended December 31, 2024	Year ended March 31,		
		2024	2023	2022
		(₹ in million, except percentages)		
Cash in transit services [A]	2,534.50	2,840.48	2,416.68	1,720.75
Cash in transit services as a percentage of revenue from operations [C = A/B] (%)	47.83%	44.81%	44.50%	43.83%
Revenue from operations [B]	5,298.58	6,338.25	5,430.34	3,925.87

Increasing Demand for Retail Cash Management (Doorstep Banking) Services

The retail cash management (doorstep banking) sector in India is experiencing significant growth, estimated at ₹12-13 billion for Fiscal 2024, driven by the continued dominance of cash in retail transactions, particularly in less urbanised areas, and the expansion of organized retail (*source: CRISIL Report*). We believe that despite this widespread use of cash, the market for retail cash management (doorstep banking) services remains underpenetrated, offering substantial growth opportunities. Key growth drivers include increasing currency circulation and the rise of cash-on-delivery in e-commerce transactions especially in lower-tier cities where e-commerce is expanding (*source: CRISIL Report*). The expansion of organized retail, especially outlets opting for retail cash management (doorstep banking) services, creates a growing need for cash pick-up and delivery through doorstep banking (*source: CRISIL Report*). The retail cash management (doorstep banking) sector in India is expected to grow at a CAGR of 20% to 21% to reach ₹32-33 billion by Fiscal 2029 (*source: CRISIL Report*).

Our retail cash management (doorstep banking) services include cash collection, counting, vaulting, seamless bank deposits, and cash reconciliation.

Our contracts for retail cash management (doorstep banking) services with private bank clients are typically automatically renewed, while those with public sector banks range from three to seven years and are renegotiated through an RFP process. The pricing of these contracts is determined by the number of pick-up points serviced, under two different models: a fixed fee per pick-up, linked to the value of the cash collected and deposited, with several variable components based on the operational tasks performed and the nature of the services; or a fully variable fee with a minimum amount tied to the value of the cash picked up and deposited. Due to the lengths of the contracts, we typically find that we are able to maintain these

contracts with our clients and that the size of our contracts increase as our retail cash management (doorstep banking) business continues to grow.

Our network of retail cash management (doorstep banking) pick-up points has been expanding. This expansion enhances our ability to provide reliable and efficient cash collection and delivery services to a diverse client base, including government organisations, public transport, malls, hospitality, logistics, e-commerce, retail outlets, shops, cinemas, toll plazas, pharmacies, insurance, and liquor shops, among others. The table below sets forth our retail cash management (doorstep banking) pick-up points as at the dates indicated:

Particulars	As at December 31, 2024	As at March 31,		
		2024	2023	2022
Retail cash management (doorstep banking) pick-up points	25,205	23,390	22,237	18,609

The tables below set forth certain details regarding revenue from our retail cash management (doorstep banking) services for the respective period and fiscal years indicated:

Particulars	Nine months ended December 31, 2024	Fiscal 2024		Fiscal 2023		Fiscal 2022
		Revenue (₹ in million)	% increase from the previous Fiscal	Revenue (₹ in million)	% increase from the previous Fiscal	Revenue (₹ in million)
Retail cash management (doorstep banking) services	1,331.52	1,749.13	15.09%	1,519.79	44.60%	1,051.00

The table below set forth details in relation to our revenue from retail cash management (doorstep banking) and such amounts as a percentage of our revenue from operations for the respective period and fiscal years indicated:

Particulars	Nine months ended December 31, 2024	Year ended March 31,		
		2024	2023	2022
	(₹ in million, except percentages)			
Retail cash management (doorstep banking) services [A]	1,331.52	1,749.13	1,519.79	1,051.00
Retail cash management (doorstep banking) services as a percentage of revenue from operations [C = A/B] (%)	25.13%	27.60%	27.99%	26.77%
Revenue from operations [B]	5,298.58	6,338.25	5,430.34	3,925.87

Stagnant growth of ATMs and Increase in Unit Prices

Our key services offered for ATM cash replenishment and first level maintenance services are ATM cash replenishment, cash evacuation, first-level maintenance, cash processing, and end-of-day reconciliation and settlement. These services are supported by advanced software tools and ticketing systems for enhanced efficiency and reduced ATM downtime.

Our ATM cash replenishment and first-level maintenance services serve a diverse client base of MSPs, which act as intermediaries with public and private sector Indian banks, as well as white-label ATM operators. While we deal directly with MSPs, our end clients include major banks, such as HDFC Bank, Axis Bank, Union Bank of India, and State Bank of India, among others.

The tables below set forth certain details regarding revenue from our ATM cash replenishment and first level maintenance services for the respective period and fiscal years indicated:

Particulars	Nine months ended December 31, 2024	Fiscal 2024		Fiscal 2023		Fiscal 2022
	Revenue (₹ in million)	Revenue (₹ in million)	% increase from the previous Fiscal	Revenue (₹ in million)	% increase from the previous Fiscal	Revenue (₹ in million)
ATM cash replenishment and first level maintenance services	904.85	1,272.84	11.39%	1,142.65	33.85%	853.67

The tables below set forth our revenue from our ATM cash replenishment and first-level maintenance services and our non-ATM cash logistics services, and such amounts as a percentage of our revenue from operations for the respective period and fiscal years indicated:

Business Lines	Nine months ended December 31, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Revenue from operations (₹ in million)	% of revenue from operations	Revenue from operations (₹ in million)	% of revenue from operations	Revenue from operations (₹ in million)	% of revenue from operations	Revenue from operations (₹ in million)	% of revenue from operations
ATM cash replenishment and first level maintenance services	904.85	17.08%	1,272.84	20.08%	1,142.65	21.04%	853.67	21.74%
Non-ATM services*	4,393.73	82.92%	5,065.41	79.92%	4,287.69	78.96%	3,072.20	78.26%
Revenue from operations	5,298.58	100.00%	6,338.25	100.00%	5,430.34	100.00%	3,925.87	100.00%

Note:

* Non-ATM services refers to all our services other than ATM cash replenishment and first level maintenance services.

As shown in the tables above, our revenue from ATM cash replenishment and first-level maintenance as a percentage of our revenue from operations has been steadily declining. Following the bank note demonetisation in 2016, we strategically pivoted away from ATM cash replenishment and first level maintenance services towards bank outsourcing solutions. Further, the rising costs of operating ATMs, driven by the need for technological advancements, operational improvements, and enhanced security measures, and the emergence of competitive alternatives like micro-ATMs, present challenges within the industry (source: CRISIL Report).

Despite the stagnant growth in ATMs, due to regulatory changes, unit prices increased in Fiscal 2023 and Fiscal 2024 resulting in higher revenue for this business line. For details on these regulatory changes, see “– Effects of RBI and MHA Regulations on Unit Pricing and Revenue Growth” and “Key Regulations and Policies – Industry-Specific Legislations” on pages 324 and 206, respectively.

Increase in Revenue from New Solutions

The stagnant growth in ATMs, discussed above, emphasised the need for a shift in our strategy and allowed us to identify new opportunities. Between Fiscal 2019 and Fiscal 2021, we introduced four new services while continuing to grow our traditional services. For details, see “Our Business – Our Strategies – Expand the market presence of our banking outsourcing solutions and our New Solutions, which are value added and synergetic solutions for a range of valuables, including cash, which integrate traditional cash services and/or our existing assets with a bundling component to deliver enhanced value to clients, to diversify revenue streams” on page 186. We believe this strategic expansion enables us to better serve our clients and proactively respond to evolving market demands. By launching these services, we diversified our offerings, which enabled us to penetrate deeper into our existing client base.

The tables below set forth our revenue from our New Solutions and such amounts as a percentage of our revenue from operations for the respective period and fiscal years indicated:

Business Lines	For the nine months ended December 31, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Revenue from operations (₹ in million)	% of revenue from operations	Revenue from operations (₹ in million)	% of revenue from operations	Revenue from operations (₹ in million)	% of revenue from operations	Revenue from operations (₹ in million)	% of revenue from operations
New Solutions*	461.64	8.71%	350.28	5.53%	221.28	4.07%	196.12	5.00%
Revenue from operations	5,298.58	100.00%	6,338.25	100.00%	5,430.34	100.00%	3,925.87	100.00%

Note:

* “New Solutions” are value added and synergetic solutions for a range of valuables, including cash. These solutions integrate traditional cash services and/or existing company assets with a bundling component to deliver enhanced value to clients.

Ability to Manage Expenses

Our margins are directly influenced by our ability to manage key cost components, which primarily comprises employee benefits expense, cash van crew charges and fuel and lubricants. These expenses are affected by internal efficiency and external factors, such as wage inflation, global prices and regulatory changes. Effective cost management is critical to maintaining profitability while ensuring the quality of our services. The following tables sets forth our total expenses, and certain expenses, including employee benefits expense, cash van crew charges, and fuel and lubricants, and such amounts as a percentage of our total income for the respective period and fiscal years indicated:

Particulars	Nine months ended December 31, 2024		Year ended March 31, 2024		Year ended March 31, 2023		Year ended March 31, 2022	
	Amount (₹ in million)	% of total income	Amount (₹ in million)	% of total income	Amount (₹ in million)	% of total income	Amount (₹ in million)	% of total income
Total expenses	4,830.84	90.17	5,832.16	90.35%	5,344.43	97.09%	3,934.14	99.31%
<i>Of which:</i>								
Employee benefit expense	1,803.52	33.66%	2,226.35	34.49%	1,848.37	33.58%	1,514.96	38.24%
Cash van crew charges	1,042.60	19.46%	1,140.46	17.67%	834.36	15.16%	504.47	12.73%
Fuel and lubricants	734.76	13.71%	988.14	15.31%	821.24	14.92%	539.70	13.62%
Total income	5,357.75	100.00%	6,455.33	100.00%	5,504.57	100.00%	3,961.41	100.00%

To manage expenses effectively, we have implemented several strategic initiatives. A key focus has been improving route productivity through better route control, supported by advanced visibility systems. This approach has optimised resources and increased operational efficiency. In addition, we have improved route density by being selective in client units selection, which enables us to generate more revenue per route while keeping marginal cost increases minimal. We have also introduced reward schemes to incentivise individual performance, driving higher efficiency and better outcomes. To further control fuel consumption, we introduced a fleet management app that provides fuel consumption monitoring, helping identify inefficiencies and reduce fuel-related expenses. Additionally, we have maximised synergies by improving the utilisation of assets and crew. Vehicles and teams, once they fulfil their cash in transit obligations, are repurposed for other logistic services, reducing idle time and boosting overall operational efficiency. These initiatives, amongst others, have enabled us to manage expenses effectively and enhance profitability.

Change in the Accounting Estimate for Depreciation from the Written Down Value Method to the Straight-Line Method Effective from April 1, 2023.

We changed our accounting estimate for depreciation from the written down value method to the straight-line method effective from April 1, 2023. Primarily due to this accounting change, depreciation on property, plant, and equipment decreased by ₹189.72 million, or 36.58%, from ₹518.60 million in Fiscal 2023 to ₹328.88 million in Fiscal 2024.

Risk Mitigation Management

Our risk management strategy is crucial given the large volumes of cash and valuables we handle. We have established a robust risk mitigation and compliance framework that combines operational procedures, human resources policies, technology, and independent internal audits from our operations to ensure efficiency and minimise risks. A collaborative approach between our operations and risk teams results in well-documented standard operating procedures, which are regularly audited and their fulfilment influence employee performance evaluations. Our internal audit team conducts routine, mass and surprise audits across India, supported by an ISO 9001:2015 certified quality management system. Technology plays a key role, with systems for remote monitoring and compliance enforcement. We hold compliance certificates from the Currency Cycle Association and have increased employee training to 25 hours per year. As December 31, 2024, we are one of the few companies in India belonging to both, the Cash Logistics Association and the Currency Cycle Association (which together represent over 90% of the Indian cash logistics industry), to hold a license under the Private Security Agencies (Regulation) Act, 2005 for all the states in India in which it operates (*source: CRISIL Report*). For further details on our risk management processes, see “*Our Business – Risk Management*” on page 201. As a result of the measures, we believe that our strong risk management practices and low cash losses, as a result, have increased our clients’ trust in us, thereby leading to longer term client relationships. For further details, see “*Our Business – Our Strengths – Due to our long-standing relationships with Indian public and private sector banks, we have been able to generate cross-selling opportunities, to become an established player in bank outsourcing solutions*”.

The following table sets forth our (i) net losses of clients’ valuables (net of amounts recovered from perpetrators), (ii) net losses of clients’ valuables post recovery of insurance claims and (iii) amount of insurance premium paid covering losses of clients’ valuables and amounts for (ii) and (iii) as a percentage of our revenue from operations for the period and fiscal years indicated:

Particulars	Nine months ended December 31, 2024	As at and for the year ended March 31,		
		2024	2023	2022
Net losses of clients’ valuables ⁽¹⁾ (₹ in million) [A]	0.00	6.48	15.02	3.98
Net losses of clients’ valuables post recovery of insurance claims (₹ in million) (B) ⁽²⁾	0.00	2.00	4.00	2.00
Net losses of clients’ valuables post recovery of insurance claims as a percentage of revenue from operations (%) [C=B/F]	0.00%	0.10%	0.28%	0.10%
Amount of insurance premium paid covering losses of clients’ valuables (₹ in million) [D]	15.21	30.82	34.97	41.66
Amount of insurance premium paid covering losses of clients’ valuables as a percentage of revenue from operations (%) [E=C/F]	0.29%	0.49%	0.64%	1.06%
Revenue from operations (₹ in million) [F]	5,298.58	6,338.25	5,430.34	3,925.87

Notes:

(1) Net losses refers to the losses of clients’ valuables less the amounts recovered from perpetrators.

(2) Net losses of clients’ valuables post recovery of insurance claims is calculated as the losses, net of any recovered insurance claims, plus the deductible amount.

Improving Service Levels Leading to a Decrease in Penalties and Other Deductions for Failing to meet Service Levels in our Agreements as a Percentage of Revenue from Operations

We issue credit notes to clients if we fail to meet defined service levels in our agreements (“SLA”) with clients, such as delays or substandard performance. To mitigate the financial effect of these credit notes, we have focused on enhancing service delivery through more efficient operational protocols.

Our clients impose deductions for any shortages in performing the services. To mitigate the financial effect of these deductions, we continue strengthening our risk management measures such as frequent audits including the surprise audits and mass audits along with HR practices and policies reinforcement.

As shown in the table below, this approach has resulted in a measurable reduction in the amount of SLA penalties and deductions as a percentage of our revenue from operations for the period and fiscal years indicated:

Particulars	Nine months ended December 31, 2024	Year ended March 31,		
		2024	2023	2022
	(₹ in million, except percentages)			
SLA penalties and deductions [A]	19.07	37.81	36.67	40.12
SLA penalties and deductions as a percentage of revenue from operations [C = A/B] (%)	0.36%	0.60%	0.68%	1.02%
Revenue from operations [B]	5,298.58	6,338.25	5,430.34	3,925.87

KEY PERFORMANCE INDICATORS AND CERTAIN NON-GAAP MEASURES

In evaluating our business, we consider and use certain non-GAAP financial measures and key performance indicators. For a table setting forth certain non-GAAP financial measures and key performance indicators, see “Our Business – Overview” on page 172.

RECONCILIATIONS OF NON-GAAP FINANCIAL MEASURES

EBIT, EBITDA, EBIT Margin and EBITDA Margin

The following tables sets forth our EBIT, EDITDA, EBIT Margin and EBITDA Margin which are non-GAAP financial measures, for the period and fiscal years indicated:

Particulars	Nine months ended December 31, 2024	Year ended March 31,		
		2024	2023	2022
	(₹ in million, except percentages)			
Profit for the year	387.41	501.59	188.54	47.52
Add:				
Total tax expenses	139.50	121.58	(28.40)	(20.25)
Finance costs	175.19	234.40	261.47	205.77
Less:				
Other income	59.17	117.08	74.23	35.54
EBIT [A]	642.93	740.49	347.38	197.50
Add:				
Depreciation and amortisation expense	263.08	329.20	519.18	342.72
EBITDA [B]	906.01	1,069.68	866.56	540.22
Revenue from operations [C]	5,298.58	6,338.25	5,430.34	3,925.87
EBIT Margin [D = (A/C)] (%)	12.13%	11.68%	6.40%	5.03%
EBITDA Margin [E = (B/C)] (%)	17.10%	16.88%	15.96%	13.76%

PAT Margin

The following tables set forth our PAT Margin, which is a non-GAAP financial measure, for the period and fiscal years indicated:

Particulars	Nine months ended December 31, 2024	Year ended March 31,		
		2024	2023	2022
		(₹ in million, except percentages)		
Profit for the year [A]	387.41	501.59	188.54	47.52
Revenue from operations [B]	5,298.58	6,338.25	5,430.34	3,925.87
PAT Margin [C = (A/B)] (%)	7.31%	7.91%	3.47%	1.21%

Return on Capital Employed

The following tables set forth our Return on Capital Employed, which is a non-GAAP financial measure, for the period and fiscal years indicated:

Particulars	Nine months ended December 31, 2024	As at and for the year ended March 31,		
		2024	2023	2022
		(₹ in million, except percentages)		
EBIT ⁽¹⁾ [A]	642.93	740.49	347.38	197.50
Non-current borrowings	1,267.29	1,427.98	1,583.13	1,413.67
Current borrowings	648.73	631.36	802.51	787.75
Total lease liabilities	480.28	381.30	359.25	354.04
Gross Debt	2,396.30	2,440.64	2,744.89	2,555.46
Less:				
Cash and cash equivalents	549.85	366.49	362.23	309.62
Bank balances other than cash and cash equivalents	998.99	830.57	791.82	682.02
Margin money in the form of fixed deposits	19.53	9.49	36.88	53.56
Fixed deposits maturing after 12 months	–	12.39	–	–
Net Debt [B]	827.93	1,221.70	1,553.96	1,510.26
Total Equity [C]	1,933.88	1,545.21	1,046.25	852.47
Closing Capital Employed [D =B+C]	2,761.81	2,766.91	2,600.21	2,362.73
Opening Capital Employed [E]	2,766.91	2,600.21	2,362.73	1,976.89*
Average Capital Employed [F= (D+E)/2]	2,764.36	2,683.56	2,481.47	2,169.81
Return on Capital Employed [G = (A/F)] (%)	23.26%⁽²⁾	27.59%	14.00%	9.10%

Notes:

* For the reconciliation of the Opening Capital Employed for the year ended March 31, 2022, see the table below.

(1) EBIT is defined as profit for the year plus (i) total tax expenses and (ii) finance costs less other income.

(2) Not annualised.

Particulars	Year ended March 31, 2022
	(₹ in million)
Opening non-current borrowings	1,145.56
Opening current borrowings	418.42
Opening lease liabilities	76.50
Opening Gross Debt	1,640.48
Less:	
Opening cash and cash equivalents	243.83
Opening bank balances other than cash and cash equivalents	213.38
Opening margin money in the form of fixed deposits	3.35
Opening fixed deposits maturing after 12 months	–
Opening Net Debt [A]	1,179.92
Opening Total Equity [B]	796.97
Opening Capital Employed [C =A+B]	1,976.89

Return on Equity

The following table sets forth our Return on Equity, which is a non-GAAP financial measure, for the period and fiscal years indicated:

Particulars	As at and for the nine months ended December 31, 2024	As at and for the year ended March 31,		
		2024	2023	2022
		(₹ in million, except percentages)		
Profit for the year [A]	387.41	501.59	188.54	47.52
Closing Total Equity [B]	1,933.88	1,545.21	1,046.25	852.47
Opening Total Equity [C]	1,545.21	1,046.25	852.47	796.97*
Average Total Equity [D = (B+C)/2]	1,739.54	1,295.73	949.36	824.72
Return on Equity [E = (A/D)] (%)	22.27%*	38.71%	19.86%	5.76%

Note:

*Not annualised.

Net Debt to EBITDA Ratio

The following tables sets forth our Net Debt to EBITDA Ratio, which is a non-GAAP financial measure, as at the dates indicated:

Particulars	As at December 31, 2024	As at March 31,		
		2024	2023	2022
		(₹ in million, except ratios)		
Net Debt ⁽¹⁾ [A]	827.93	1,221.70	1,553.96	1,510.26
EBITDA ⁽²⁾ [B]	906.01	1,069.68	866.56	540.22
Net Debt to EBITDA Ratio [C = (A/B)]	0.91*	1.14	1.79	2.80

Notes:

* Not annualised.

(1) Net Debt is calculated as the sum of non-current borrowings, current borrowings and total lease liabilities less cash and cash equivalents, bank balances other than cash and cash equivalents, margin money in the form of fixed deposits and fixed deposits maturing after 12 months.

(2) EBITDA is calculated as profit for the period/year minus other income plus (i) finance costs, (ii) depreciation and amortisation expense and (iii) total tax expenses.

Net Debt to Equity Ratio

The following tables sets forth our Net Debt to Equity Ratio, which is a non-GAAP financial measure, as at the dates indicated:

Particulars	As at December 31, 2024	As at March 31,		
		2024	2023	2022
		(₹ in million, except ratios)		
Net Debt ⁽¹⁾ [A]	827.93	1,221.70	1,553.96	1,510.26
Total Equity [B]	1,933.88	1,545.21	1,046.25	852.47
Net Debt to Equity Ratio [C = (A/B)]	0.43	0.79	1.49	1.77

Note:

(1) Net Debt is calculated as the sum of non-current borrowings, current borrowings and total lease liabilities less cash and cash equivalents, bank balances other than cash and cash equivalents, margin money in the form of fixed deposits and fixed deposits maturing after 12 months.

SIGNIFICANT ACCOUNTING POLICIES

Set forth below is a list of material accounting policies adopted in the preparation of the Restated Consolidated Financial Information

Basis of Preparation

The Restated Consolidated Financial Information have been prepared to comply in all material respects with the requirements of Section 26 of Part I of Chapter III of the Companies Act, 2013, as amended (the “**Act**”) read with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time, in pursuance of provisions of Securities and Exchange Board of India Act, 1992 (“**ICDR Regulations**”), and the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India (“**ICAI**”), as amended from time to time (the “**Guidance Note**”).

The Restated Consolidated Financial Information have been compiled by the Management from:

- a. The audited Special Purpose Interim Consolidated Financial Statements of the Company as at and for the nine month period ended 31 December 2024 prepared in accordance with Indian Accounting Standard (Ind AS) 34 “Interim Financial Reporting”, specified under section 133 of the Act and other accounting principles generally accepted in India, except for the presentation of comparative financial information in accordance with Ind AS 34 (the “**2024 Special Purpose Interim Consolidated Financial Statements**”), which have been approved by the Board of Directors at their meeting held on 25 March 2025;
- b. As at and for the year ended 31 March 2022:
 - (i) The audited special purpose consolidated financial statements of the Company as at and for the year ended 31 March 2022 prepared in accordance with the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Companies Act, 2013, read with Companies (Indian Accounting Standards) Rules, 2015 (as amended) and other relevant provisions of the Companies Act, 2013, which have been approved by the Board of Directors at their meeting held on 23 December 2024.
 - (ii) From the audited consolidated financial statements of the Company as at and for the year ended 31 March 2022 prepared in accordance with the Indian Accounting Standards (referred to as “Ind AS”), which were approved by the Board of Directors in their meeting held on 02 May 2022.
- c. The audited consolidated financial statements of the Company as at and for the years ended 31 March 2024 and 31 March 2023 prepared in accordance with the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Companies Act, 2013, read with Companies (Indian Accounting Standards) Rules, 2015 (as amended) and other relevant provisions of the Companies Act, 2013, which have been approved by the Board of Directors at their meeting held on 29 April 2024 and 01 May 2023 respectively.

The Restated Consolidated Financial Information have been prepared so as to contain information / disclosures and incorporating adjustments set out below in accordance with the ICDR Regulations:

- a. Adjustments to the profits or losses of the earlier periods/years and of the period in which the change in the accounting policy has taken place is recomputed to reflect what the profits or losses of those period would have been if a uniform accounting policy was followed in each of these period, if any;
- b. Adjustments for reclassification of the corresponding items of income, expenses, assets and liabilities, in order to bring them in line with the groupings as per the audited special purpose interim consolidated financial statements of the Group for the nine months period ended 31 December 2024 and the requirements of the SEBI Regulations, if any;
- c. The resultant impact of tax due to the aforesaid adjustments, if any.

The Restated Consolidated Financial Information have been prepared on accrual and going concern basis. The accounting principles have been consistently applied by the Company in preparation of the Restated Consolidated Financial Information and are consistent with those adopted in the preparation of Special Purpose Interim Consolidated Financial Statements as at and for the nine months ended 31 December 2024.

The Restated Consolidated Financial Information does not reflect the effects of events that occurred subsequent to the respective dates of the board meeting held for the approval of the Special Purpose Interim Consolidated Financial Statements as at and for the nine months ended 31 December 2024 and Special Purpose Consolidated Financial Statements for the year ended 31 March 2022 and Audited Financial Statements for the year ended 31 March 2024 and 31 March 2023 respectively as mentioned above.

Basis of measurement

The restated consolidated financial information have been prepared under the historical cost convention on an accrual and going concern basis, except where the relevant Ind AS requires the financial instruments to be classified as fair value through profit or loss ('FVTPL') and are measured at fair value, including the following material items:

- a. certain financial assets and financial liabilities that are measured at fair value; and
- b. The defined benefit liability which is recognised as the present value of defined benefit obligation.

Accounting policies have been applied consistently to all periods presented in these restated consolidated financial information.

The restated consolidated financial information are based on the classification provisions contained in Ind AS 1, 'Presentation of Financial Statements' and division II of schedule III of the Companies Act 2013. For the purpose of clarity, various items are aggregated in the restated consolidated statement of profit and loss and restated consolidated statement of assets and liabilities. These items are disaggregated separately in the notes to the restated consolidated financial information, where applicable or required.

Fair value measurement

The Group records certain financial assets and liabilities at fair value on a recurring basis. The Group determines fair value based on the price it would receive to sell an asset or pay to transfer a liability in an orderly transaction between market participants at the measurement date and either in the principal market or in the absence of a principal market, most advantageous market for that asset or liability.

Fair value hierarchy

Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities. Level 1 hierarchy includes financial instruments measured using quoted prices. This includes listed equity instruments, bonds and debentures and mutual funds that have quoted price. The fair value of all financial instruments which are traded in the stock exchanges is valued using the closing price as at the reporting period.

Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices). The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximize the use of observable market data and rely as little as possible on entity specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3 - Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs). If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities included in level 3.

In accordance with Ind-AS 113, 'Fair value measurement', assets and liabilities are to be measured based on the following valuation techniques:

- (i) Market approach – Prices and other relevant information generated by market transactions involving identical or comparable assets or liabilities.
- (ii) Income approach – Converting the future amounts based on market expectations to its present value using the discounting method.
- (iii) Cost approach – Replacement cost method.

Basis of consolidation

The restated consolidated financial information comprise the financial information of the Company (referred to in this subsection as the "**Holding Company**") and its subsidiaries as at, and for the period/year then ended. Control is achieved when the Group:

- has power over the investee;
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power over the investee to affect its returns.

The Group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control over the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the Restated consolidated financial information from the date the Group gains control until the date the Group ceases to control the subsidiary.

Restated consolidated financial information are prepared using uniform accounting policies for like transactions and other events in similar circumstances. If a member of the Group uses accounting policies other than those adopted in the Restated consolidated financial information for like transactions and events in similar circumstances, appropriate adjustments are made to that Group member's financial statements in preparing the Restated consolidated financial information to ensure conformity with the Group's accounting policies.

The restated financial information of all entities used for the purpose of consolidation are drawn up to the same reporting dates as that of the Holding Company.

In preparing the restated consolidated financial information, the Group has used the following key consolidation procedures:

- Combine like items of assets, liabilities, equity, income, expenses and cash flows of the Holding Company with those of its subsidiaries. For this purpose, income and expenses of the subsidiary are based on the amounts of assets and liabilities recognised in the restated consolidated financial information at the acquisition date.
- Offset (eliminate) the carrying amount of the Holding Company's investment in each subsidiary and the Holding Company's portion of equity of each subsidiary.
- Eliminate in full intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between entities of the Group. Profits or losses resulting from intragroup transactions that are recognised in assets, such as inventory and property, plant and equipment, are eliminated in full. However, intragroup losses may indicate an impairment that requires recognition in the Restated consolidated financial information. Ind-AS 12 on Income Taxes applies to temporary differences that arise from the elimination of profits and losses resulting from intragroup transactions.
- Profit or loss and each component of other comprehensive income (OCI) are attributed to the equity holders of the Holding Company.

Business Combination

The Group applies the acquisition method in accounting for business combinations. The cost of acquisition is the aggregate of the consideration transferred measured at fair value at the acquisition date. Acquisition costs are charged to the Statement of Profit and Loss in the period in which they are incurred.

At the acquisition date, identifiable assets acquired and liabilities assumed are measured at fair value. Goodwill is measured as excess of the aggregate of the fair value of the consideration transferred over the fair value of the net of identifiable assets acquired and liabilities assumed. If the fair value of the net of identifiable assets acquired and liabilities assumed is in excess of the aggregate mentioned above, the resulting gain on bargain purchase is recognised.

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.

Current versus non-current classification

The Group presents assets and liabilities in the statement of assets and liabilities based on current/non-current classification. An asset is classified as current when it is:

- (i) Expected to be realised or intended to be sold or consumed in the 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 the asset is 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 the 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. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments, do not affect its classification.

The Group classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realization in cash and cash equivalents. The Group has identified twelve months as its operating cycle.

Property, plant and equipment and capital work in progress

Recognition and measurement

An item is recognised as an asset, if and only if, it is probable that the future economic benefits associated with the item will flow to the Group and its cost can be measured reliably. Property, plant and equipment under construction and cost of assets not ready for use at the period-end are disclosed as Capital Work-In-Progress ('CWIP').

Items of property, plant and equipment ('PPE') and CWIP are initially recognised at cost. All items of property, plant and equipment are measured at cost less accumulated depreciation and impairment losses, if any. Cost comprises the purchase price and directly attributable cost of bringing the asset to its working condition for its intended use. Cost of an item of property, plant and equipment also includes present value of the expected cost for the decommissioning of an asset after its use if the recognition criteria for a provision are met. Any trade discounts and rebates are deducted in arriving at the purchase price. General and specific borrowing costs directly attributable to the construction of a qualifying asset are capitalized as part of the cost.

Subsequent expenditure related to an item of property, plant and equipment is included in the asset's carrying value or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits attributable to such subsequent cost associated with the item will flow to the Group. The carrying amount of any component accounted for as a separate asset is de-recognised when replaced. All other expenses on existing items of property, plant and equipment, including day-to-day repairs, maintenance expenditure and cost of replacing parts, are recognised in the statement of profit and loss during the reporting period in which such expenses are incurred.

Advances given towards purchase of an item of property, plant and equipment or capital work in progress outstanding as at each balance sheet date are disclosed under non-current financial assets.

Depreciation

The Group depreciates property, plant and equipment over the estimated useful lives using the straight-line method effective from Fiscal 2024 (written down value method till Fiscal 2023).

The estimated useful lives of assets are as follows:

Category	Useful life
Buildings	60 years
Plant & Machineries	5 to 15 years
Leasehold improvements	Shorter of useful life or lease period
Right-of-use assets	Lease period
Computer equipments	3 years
Furniture and fixtures	10 years
Office equipments	5 years
Vehicles	8 years

Based on technical assessment, the useful lives as given above best represent the period over which the management expects to use these assets. The estimated useful lives for these assets may therefore be different from the useful lives prescribed under Part C of Schedule II of the Companies Act 2013.

The residual values are generally not more than 5% of the original cost of the asset. The asset's residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each period end and adjusted prospectively, if appropriate.

Where, during any financial year, any addition has been made to any asset, or where any asset has been sold, discarded, demolished or destroyed, or significant components replaced; depreciation on such assets is calculated on a pro rata basis as individual assets with specific useful life from the month of such addition or, as the case may be, up to the month on which such asset has been sold, discarded, demolished or destroyed or replaced.

Derecognition

An item of property, plant and equipment and any significant part, initially recognised, is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is recognised in the statement of profit and loss when the asset is derecognised.

Intangible assets

Recognition and measurement

Intangible assets are recognised when the Group controls the asset, and it is probable that future economic benefits attributed to the asset will flow to the Group and the cost of the asset can be measured reliably. Intangible assets acquired separately are measured on initial recognition at historical cost.

Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses, if any. Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use. Internally generated intangibles, excluding capitalised software development costs, are not capitalised and the related expenditure is reflected in profit or loss in the period in which the expenditure is incurred.

Subsequent expenditure is capitalized only when it increases the probable future economic benefits from the specific asset to which it relates.

The useful lives of intangible assets are assessed as either finite or indefinite. Intangible assets with finite lives are amortised over the useful economic life on a straight line method effective from the Fiscal 2024 (written down value method till Fiscal 2023) and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are accounted for by modifying the amortisation period or method, as appropriate, and are treated as changes in accounting estimates and adjusted accordingly. The amortisation expense on intangible assets with finite lives is recognised in the Statement of Profit and Loss.

The estimated useful lives of intangible assets are as follows:

Category	Useful life
Goodwill	Indefinite
Computer software	3 years

Intangible assets with indefinite useful lives are not amortised, but are tested for impairment annually, either individually or at the cash-generating unit level. The assessment of indefinite life is reviewed annually to determine whether the indefinite life continues to be supportable. If not, the change in useful life from indefinite to finite is made on a prospective basis.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit or loss when the asset is derecognised.

Goodwill

Goodwill is initially recorded at the amount by which the purchase price for a business or for an ownership interest in a controlled entity exceeds the fair value attributed to its net assets at date of acquisition. Goodwill on acquisitions of subsidiaries is included in intangible assets. Goodwill is allocated to cash generating units, and is tested annually for impairment, or more frequently if events or changes in circumstances indicate that it might be impaired and is carried at cost less accumulated impairment losses.

Goodwill is allocated to cash-generating units for the purpose of impairment testing.

Software

Costs incurred in developing products or systems and costs incurred in acquiring software and licenses that will contribute to probable future economic benefits through revenue generation and/or cost reduction are capitalised to software. Costs capitalised include external direct costs of materials, services, and direct payroll and payroll related costs of employees' time spent on the project.

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

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. However, trade receivables that do not contain a significant financing component are measured at transaction price.

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in below categories:

- (i) Financial assets at amortised cost;
- (ii) Financial assets at fair value through other comprehensive income (FVTOCI); and
- (iii) Financial assets, derivatives and equity instruments at fair value through profit or loss (FVTPL).

Financial assets at amortised cost

A financial asset is measured at the amortised cost if both the following conditions are met:

- (i) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and

- (ii) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. EIR is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of a financial asset. When calculating EIR, the Group estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayments, extensions call and similar options) but does not consider the expected credit losses. Amortised 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 interest income based on EIR is included as interest income as a part of other income in the statement of profit and loss. The losses arising from impairment are recognised in profit or loss. This category generally applies to trade and other receivables.

Financial assets at FVTOCI

A 'financial asset' is classified as at the FVTOCI if both of the following criteria are met:

- (i) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and
- (ii) The asset's contractual cash flows represent SPPI.

Financial assets included within the FVTOCI category are measured as at each reporting date at fair value. Fair value movements are recognised in the other comprehensive income (OCI). However, the Group recognizes interest income calculated using the EIR method, impairment losses & reversals and foreign exchange gain or loss in the profit or loss. On derecognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss.

Financial assets at FVTPL

FVTPL is a residual category for financial assets. Any financial assets, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

In addition, the Group may elect to designate a debt instrument, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. However, such election is made only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as '**accounting mismatch**').

Financial assets included within the FVTPL category are measured at fair value with all changes recognised in the profit or loss in respect of such assets that are not part of a hedging relationship. The gain /loss on assets measured at FVTPL are presented in the statement of profit and loss within other income in the period in which it arises. Interest income from these financial assets is included in other income.

Equity investments

All equity investments in scope of Ind-AS 109 are measured at fair value. For all equity instruments, the Group may make an irrevocable election to present the subsequent changes in the fair value in other comprehensive income. 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 FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognised in the OCI. There is no recycling of the amounts from OCI to profit or 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 gain/loss presented in the statement of profit and loss within other gains/losses in the period in which it arises.

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities.

Derecognition of financial assets

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e. removed from the Group's balance sheet) when:

- (i) The rights to receive cash flows from the asset have expired, or
- (ii) The Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either [A] the Group has transferred substantially all the risks and rewards of the asset, or [B] the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

Impairment of financial assets

All financial assets except for those at fair value through profit and loss (FVTPL) are subject to review for impairment regularly to identify whether there is any objective evidence that a financial asset or a group of financial assets is impaired. Different criteria to determine impairment are applied for each category of financial assets. The Group recognizes loss allowances on a forward-looking basis using the expected credit loss (ECL) model for the financial assets which are not fair valued through profit or loss.

Financial liabilities

Initial recognition and measurement

Financial liabilities are recognised initially at fair value adjusted with, in the case of financial liability not recorded at fair value through profit or loss, transaction costs that are directly attributable to the financial liability.

The Group's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts and financial guarantee contracts.

Subsequent measurement

After initial recognition, the financial liabilities are subsequently measured at amortised cost using effective interest method. Amortised cost is calculated after considering any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The effect of EIR amortisation is included as finance costs in the statement of profit and loss.

Borrowings

After initial recognition, borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in profit or loss over the period of the borrowing using the EIR method. Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a prepayment for liquidity services and amortised over the period of the facility to which it relates.

The fair value of the liability portion of compulsorily convertible debenture where the price of conversion of the debenture into equity share is not fixed, is determined using a market rate of interest for an equivalent non-convertible debenture. 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 financial instrument. This is recognised and included in shareholders' equity, net of income tax effects, and not subsequently remeasured.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period. Where there is a breach of a material provision of a long-term loan arrangement on or before the end of the reporting period with the effect that the liability becomes payable on demand on the reporting date, the entity does not classify the liability as current, if the lender agreed, after the reporting period and before the approval of the financial statements for issue, not to demand payment as a consequence of the breach.

Financial guarantee contracts

Financial guarantee contracts issued by the Group are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee, with corresponding increase in investment in subsidiary. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind-AS 109 and the amount recognised less cumulative amortisation.

Derecognition

A financial liability is de-recognised when the obligation under the liability is discharged or cancelled or expires. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss.

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 recognised in the statement of profit and loss.

Reclassification of financial instruments

The Group determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are financial assets, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The Group's senior management determine changes in the business model as a result of external or internal changes which are significant to the Group's operations. Such changes are evident to external parties. A change in the business model occurs when the Group either begins or ceases to perform an activity that is significant to its operations. If the Group reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Group does not restate any previously recognised gains, losses (including impairment gains or losses) or interest.

Offsetting of financial instruments

Financial assets and financial liabilities are offset, and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities 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.

Current and deferred tax

Income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable tax rate adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses / unused tax credits.

Current tax

The current income tax charge is calculated on the basis of tax laws enacted or substantially enacted at the end of the reporting period. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to tax authorities.

The net amount of tax recoverable from, or payable to, the taxation authority is included as part of receivables or payables in the balance sheet.

Current tax assets and tax liabilities are offset where the Group has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts in the financial statements at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- (i) 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 that, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; or

- (ii) In respect of taxable temporary differences associated with investments in subsidiaries, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

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:

- (i) 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 that, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; or
- (ii) In respect of deductible temporary differences associated with investments in subsidiaries, deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

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. The effect of changes in tax rates on deferred income tax assets and liabilities is recognised as income or expense in the period that includes the enactment or the substantive enactment date.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to offset current tax assets against current tax liabilities.

Current and deferred tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

Cash and cash equivalents

Cash and cash equivalents in the balance sheet comprise cash on hand, balance with bank and short-term deposits with an original maturity of three months or less, which are readily convertible to known amounts of cash and cash equivalents and subject to an insignificant risk of changes in value.

For the purpose of the restated consolidated statement of cash flows, cash and cash equivalents consist of cash on hand, balance with bank and short-term deposits, as defined above, net of outstanding bank overdrafts (including cash credit facilities) as they are considered an integral part of the Group's cash management. Bank overdrafts are shown within borrowings in current liabilities in the balance sheet.

Provisions and contingencies

Provisions

A provision is recognised when the Group has a present legal or a constructive obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are recognised for legal claims and service warranties. Provisions are not recognised for future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is the pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in provision due to the passage of time is recognised as an interest expense. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

Asset Retirement Obligations (ARO)

ARO are recognised for those operating lease arrangements where the Group has an obligation at the end of the lease period to restore the leased premises in a condition similar to inception of lease. ARO are provided at the present value of expected costs to settle the obligation and are recognised as part of the cost of that particular asset and depreciated in the same manner as the asset to which it pertains. The estimated future costs of decommissioning are reviewed annually and any changes in the estimated future costs or in the discount rate applied are adjusted from the cost of the asset.

The Group reviews and revises the estimated cost and discount rate at the end of each reporting period. The present value of initial estimate of such liability and changes to such liability arising from the changes in the estimated cost and the discount rate are capitalized with respective items of property, plant and equipment. However, unwinding of discount from one period to another is taken to profit or loss.

Contingent liabilities and Contingent assets

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle, or a reliable estimate of the amount cannot be made.

Contingent asset is not recognised and is disclosed only where an inflow of economic benefits are probable.

Revenue recognition

Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation. The transaction price of services rendered is net of variable consideration on account of various discounts and schemes offered by the Company as part of the contract. Revenue is recognised when the control is transferred to the customer and when the Company has completed its performance obligations under the contracts.

At the inception of the new contractual arrangement with the customer, the Company identifies the performance obligations inherent in the agreement. The terms of the contracts are such that the services to be rendered represent a series of services that are substantially the same with the same pattern of the transfer to the customer.

Revenue is recognised as follows:

- (i) Revenue from services represents the amounts that reflects the consideration to which the Company expects to be entitled in exchange for those services rendered.
- (ii) For contract-based business (Expressed or implied), revenue represents the sales value of work carried out for customers during the period. Such revenues are recognised in the period in which the service is rendered.
- (iii) Unbilled revenue (contract assets) net of expected deductions is recognised at the end of each period. Such unbilled revenue is reversed in the subsequent period when actual invoice is raised.
- (iv) Unearned income (contract liabilities) represents revenue billed but for which services have not yet been performed. The same is released to the statement of profit and loss as and when the services are rendered.

Rendering of services

Revenue from cash management services and allied operations is recognised over time when the required services are rendered in accordance with the contracts / agreements entered into with the customer and is disclosed net off credit notes, if any. Revenue from annual maintenance contracts is recognised, over the period of the respective contract.

When the contract outcome cannot be measured reliably, revenue is recognised only to the extent that the expenses incurred are eligible to be recovered.

Interest income

For all financial assets measured either at amortised cost, interest income is recorded using the effective interest rate (EIR). Interest income is included in other income in the statement of profit and loss.

Dividends

Dividend income from investments is recognised in profit or loss as other income when the Group's right to receive payments is established.

Employee benefits

The Group's employee benefits mainly include wages, salaries, bonus, compensated absences, defined contribution plans and defined benefit plans. The employee benefit expenses are recognised in the year in which the associated services are rendered by the employees of the Group.

Short-term obligations

Liabilities for wages and salaries, including non-monetary benefits and compensated absences that are expected to be settled within twelve months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to reporting date and are measured at the amounts expected to be paid when the liabilities are settled. The liability for compensated absences is recognised in the provision for employee benefits. All other short-term employee benefit obligations are presented as employee benefits payable under other current financial liabilities.

Bonus

The Group recognises a liability and an expense for bonus. The Group recognises a provision where contractually or legally obliged or where there is a past practice that has created a constructive obligation.

Compensated absences

The employees of the Group are entitled to compensated absences which are both accumulating and non-accumulating in nature. The employees can carry forward up to a specified portion of the unutilized accumulated compensated absences and utilize it in future periods or receive cash at retirement. The expected cost of accumulating compensated absences is determined by actuarial valuation (using the projected unit credit method) based on the additional amount expected to be paid as a result of the unused entitlement that has accumulated at the balance sheet date. The expense of non-accumulating compensated absences is recognised in the statement of profit and loss in the year in which the absences occur. Re-measurements arising out of actuarial gains / losses are immediately taken into the statement of profit and loss and are not deferred.

In respect of those employees who are entitled to an encashment of the leave at the end of every calendar year, a provision is created to account for the liability.

The obligations are presented as current liabilities in the balance sheet if the entity does not have an unconditional right to defer settlement for at least twelve months after the reporting date, regardless of when the actual settlement is expected to occur.

Post-employment obligations

The Group operates the following post-employment schemes:

- i) Defined contribution plans such as provident fund and employees' state insurance; and
- ii) Defined benefit plans such as gratuity.

Defined contribution plan

The Group's policy is to contribute on a defined contribution basis for eligible employees, to Employees' Provident Fund, Employees' Pension Scheme, and Employees' State Insurance Scheme towards post-employment benefits, all of which are administered by the respective Government authorities and has no further obligation beyond making its contribution which is expected in the year in which it pertains. The contributions in the above plans are recognised as employee benefit expense when they are due.

Defined benefit plan

The Group has a defined benefit plan, viz. Gratuity, for all its employees, the liability for which is accrued and provided for as determined by an independent actuarial valuation. The liability recognised in the balance sheet in respect of gratuity plans is the present value of the defined benefit obligation at the end of the reporting period. The defined benefit is actuarially determined (using the projected unit credit method) at the end of each reporting period.

Present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields on government bonds at the end of the reporting periods, that have approximately similar terms to the related obligation.

The Group recognises the following changes in the net defined benefit obligation as an expense in the statement of profit and loss:

- (i) Service costs comprising current service costs, past-service costs, gains and losses on curtailments and non-routine settlements; and
- (ii) Net interest expense or income.

Past service costs are recognised in profit or loss on the earlier of:

- (i) The date of the plan amendment or curtailment, and
- (ii) The date that the Group recognises related restructuring costs.

The net interest is calculated by applying the above mentioned discount rate to the net balance of the defined benefit obligations. This cost is included in the employee benefits expense in the statement of profit and loss.

Remeasurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability (excluding amounts included in 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 in the period in which they occur. Remeasurements are not reclassified to profit or loss in subsequent periods.

Borrowing costs

Borrowing costs include interest calculated on the effective interest rate method, other costs incurred in connection with borrowing and exchange differences arising from foreign currency borrowings to the extent that they are regarded as an adjustment to the interest cost. General and specific borrowing costs directly attributable to the acquisition, construction or production of the assets that necessarily take a substantial period of time to get ready for their intended use or sale ("**qualifying assets**"), are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. Eligible transaction/ ancillary costs incurred in connection with the arrangement of borrowings are adjusted with the proceeds of the borrowings. All other borrowing costs are expensed in the statement of profit and loss within finance costs in the period in which they are incurred.

Leases

Group as a lessee

The Group's lease asset classes primarily consist of leases for buildings, equipment and vehicles. For any new contracts, entered into or changed on or after April 1, 2019, the Group assesses whether a contract is, or contains a lease. A lease is defined as 'a contract, or part of a contract, that conveys the right to use an asset (the underlying asset) for a period in

exchange for consideration'. To apply this definition, the Group assesses whether the contract meets three key evaluations which are whether:

- (i) the contract contains an identified asset, which is either explicitly identified in the contract or implicitly specified by being identified at the time the asset is made available to the Group;
- (ii) The Group has the right to obtain substantially all of the economic benefits from use of the identified asset throughout the period of use, considering its rights within the defined scope of the contract; and
- (iii) The Group has the right to direct the use of the identified asset throughout the period of use.

The Group assesses whether it has the right to direct 'how and for what purpose' the asset is used throughout the period of use.

Measurement and recognition of leases as a lessee

At lease commencement date, the Group recognises a Right-of-Use asset ('RoU') and a corresponding lease liability on the balance sheet. The right-of-use asset is measured at cost, which comprises of the initial measurement of the lease liability, any initial direct costs incurred by the Group, an estimate of any costs to dismantle and remove the asset at the end of the lease, and adjusted with any lease payments made in advance of the lease commencement date (net of any incentives received).

The Group depreciates the right-of-use assets using the straight line method effective from Fiscal 2024 (written down value method till Fiscal 2023) from the lease commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. The Group also assesses the right-of-use asset for impairment when such indicators exist.

Ind AS 116 requires lessees to determine the lease term as the non-cancellable period of a lease adjusted with an option to extend or terminate the lease, if the use of such option is reasonably certain. The lease term in future periods is reassessed to ensure that the lease term reflects the current economic circumstances.

Extension and termination options are included in a number of leases of the Group. These are used to maximise operational flexibility in terms of managing the assets used in the Group's operations. The majority of extension and termination options held are exercisable only by the Group and not by the respective lessor.

At the commencement date, the Group measures the lease liability at the present value of the lease payments unpaid at that date, discounted using the interest rate implicit in the lease if that rate is readily available or the Group's incremental borrowing rate. Lease payments included in the measurement of the lease liability comprises of fixed payments (including in substance fixed), variable payments based on an index or rate, amounts expected to be payable under a residual value guarantee and payments arising from options reasonably certain to be exercised.

Subsequent to initial measurement, the liability will be reduced with the amount of lease payments made and increased for interest expense. It is remeasured to reflect any reassessment or modification, or if there are changes in in-substance fixed payments. When the lease liability is remeasured, the corresponding adjustment is reflected in the right-of-use asset, or profit and loss if the right-of-use asset is already reduced to zero.

The Group has elected to account for short-term leases that have a lease term of twelve months or less and leases of low-value assets using the practical expedients. Instead of recognising a right-of-use asset and lease liability, the payments in relation to these are recognised as an expense in profit or loss on a straight-line basis over the lease term.

Lease liability and right-of-use assets have been separately presented in the notes to the financial statements under 'Other financial liability' and 'Property, plant and equipment' (except those meeting the definition of investment property) respectively. Lease payments have been classified as 'cash flow from financing activity'.

Group as a 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 payments are structured to increase in line with the expected general inflation to compensate for the expected inflationary cost increase under “Other Income” in the statement of Profit and Loss. 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. The respective leased assets are included in the balance sheet based on their nature.

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 so as to reflect a constant periodic rate of return on the net investment outstanding in respect of the lease.

Impairment of non-financial assets

Goodwill and intangible assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. Other non-financial assets, other than inventories and deferred tax assets, are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset’s carrying amount exceeds its recoverable amount.

The recoverable amount is the higher of its fair value less cost of disposal and its value-in-use. Value-in-use is the present value of future cash flows expected to be derived from the asset. For the purposes of impairment testing, assets are grouped at the lowest levels for which there are separately identifiable cash flows which are largely independent of the cash inflows from other assets or group of assets (Cash-Generating Units or CGU). Impairment occurs when the carrying amount of a CGU including the goodwill, exceeds the estimated recoverable amount of the CGU. For the purpose of impairment testing, goodwill acquired in a business combination is allocated to the Group’s CGUs expected to benefit from the synergies arising from the business combination. Total impairment loss of a CGU is allocated first to reduce the carrying amount of goodwill allocated to the CGU and then to the other assets of the CGU, pro-rata on the basis of the carrying amount of each asset in the CGU. An impairment loss on goodwill recognised in the statement of profit and loss is not reversed in the subsequent period. Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of impairment at the end of each reporting period.

Earnings per share

Basic earnings per share are calculated by dividing the net profit for the period attributable to equity shareholders of the Holding Company (after deducting preference dividends and attributable taxes) by the weighted average number of equity shares outstanding during the period.

Partly paid equity shares are treated as a fraction of an equity share to the extent that they were entitled to participate in dividends relative to a fully paid equity share during the reporting period. The weighted average number of equity shares outstanding during the period is adjusted for events of bonus issue; bonus element in a rights issue to existing shareholders; share split; and reverse share split (consolidation of shares).

Diluted Earnings per share amounts are computed by dividing the net profit attributable to the equity holders of the Holding Company (after deducting preference dividends and attributable taxes but after adjusting the after income tax effect of interest and other financing cost associated with dilutive potential equity shares) by the weighted average number of equity shares considered for deriving basic earnings per share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. The diluted potential equity shares are adjusted for the proceeds receivable had the shares been actually issued at fair value (i.e. the average market value of the outstanding shares). Dilutive potential equity shares are deemed converted as at the beginning of the year, unless issued at a later date. Dilutive potential equity shares are determined independently for each period presented.

Inventories

Inventories are valued at the lower of the cost or net realizable value. Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

Cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on first in, first out basis.

Foreign currency translation

Items included in the financial statements of each entity of the Group are measured using the currency of the primary economic environment in which the entity operates (“**the functional currency**”). The Restated consolidated financial information of the Group is presented in Indian Rupee (INR) which is also the Holding Company’s functional currency.

Transactions in foreign currencies are initially recorded by the entity of the Group at their respective functional currency spot rates prevailing at the date the transaction. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates prevailing at the reporting date.

Subsequently, differences arising on restatement or settlement of monetary items are recognised in profit or loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions and translation differences are recognised in OCI with the accumulation in other equity as foreign currency translation reserve. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognised in OCI or profit or loss are also recognised in OCI or profit or loss, respectively). The equity items denominated in foreign currencies are translated at historical cost.

Exceptional items

Exceptional items refer to items of income or expense within the statement of profit and loss from ordinary activities which are non-recurring and are of such size, nature or incidence that their separate disclosure is considered necessary to explain the performance of the Group.

Recent Indian Accounting Standards (Ind AS)

Ministry of Corporate Affairs (“MCA”) notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the nine months period ended 31 December 2024, MCA has not notified any new standards or amendments to the existing standards applicable to the Group.

Significant accounting judgements, estimates and assumptions

Use of estimates and judgment

The preparation of the restated consolidated financial information in conformity with Ind-AS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses and other comprehensive income (OCI) that are reported and disclosed in the restated consolidated financial information and accompanying notes.

Estimates and underlying assumptions are reviewed on an ongoing basis. They are based on historical experience and other factors including expectations of future events that may have a financial impact on the Group and that are believed to be reasonable under the circumstances. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

Judgements

In the process of applying the Group’s accounting policies, management has made various judgements, which have the most significant effect on the amounts recognised in the restated consolidated financial information.

This note provides an overview of the areas that involved a higher degree of judgement or complexity, and of items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed. Detailed information about each of these estimates and judgements is included in relevant notes together with information about the basis of calculation for each affected line item in the financial statements. In particular, information about significant areas of estimation uncertainty and critical judgements in applying accounting policies that have the most significant effect on the amounts recognised in the restated consolidated financial information includes:

Impairment

The Group assesses impairment at each reporting date by evaluating conditions specific to the Group that may lead to impairment of assets. Where an impairment trigger exists, the recoverable amount of the asset is determined. Value-in-use calculations performed in assessing recoverable amounts incorporate a number of key estimates.

Recognition of Deferred Tax assets

Deferred tax assets are recognised for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

Defined benefit obligation

The cost of the defined benefit gratuity obligation and other post-employment benefits and the present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

The mortality rate is based on publicly available mortality tables. Those mortality tables tend to change only at interval in response to demographic changes. Future salary increases, and gratuity increases are based on expected future inflation rates.

Fair value measurement of financial instruments

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the Discounted Cash Flows model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

Leases

Ind AS 116 requires lessees to determine the lease term as the non-cancellable period of a lease adjusted with any option to extend or terminate the lease, if the use of such option is reasonably certain. The Company makes an assessment on the expected lease term on a lease-by-lease basis and there by assesses whether it is reasonably certain that any options to extend or terminate the contract will be exercised. In evaluating the lease term, the Company considers factors such as any significant leasehold improvements undertaken over the lease term, costs relating to the termination of the lease and the importance of the underlying asset to Company's operations taking into account the location of the underlying assets the availability of suitable alternatives. The lease term in future periods is reassessed to ensure that the lease term reflects the current economic circumstances.

Provisions

At each balance sheet date basis the management judgement, changes in facts and legal aspects, the Group assesses the requirement of provisions against the outstanding contingent liabilities. However, the actual future outcome may be different from this judgement.

Contingencies

Contingent liabilities may arise from the ordinary course of business in relation to claims against the Group, including legal, contractual and other claims. By their nature, contingencies will be resolved only when one or more uncertain future events occur or fail to occur. The assessment of the existence, and potential quantum, of contingencies inherently involves the exercise of significant judgements and the use of estimates regarding the outcome of future events.

Useful lives of tangible/intangible assets

The Group reviews its estimate of the useful lives of tangible/intangible assets at each reporting date, based on the expected utility of the assets.

Description of Key Components of our Statement of Profit and Loss

Income

Our income comprises (i) revenue from operations; and (ii) other income.

Revenue from Operations

Our revenue from operations comprises revenue earned and accrued from (i) cash in transit services; (ii) retail cash management (doorstep banking) services; (iii) ATM cash replenishment and first level maintenance services; (iv) cash assistant-cash peon services (collectively, the “**Traditional Cash Logistics Services**”); and (v) new solutions, which are value added and synergetic solutions for a range of valuables, including cash. These solutions integrate traditional cash services and/or existing company assets with a bundling component to deliver enhanced value to clients (collectively, the “**New Solutions**”).

Other Income

Other income includes (i) interest income relating to fixed deposits; (ii) interest income on income tax refund; (iii) net gain on sale of property, plant and equipment; (iv) foreign exchange gain; and (v) other items.

Expenses

Our expenses comprises (i) employee benefits expenses; (ii) finance costs; (iii) depreciation and amortisation expenses; and (iv) other expenses.

Employee Benefits Expenses

Employee benefit expenses primarily consist of employee salaries, wages and bonuses, and to a lesser extent, contributions to provident fund and other welfare and retirement funds including accruals and payments for other defined benefit obligations / other long term benefits and staff welfare expenses.

Finance Costs

Finance costs consist of interest expenses on borrowings, interest on lease liabilities and other borrowing costs.

Depreciation and Amortisation Expense

Depreciation and amortisation expenses includes depreciation on property, plant and equipment, depreciation on right of use assets and amortisation intangibles over the period corresponding to their useful lives.

Other Expenses

Our other expenses mainly comprise: (i) cash van crew charges, which are the charges for third-party sourced personnel to operate cash vans; (ii) fuel and lubricants, which are primarily costs incurred by our secured vehicles; (iii) travelling and conveyance; (iv) repairs and maintenance (in relation to buildings, machinery, vehicle and others); (v) rates and taxes; (vi) cash processing and other charges; and (vii) allowance for expected credit loss/(write-back of allowance for expected credit loss).

RESULTS OF OPERATIONS

The following tables set forth selected financial data from our Restated Consolidated Financial Information for the nine months ended December 31, 2024 and Fiscals 2024, 2023 and 2022, and the components of which are also expressed as a percentage of total income for the relevant period and fiscal years indicated:

Particulars	Nine months ended December 31, 2024		Year ended March 31,					
			2024		2023		2022	
	Amount (₹ in million)	% of total income	Amount (₹ in million)	% of total income	Amount (₹ in million)	% of total income	Amount (₹ in million)	% of total income
Income								
Revenue from operations	5,298.58	98.90%	6,338.25	98.19%	5,430.34	98.65%	3,925.87	99.10%
Other income	59.17	1.10%	117.08	1.81%	74.23	1.35%	35.54	0.90%
Total income	5,357.75	100.00%	6,455.33	100.00%	5,504.57	100.00%	3,961.41	100.00%
Expenses								
Employee benefits expense	1,803.52	33.66%	2,226.35	34.49%	1,848.37	33.58%	1,514.96	38.24%
Finance costs	175.19	3.27%	234.40	3.63%	261.47	4.75%	205.77	5.19%
Depreciation and amortisation expenses	263.08	4.91%	329.20	5.10%	519.18	9.43%	342.72	8.65%
Other expenses	2,589.05	48.32%	3,042.21	47.13%	2,715.41	49.33%	1,870.69	47.22%
Total expenses	4,830.84	90.17%	5,832.16	90.35%	5,344.43	97.09%	3,934.14	99.31%
Profit before tax	526.91	9.83%	623.17	9.65%	160.14	2.91%	27.27	0.69%
Tax expense:								
Current tax	73.98	1.38%	(0.11)	0.00%	9.00	0.16%	—	—
Deferred tax	65.52	1.22%	121.69	1.89%	(37.40)	(0.68)%	(20.25)	(0.51)%
Total tax expense	139.50	2.60%	121.58	1.88%	(28.40)	(0.52)%	(20.25)	(0.51)%
Profit for the period/year	387.41	7.23%	501.59	7.77%	188.54	3.43%	47.52	1.20%

For the Nine months ended December 31, 2024

Income

Total income was ₹5,357.75 million in the nine months ended December 31, 2024, primarily due to revenue from operations of ₹5,298.58 million in the nine months ended December 31, 2024.

Revenue from Operations

The table below sets forth a breakdown of our revenue from operations by service type for the period indicated:

Particulars	Nine months ended December 31, 2024 (₹ in million)
Cash in transit services [A]	2,534.50
Retail cash management (doorstep banking) services [B]	1,331.52
ATM cash replenishment and first level maintenance services [C]	904.85
Cash assistant-cash peon services [D]	66.07
Traditional Cash Logistics Services [E=A+B+C+D]	4,836.94
New Solutions	461.64
Revenue from operations	5,298.58

Our revenue from operations was ₹5,298.58 million in the nine months ended December 31, 2024, which was primarily due to:

- (i) revenue from Traditional Cash Logistics Services of ₹4,836.94 million, driven by the expansion of our cash in transit services through successful PSU tenders and adjustments in tariffs for certain key clients, which was negatively impacted by a reduction in the price per unit vehicle due to competitive market conditions; and
- (ii) revenue from New Solutions of ₹461.64 million in the nine months ended December 31, 2024, which was primarily due to the deployment of additional solutions across various segments, including major contract wins with Government-owned organisations in Chhattisgarh and public sector bank tenders.

Other Income

Other income was ₹59.17 million in the nine months ended December 31, 2024, which was primarily due to interest income of ₹52.19 million in the nine months ended December 31, 2024.

Expenses

Total expenses was ₹4,830.84 million in the nine months ended December 31, 2024, primarily due to the reasons below.

Employee Benefit Expenses

Employee benefit expenses was ₹1,803.52 million in the nine months ended December 31, 2024, which was primarily due to salaries, wages and bonus of ₹1,655.32 million in the nine months ended December 31, 2024.

Finance Costs

Finance costs was ₹175.19 million in the nine months ended December 31, 2024, which was primarily due to interest expense of ₹136.45 million in the nine months ended December 31, 2024.

Depreciation and Amortisation Expenses

Depreciation and amortisation expenses was ₹263.08 million in the nine months ended December 31, 2024, which was primarily due to depreciation on property, plant, and equipment of ₹262.40 million in the nine months ended December 31, 2024.

Other Expenses

The table below sets forth details of our other expenses and certain of the expenses forming part of our other expenses for the period indicated:

Particulars	Nine months ended December 31, 2024
	(₹ in million)
Other expenses	2,589.05
Of which:	
Cash van crew charges	1,042.60
Fuel and lubricants	734.76
Travelling and conveyance	140.59
Repairs and maintenance (in relation to buildings, machinery, vehicle and others)	128.88
Cash processing and other charges	118.38
Rates and taxes	86.20
Allowance for expected credit loss	74.26

Other expenses was ₹2,589.05 million in the nine months ended December 31, 2024, which was primarily due to:

- (i) cash van crew charges of ₹1,042.60 million in the nine months ended December 31, 2024, which was primarily due to the hiring expenses in relation to our 5,575 outsourced cash van crew from third party vendor as at December 31, 2024;

- (ii) fuel and lubricants of ₹734.76 million in the nine months ended December 31, 2024, which was due to the expenses incurred in relation to our 3,402 secured vehicles in operation as at December 31, 2024;
- (iii) travelling and conveyance of ₹140.59 million in the nine months ended December 31, 2024, which was primarily due to travel expenses for indirect staff for client visits and operations, as well as conveyance paid to direct staff for performing operations.

Profit Before Tax

Primarily for the reasons stated above, our profit before tax was ₹526.91 million in the nine months ended December 31, 2024.

Tax Expenses

Tax expenses was ₹139.50 million in the nine months ended December 31, 2024, which was primarily due to (i) current tax expenses of ₹73.98 million in the nine months ended December 31, 2024; and (ii) deferred tax expenses of ₹65.52 million in the nine months ended December 31, 2024.

Profit for the Period

Primarily for the reasons stated above, our profit for the period was ₹387.41 million in the nine months ended December 31, 2024.

Fiscal 2024 Compared to Fiscal 2023

Income

Total income increased by 17.27% from ₹5,504.57 million in Fiscal 2023 to ₹6,455.33 million in Fiscal 2024, primarily due to a 16.72% increase in revenue from operations from ₹5,430.34 million in Fiscal 2023 to ₹6,338.25 million in Fiscal 2024.

Revenue from Operations

The table below sets forth a breakdown of our revenue from operations by service type for the Fiscals indicated:

Particulars	Fiscal 2024	Fiscal 2023	Percentage increase/ (decrease) (%)
	(₹ in million)		
Cash in transit services [A]	2,840.48	2,416.68	17.54%
Retail cash management (doorstep banking) services [B]	1,749.13	1,519.79	15.09%
ATM cash replenishment and first level maintenance services [C]	1,272.84	1,142.65	11.39%
Cash assistant-cash peon services [D]	125.52	129.94	(3.41)%
Traditional Cash Logistics Services [E=A+B+C+D]	5,987.97	5,209.06	14.95%
New Solutions	350.28	221.28	58.30%
Revenue from operations	6,338.25	5,430.34	16.72%

Our revenue from operations increased by 16.72% from ₹5,430.34 million in Fiscal 2023 to ₹6,338.25 million in Fiscal 2024, which increase was due to:

- (i) a 14.95% increase in revenue from Traditional Cash Logistics Services from ₹5,209.06 million in Fiscal 2023 to ₹5,987.97 million in Fiscal 2024 which was primarily due to:
 - a 17.54% increase in revenue from cash in transit services from ₹2,416.68 million in Fiscal 2023 to ₹2,840.48 million in Fiscal 2024, which increase was primarily due to an increase in the volume of cash in transit services driven by new order wins and rate increases from some existing clients, which was partially offset by decreases in prices due to pricing pressure from increased competition;

- a 15.09% increase in revenue from retail cash management (doorstep banking) services from ₹1,519.79 million in Fiscal 2023 to ₹1,749.13 million in Fiscal 2024, which increase was primarily due to an increase in the volume of retail cash management (doorstep banking) services rendered due to new order wins in Fiscal 2024, higher cash burial revenue, and the invoicing of arrears due to revised rates as per the regulations from one of our top clients, which was partially offset by decreases in prices due to pricing pressure from increased competition; and
 - a 11.39% increase in revenue from ATM cash replenishment and first level maintenance services from ₹1,142.65 million in Fiscal 2023 to ₹1,272.84 million in Fiscal 2024, which increase was primarily due to higher ATM service rates, resulting from the adoption of RBI and MHA regulations compliant models, such as converting to cassette swap. For more details, see “– Significant Factors Affecting our Results of Operations and Financial Condition – Effects of RBI and MHA Regulations on Unit Pricing and Revenue Growth” on page 324.
- (ii) a 58.30% increase in revenue from New Solutions from ₹221.28 million in Fiscal 2023 to ₹350.28 million in Fiscal 2024, which increase was primarily due to an increase in new deployments across nearly all New solutions, including major wins with government-owned organisations in Punjab and the successful deployment of banking on wheels for a private bank.

Other Income

Other income increased by 57.73% from ₹74.23 million in Fiscal 2023 to ₹117.08 million in Fiscal 2024. This increase was primarily due to (i) a 65.70% increase in net gain on sale of property, plant and equipment from ₹17.67 million in Fiscal 2023 to ₹29.28 million in Fiscal 2024; and (ii) a 477.10% increase in receipt of interest on income tax refund from ₹1.31 million in Fiscal 2023 to ₹7.56 million in Fiscal 2024.

Expenses

Total expenses increased by 9.13% from ₹5,344.43 million in Fiscal 2023 to ₹5,832.16 million in Fiscal 2024, primarily due to the reasons below.

Employee Benefit Expenses

Employee benefit expenses increased by 20.45% from ₹1,848.37 million in Fiscal 2023 to ₹2,226.35 million in Fiscal 2024, which increase was primarily due to higher salaries driven by wage inflation and a 5.23% increase in the number of employees from 10,517 as at March 31, 2023 to 11,067 as at March 31, 2024, which increase was primarily due to new deployments requiring additional staff.

Finance Costs

Finance costs decreased by 10.35% from ₹261.47 million in Fiscal 2023 to ₹234.40 million in Fiscal 2024, which decrease was primarily due to a 13.33% decrease in interest expense from ₹218.51 million in Fiscal 2023 to ₹189.39 million in Fiscal 2024, which was primarily due to a decrease in borrowings.

Depreciation and Amortisation Expenses

Depreciation and amortisation expenses decreased by ₹189.98 million, or 36.59%, from ₹519.18 million in Fiscal 2023 to ₹329.20 million in Fiscal 2024, which decrease was primarily due to a ₹189.72 million, or 36.58%, decrease in depreciation on property, plant, and equipment from ₹518.60 million in Fiscal 2023 to ₹328.88 million in Fiscal 2024, which decrease was due to a change in the accounting estimate for depreciation from the written down value method to the straight line method effective from April 1, 2023.

Other Expenses

The table below sets forth details of our other expenses and certain of the expenses forming part of our other expenses for the Fiscals indicated:

Particulars	Fiscal 2024	Fiscal 2023	Percentage increase/ (decrease) (%)
	(₹ in million)		
Other expenses	3,042.21	2,715.41	12.04%

Particulars	Fiscal 2024	Fiscal 2023	Percentage increase/ (decrease) (%)
	(₹ in million)		
Of which:			
Cash van crew charges	1,140.46	834.36	36.69%
Fuel and lubricants	988.14	821.24	20.32%
Travelling and conveyance	173.74	175.67	(1.10)%
Repairs and maintenance (in relation to buildings, machinery, vehicle and others)	149.36	191.80	(22.13)%
Cash processing and other charges	124.92	62.57	99.65%
Rates and taxes	120.07	87.46	37.29%
Allowance for expected credit loss/(write-back of allowance for expected credit loss)	(20.59)	158.83	N.C.*

Note:

* N.C. means not comparable.

Other expenses increased by 12.04% from ₹2,715.41 million in Fiscal 2023 to ₹3,042.21 million in Fiscal 2024, which increase was primarily due to:

- (i) a 36.69% increase in cash van crew charges from ₹834.36 million in Fiscal 2023 to ₹1,140.46 million in Fiscal 2024, which increase was primarily due to an increase in the number of cash van crew and also due to higher rates charged for crew by third-party providers, driven by wage inflation. The number of cash van crew increased by 30.74% from 3,647 as at March 31, 2023 to 4,768 as at March 31, 2024, which increase was primarily due an increase in our business and the resultant need for more cash vans, which increased by 24.56% from 1,307 as at March 31, 2023 to 1,628 as at March 31, 2024;
- (ii) a 20.32% increase in fuel and lubricants from ₹821.24 million in Fiscal 2023 to ₹988.14 million in Fiscal 2024, which increase was primarily due to increased business and the increase in the number in secured vehicles;
- (iii) a 99.65% increase in cash processing and other charges from ₹62.57 million in Fiscal 2023 to ₹124.92 million in Fiscal 2024, which increase was primarily due to higher cash burial commissions driven by increased cash burial volumes under the retail cash management (doorstep banking) business line, as well as higher operational consumables associated with new deployments.

The aforementioned increases were partially offset by a write-back of expected credit loss of ₹20.59 million in Fiscal 2024 compared to an allowance for expected credit loss of ₹158.83 million in Fiscal 2023. The write-back was attributable to changes in the trade receivable profile and updated estimates based on a regular review of the trends and historical experience.

Profit Before tax

Primarily for the reasons stated above, profit before tax increased by 289.14% from ₹160.14 million in Fiscal 2023 to ₹623.17 million in Fiscal 2024.

Tax Expenses

We had a tax credit of ₹28.40 million in Fiscal 2023 compared to a tax expense of ₹121.58 million in Fiscal 2024. Our tax credit of ₹28.40 million in Fiscal 2023 was primarily due to a deferred tax credit of ₹37.40 million, which was due to the increase in deferred tax asset created on account of tax benefits under section 80JJAA of Income Tax Act, 1961, which was partially offset by current tax expense of ₹9.00 million. Our tax expense of ₹121.58 million in Fiscal 2024 was primarily due to a deferred tax expense of ₹121.69 million, which was due to the reversal of deferred tax assets created in earlier periods in respect of unused tax losses which were claimed in the previous round, which was partially offset by current tax credit of ₹0.11 million.

Profit for the Year

Primarily for the reasons stated above, our profit for the year increased by 166.04% from ₹188.54 million in Fiscal 2023 to ₹501.59 million in Fiscal 2024.

Fiscal 2023 Compared to Fiscal 2022

Income

Total income increased by 38.95% from ₹3,961.41 million in Fiscal 2022 to ₹5,504.57 million in Fiscal 2023, primarily due to an increase in revenue from operations by 38.32% from ₹3,925.87 million in Fiscal 2022 to ₹5,430.34 million in Fiscal 2023.

Revenue from Operations

The table below sets forth a breakdown of our revenue from operations by service type for the Fiscals indicated:

Particulars	Fiscal 2023	Fiscal 2022	Percentage increase/ (decrease) (%)
	(₹ in million)		
Cash in transit services [A]	2,416.68	1,720.75	40.44%
Retail cash management (doorstep banking) services [B]	1,519.79	1,051.00	44.60%
ATM cash replenishment and first level maintenance services [C]	1,142.65	853.67	33.85%
Cash assistant-cash peon services [D]	129.94	104.34	24.54%
Traditional Cash Logistics Services [E=A+B+C+D]	5,209.06	3,729.75	39.66%
New Solutions	221.28	196.12	12.83%
Revenue from operations	5,430.34	3,925.87	38.32%

Our revenue from operations increased by 38.32% from ₹3,925.87 million in Fiscal 2022 to ₹5,430.34 million in Fiscal 2023, which increase was primarily due to a 39.66% increase in revenue from Traditional Cash Logistics Services from ₹3,729.75 million in Fiscal 2022 to ₹5,209.06 million in Fiscal 2023, which increase was primarily due to:

- (i) a 40.44% increase in revenue from cash in transit services from ₹1,720.75 million in Fiscal 2022 to ₹2,416.68 million in Fiscal 2023, which increase was primarily driven by an increase in the volume of cash in transit services from new deployments following the award of two tenders from PSU banks and higher tariff rates from select clients, which was partially offset by a decrease in price per unit vehicle due to increased competition;
- (ii) a 44.60% increase in revenue from retail cash management (doorstep banking) services from ₹1,051.00 million in Fiscal 2022 to ₹1,519.79 million in Fiscal 2023, which increase was primarily due to an increase in the volume of retail cash management (doorstep banking) services rendered due to new deployments, including a major tender directly secured from a state government entity in Jharkhand and deployments for Western Railways through a leading PSU bank, as well as higher tariff rates from private clients, increased tariffs following compliance upgrades to RBI/MHA standards, and the scale-up of cash burial facilities for doorstep banking clients in Fiscal 2023. For details on the RBI and MHA Regulations, see “– Significant Factors Affecting our Results of Operations and Financial Condition – Effects of RBI and MHA Regulations on Unit Pricing and Revenue Growth” on page 324.
- (iii) a 33.85% increase in revenue from ATM cash replenishment and first level maintenance services from ₹853.67 million in Fiscal 2022 to ₹1,142.65 million in Fiscal 2023, which increase was largely due to tariff increases for ATMs undergoing cassette swap conversions initiated in Fiscal 2023 and tariff increases resulting from compliance upgrades to new RBI and MHA standards, with the majority of the conversions completed in Fiscal 2023, after their commencement in Fiscal 2022. For more details, see “– Significant Factors Affecting our Results of Operations and Financial Condition – Effects of RBI and MHA Regulations on Unit Pricing and Revenue Growth” on page 324.

Other Income

Other income increased by 108.86% from ₹35.54 million in Fiscal 2022 to ₹74.23 million in Fiscal 2023, which increase was primarily due to (i) a 94.76% increase in interest income on fixed deposits from ₹26.55 million in Fiscal 2022 to ₹51.71 million in Fiscal 2023, and (ii) a 173.11% increase in net gain on the sale of property, plant and equipment from ₹6.47 million in Fiscal 2022 to ₹17.67 million in Fiscal 2023.

Expenses

Total expenses increased by 35.85% from ₹3,934.14 million in Fiscal 2022 to ₹5,344.43 million in Fiscal 2023, primarily due to the reasons below.

Employee Benefit Expenses

Employee benefit expenses increased by 22.01% from ₹1,514.96 million in Fiscal 2022 to ₹1,848.37 million in Fiscal 2023, which increase was primarily due to an increase in the number of employees as well as increases in salaries driven by wage inflation. The number of employees increased by 17.92% from 8,919 as at March 31, 2022 to 10,517 as at March 31, 2023, which was primarily due to new deployments and the resulting need for additional staff.

Finance Costs

Finance costs increased by 27.07% from ₹205.77 million in Fiscal 2022 to ₹261.47 million in Fiscal 2023, primarily due to a 27.26% increase in interest expense from ₹171.70 million in Fiscal 2022 to ₹218.51 million in Fiscal 2023, largely attributable to higher borrowings to support new capital expenditures associated with revenue growth in Traditional Cash Logistics Services during Fiscal 2023.

Depreciation and Amortisation Expenses

Depreciation and amortisation expenses increased by 51.49% from ₹342.72 million in Fiscal 2022 to ₹519.18 million in Fiscal 2023, primarily due to a 51.75% increase in depreciation on property, plant and equipment from ₹341.74 million in Fiscal 2022 to ₹518.60 million in Fiscal 2023, which increase was primarily due to new additions of vehicles and a resulting 84.95% increase in depreciation on vehicles, from ₹183.90 million in Fiscal 2022 to ₹340.13 million in Fiscal 2023.

Other Expenses

The table below sets forth details of our other expenses and certain of the expenses forming part of our other expenses for the Fiscals indicated:

Particulars	Fiscal 2023	Fiscal 2022	Percentage increase/ (decrease) (%)
	(₹ in million)		
Other expenses	2,715.41	1,870.69	45.16%
Of which:			
Cash van crew charges	834.36	504.47	65.39%
Fuel and lubricants	821.24	539.70	52.17%
Repairs and maintenance (in relation to buildings, machinery, vehicle and others)	191.80	151.80	26.35%
Travelling and conveyance	175.67	139.86	25.60%
Allowance for expected credit loss	158.83	91.74	73.13%
Rates and taxes	87.46	60.71	44.06%
Cash processing and other charges	62.57	15.83	295.26%

Other expenses increased by 45.16% from ₹1,870.69 million in Fiscal 2022 to ₹2,715.41 million in Fiscal 2023, which increase was primarily due to:

- (i) a 65.39% increase in cash van crew charges from ₹504.47 million in Fiscal 2022 to ₹834.36 million in Fiscal 2023, which increase was primarily due to an increase in the number of cash van crew and also due to higher rates charged for crew by third-party providers, driven by wage inflation. The number of cash van crew increased by 47.53% from 2,472 as at March 31, 2022 to 3,647 as at March 31, 2023, which increase was primarily due an increase in our business and the resultant need for more secured vehicles, which increased by 30.57% from 1,001 as at March 31, 2022 to 1,307 as at March 31, 2023.
- (ii) a 52.17% increase in fuel and lubricants from ₹539.70 million in Fiscal 2022 to ₹821.24 million in Fiscal 2023, which increase was primarily due to an increase in the number of secured vehicles;

- (iii) an allowance for expected credit loss of ₹158.83 million in Fiscal 2023 compared to ₹91.74 million for expected credit loss in Fiscal 2022, primarily reflecting the provisions required under the expected credit loss policy for Fiscal 2023; and
- (iv) a 295.26% increase in cash processing and other charges from ₹15.83 million in Fiscal 2022 to ₹62.57 million in Fiscal 2023, which increase was driven by a rise in cash burial commissions due to higher cash burial volumes under the retail cash management (doorstep banking) business line, which became fully operational in Fiscal 2023, compared to its initial phase in Fiscal 2022. Additionally, there was an increase in operational consumables due to the increase in our business.

Profit Before tax

Primarily for the reasons stated above, profit before tax increased by 487.24% from ₹27.27 million in Fiscal 2022 to ₹160.14 million in Fiscal 2023.

Tax Expenses

Our tax credit increased by ₹8.15 million from a tax credit of ₹20.25 million in Fiscal 2022 to a tax credit of ₹28.40 million in Fiscal 2023, which was primarily due to a ₹17.15 million increase in deferred tax asset on account of tax benefits under section 80JJAA of Income tax Act, 1961, from ₹20.25 million in Fiscal 2022 to ₹37.40 million in Fiscal 2023.

Profit for the Year

Primarily for the reasons stated above, our profit for the year increased by 296.76% from ₹47.52 million in Fiscal 2022 to ₹188.54 million in Fiscal 2023.

FINANCIAL CONDITION

Total Assets

The table below sets forth the principal components of our total assets as at the dates indicated:

Particulars	As at December 31, 2024	As at March 31,		
		2024	2023	2022
		(₹ in million)		
Non-current assets:				
Property, plant and equipment	2,285.46	1,972.48	1,495.56	1,307.00
Capital work-in-progress	26.82	44.61	202.93	–
Goodwill	865.35	865.35	865.35	865.35
Other intangible assets	3.88	3.95	0.44	0.67
Financial assets:				
(i) Other non-current financial assets	35.54	55.87	85.53	96.50
Deferred tax assets (net)	283.32	339.48	459.28	422.79
Income tax assets (net)	149.08	147.55	171.02	122.57
Other non-current assets	4.96	21.79	9.68	13.59
Total non-current assets	3,654.41	3,451.08	3,289.79	2,828.47
Current assets:				
Inventories	5.98	8.48	11.21	7.48
Financial assets:				
(i) Trade receivables	806.44	812.93	613.84	569.71
(ii) Cash and cash equivalents	549.85	366.49	362.23	309.62
(iii) Bank balances other than cash and cash equivalents	998.99	830.57	791.82	682.02
(iv) Other current financial assets	693.11	673.25	624.30	527.71
Other current assets	399.45	346.39	306.19	260.80
Total current assets	3,453.82	3,038.11	2,709.59	2,357.34
Total assets	7,108.23	6,489.19	5,999.38	5,185.81

Our total non-current assets were ₹2,828.47 million as at March 31, 2022. It increased by 16.31% to ₹3,289.79 million as at March 31, 2023, further increased by 4.90% to ₹3,451.08 million as at March 31, 2024, and to ₹3,654.41 million as at December 31, 2024. The changes were primarily due to changes in our property, plant, and equipment, which increased

from ₹1,307.00 million as at March 31, 2022 to ₹1,495.56 million as at March 31, 2023, then to ₹1,972.48 million as at March 31, 2024, and to ₹2,285.46 million as at December 31, 2024.

Our total current assets were ₹2,357.34 million as at March 31, 2022. It increased by 14.94% to ₹2,709.59 million as at March 31, 2023, further increased by 12.12% to ₹3,038.11 million as at March 31, 2024, and to ₹3,453.82 million as at December 31, 2024. The changes in current assets were primarily driven by (i) bank balances other than cash and cash equivalents, which increased from ₹682.02 million as at March 31, 2022 to ₹791.82 million as at March 31, 2023 and further increased to ₹830.57 million as at March 31, 2024 and to ₹998.99 million as at December 31, 2024; (ii) cash and cash equivalents, which increased from ₹309.62 million as at March 31, 2022 to ₹362.23 million as at March 31, 2023 and further increased to ₹366.49 million as at March 31, 2024, and increased to ₹549.85 million as at December 31, 2024, which increases were due to increases in our revenue from operations, and (iii) trade receivables, which increased from ₹569.71 million as at March 31, 2022 to ₹613.84 million as at March 31, 2023 and further increased to ₹812.93 million as at March 31, 2024, and decreased to ₹806.44 million as at December 31, 2024, which decreases was due to improvement of collections from clients.

Total Equity and Liabilities

The table below sets forth the principal components of our total equity and liabilities as at the dates indicated:

Particulars	As at December 31, 2024	As at March 31,		
		2024	2023	2022
		(₹ in million)		
Equity				
Equity share capital	198.14	198.14	198.14	198.14
Other equity	1,735.74	1,347.07	848.11	654.33
Total equity	1,933.88	1,545.21	1,046.25	852.47
Liabilities				
Non-Current Liabilities				
Financial liabilities:				
(i) Borrowings	1,267.29	1,427.98	1,583.13	1,413.67
(ii) Lease liabilities	418.09	327.48	322.40	324.63
Provisions	107.47	97.03	88.35	85.88
Deferred tax liabilities (net)	112.51	102.72	101.72	100.87
Total non-current liabilities	1,905.36	1,955.21	2,095.60	1,925.05
Current liabilities				
Financial Liabilities:				
(i) Borrowings	648.73	631.36	802.51	787.75
(ii) Lease liabilities	62.19	53.82	36.85	29.41
(iii) Trade payables:				
- Total outstanding dues of micro enterprises and small enterprises	6.86	25.75	58.26	20.94
- Total outstanding dues of creditors other than micro enterprises and small enterprises	1,407.80	1,356.92	993.95	686.50
(iv) Other current financial liabilities	991.19	802.62	887.88	776.30
Other current liabilities	88.13	48.96	37.40	30.57
Provisions	64.09	69.34	40.68	76.82
Total current liabilities	3,268.99	2,988.77	2,857.53	2,408.29
Total liabilities	5,174.35	4,943.98	4,953.13	4,333.34
Total equity and liabilities	7,108.23	6,489.19	5,999.38	5,185.81

Our total equity increased from ₹852.47 million as at March 31, 2022 to ₹1,046.24 million as at March 31, 2023, further increased to ₹1,545.21 million as at March 31, 2024, and to ₹1,933.88 million as at December 31, 2024. These changes were primarily due to increase in other equity, which increased from ₹654.33 million as at March 31, 2022 to ₹848.11 million as at March 31, 2023 and further increased to ₹1,347.07 million as at March 31, 2024, and to ₹1,735.74 million as at December 31, 2024. The increases in other equity were primarily driven by increase in retained earnings.

Our total non-current liabilities increased from ₹1,925.05 million as at March 31, 2022, to ₹2,095.60 million as at March 31, 2023, and then decreased to ₹1,955.21 million as at March 31, 2024 and to ₹1,905.36 million as at December 31, 2024. The increase as at March 31, 2023 was primarily due to an increase in non-current borrowings, which rose from ₹1,413.67

million as at March 31, 2022 to ₹1,583.13 million as at March 31, 2023. The subsequent decrease as at March 31, 2024 and the further decrease as at December 31, 2024 were primarily due to a reduction in non-current borrowings, from ₹1,583.13 million as at March 31, 2023 to ₹1,427.98 million as at March 31, 2024 and further to ₹1,267.29 million as at December 31, 2024, which was primarily due to repayment of borrowings including debentures and term loans from related parties.

Our total current liabilities increased from ₹2,408.29 million as at March 31, 2022 to ₹2,857.53 million as at March 31, 2023 and then increased to ₹2,988.77 million as at March 31, 2024 and to ₹3,268.99 million as at December 31, 2024. The changes were primarily due to the increase in total outstanding dues to creditors other than micro enterprises and small enterprises, current borrowings and other current financial liabilities.

Our total outstanding dues of creditors other than micro enterprises and small enterprises increased from ₹686.50 million as at March 31, 2022 to ₹993.95 million as at March 31, 2023, and further increased to ₹1,356.92 million as at March 31, 2024, and to ₹1,407.80 million as at December 31, 2024 primarily driven by business growth resulting increase in services from vendors.

Our current borrowings increased from ₹787.75 million as at March 31, 2022 to ₹802.51 million as at March 31, 2023 and decreased to ₹631.36 million as at March 31, 2024, primarily due to reduction in utilisation of working capital facilities. It increased to ₹648.73 million as at December 31, 2024, primarily due to increase in scheduled current maturities of long term debt.

Our other current financial liabilities increased from ₹776.30 million as at March 31, 2022 to ₹887.88 million as at March 31, 2023 primarily due to increase in provision for credit notes from clients, increase in capital creditor and increase in employee benefits payables in Fiscal 2023 and subsequently decreased to ₹802.62 million as at March 31, 2024 primarily due to decrease in provision for credit notes from clients on account of change in provision for expected credit notes based on regular review of the trends and historical experience, decrease in capital creditors, decrease in interest accrued but not due and increase in employee benefit payable and increased to ₹991.19 million as at December 31, 2024.

Liquidity and Capital Resources

As at December 31, 2024, our cash and cash equivalents were ₹549.85 million.

We fund our operations primarily through cash flows from operations and both current and non-current borrowings.

CASH FLOWS

The following table sets forth certain information relating to our cash flows in the period and fiscal years indicated:

Particulars	Nine months ended December 31, 2024	Fiscal		
		2024	2023	2022
		(₹ in million)		
Net cash flow				
Net cash flow generated from operating activities [A]	1,038.20	1,196.43	1,116.09	975.86
Net cash (used in) investing activities [B]	(509.71)	(483.17)	(867.00)	(1,310.08)
Net cash (used in)/generated from financing activities (C)	(344.47)	(564.91)	(149.52)	493.98
Net increase in cash and cash equivalents (A+B+C)	184.02	148.35	99.57	159.76
Cash and cash equivalents at the beginning of the period/year	365.83	217.48	117.91	(41.85)
Cash and cash equivalents at the end of the period/year	549.85	365.83	217.48	117.91

Operating Activities

Nine months ended December 31, 2024

Net cash generated from operating activities was ₹1,038.20 million for the nine months ended December 31, 2024. The profit before tax for the nine months ended December 31, 2024 was ₹526.91 million. Adjustments primarily included depreciation and amortisation expense of ₹263.08 million, finance costs of ₹175.19 million and allowance for expected credit loss of ₹74.26 million.

Operating profit before working capital changes was ₹980.07 million for the nine months ended December 31, 2024. Working capital changes include an increase in other current financial liabilities of ₹186.51 million and an increase in other current liabilities of ₹39.17 million. The foregoing was partially offset by an increase in trade receivables of ₹67.76 million and an increase in other current assets of ₹53.04 million.

Fiscal 2024

Net cash generated from operating activities was ₹1,196.43 million for Fiscal 2024. The profit before tax for Fiscal 2024 was ₹623.17 million. Adjustments primarily included depreciation and amortisation expense of ₹329.20 million, finance costs of ₹234.40 million and interest income of ₹(79.09) million.

Operating profit before working capital changes was ₹1,057.81 million for Fiscal 2024. Working capital changes include an increase in trade payables of ₹321.46 million and an increase in other current assets of ₹29.94 million. The foregoing was partially offset by an increase in trade receivables of ₹178.50 million and an increase in other current financial assets of ₹52.16 million.

Fiscal 2023

Net cash generated from operating activities was ₹1,116.09 million for Fiscal 2023. The profit before tax for Fiscal 2023 was ₹160.14 million. Adjustments primarily included depreciation and amortisation expense of ₹519.18 million, finance costs of ₹261.47 million and allowance for expected credit loss of ₹158.83 million.

Operating profit before working capital changes was ₹1,019.56 million in Fiscal 2023. Working capital changes included an increase in trade payables of ₹335.95 million and an increase in other current financial liabilities of ₹185.24 million. The foregoing was partially offset by an increase in trade receivables of ₹202.97 million and an increase in other current financial assets of ₹88.49 million.

Fiscal 2022

Net cash generated from operating activities was ₹975.86 million for Fiscal 2022. The profit before tax for Fiscal 2022 was ₹27.27 million. Adjustments primarily included depreciation and amortisation expense of ₹342.72 million and finance costs of ₹205.77 million.

Operating profit before working capital changes was ₹633.19 million in Fiscal 2022. Working capital changes included a decrease in trade receivables of ₹280.60 million, an increase in trade payables of ₹242.91 million and an increase in other current financial assets of ₹60.84 million. The foregoing was partially offset by an increase in other current assets of ₹138.21 million and a decrease in other current financial liabilities of ₹25.36 million in Fiscal 2022.

Investing Activities

Nine months ended December 31, 2024

Net cash used in investing activities was ₹509.71 million for the nine months ended December 31, 2024. This primarily resulted from (i) investment in fixed deposits of ₹734.08 million; and (ii) purchase of property, plant and equipment and changes in capital work in progress including capital creditors and capital advances of ₹392.90 million, which was partially offset by redemption of fixed deposits of ₹568.02 million.

Fiscal 2024

Net cash used in investing activities was ₹483.17 million for Fiscal 2024. This primarily resulted from (i) rollover of existing fixed deposits of ₹1,233.24 million and investment in fixed deposits of ₹23.75 million; and (ii) purchase of property, plant and equipment and changes in capital work in progress of ₹594.39 million, which was partially offset by redemption of fixed deposits of ₹1,233.24 million.

Fiscal 2023

Net cash used in investing activities was ₹867.00 million for Fiscal 2023. This primarily resulted from (i) purchase of property, plant and equipment and changes in capital work in progress of ₹845.72 million; and (ii) redemption of fixed deposits of ₹593.35 million, which was partially offset by interest received of ₹52.91 million.

Fiscal 2022

Net cash used in investing activities was ₹1,310.08 million for Fiscal 2022. This primarily resulted from (i) purchase of property, plant and equipment and changes in capital work in progress of ₹811.02 million; and (ii) investment in fixed deposits of ₹518.87 million, which was partially offset by proceeds from sale/disposal of property, plant and equipment of ₹10.85 million.

Financing Activities

Nine months ended December 31, 2024

Net cash used in financing activities was ₹344.47 million for the nine months ended December 31, 2024. This primarily resulted from repayment of long-term borrowings of ₹431.35 million and interest paid of ₹128.78 million. The foregoing was partially offset by proceeds from long term borrowings of ₹338.93 million.

Fiscal 2024

Net cash used in financing activities was ₹564.91 million for Fiscal 2024. This primarily resulted from proceeds from repayment of term loans of ₹1,111.73 million and interest paid of ₹273.07 million. The foregoing was partially offset by proceeds from term loans of ₹1,079.31 million.

Fiscal 2023

Net cash used in financing activities was ₹149.52 million for Fiscal 2023. This primarily resulted from proceeds from repayment of term loans of ₹345.23 million, interest paid of ₹310.17 million and bonds/debentures repaid/redeemed of ₹294.00 million. The foregoing was partially offset by the proceeds from term loans of ₹869.66 million.

Fiscal 2022

Net cash inflow from financing activities was ₹493.98 million for Fiscal 2023. This primarily resulted from proceeds from term loans of ₹924.74 million. The foregoing was partially offset by the repayment of term loans of ₹193.33 million and interest paid of ₹171.19 million.

BORROWINGS

As at December 31, 2024, we had gross debt of ₹2,396.30 million, which consisted of non-current borrowings, current borrowings, and total lease liabilities.

Our loan agreements generally contain covenants, including stipulations on the use of proceeds and restrictions on indebtedness, liens, asset sales, investments, transfer or ownership interests and certain changes in business. These covenants may limit our ability to pay dividends or receive loans or advances, subject to the lender's waiver or consent. There were no defaults in repayment of principal or interest to lenders during the nine months ended December 31, 2024 and 2023 and Fiscals 2024, 2023 and 2022. See *“Risk Factors – Our financing agreements contain covenants that limit our flexibility in operating our business. Any future failure to meet the conditions under our financing arrangements or obtain any consents thereunder could have a material adverse effect on our business, financial condition, results of operations and cash flows”* on page 40.

The following table provides the types and amounts of our outstanding borrowings as at the dates indicated:

Particulars	As at December 31, 2024	As at March 31,		
		2024	2023	2022
		(₹ in million)		
Non-current borrowings	1,267.29	1,427.98	1,583.13	1,413.67

Particulars	As at December 31, 2024	As at March 31,		
		2024	2023	2022
		(₹ in million)		
Current borrowings	648.73	631.36	802.51	787.75
Total lease liabilities	480.28	381.30	359.25	354.04
Gross Debt⁽¹⁾	2,396.30	2,440.64	2,744.89	2,555.46

Note:

(1) Gross Debt is calculated as the sum of non-current borrowings, current borrowings and total lease liabilities.

The following table sets forth our borrowings with floating interest rates and such amounts as a percentage of our gross debt as at the dates indicated:

Particulars	As at December 31, 2024	As at March 31,		
		2024	2023	2024
		(₹ in million, except percentages)		
Borrowings with floating interest rates [A]	120.11	136.84	320.15	396.43
Borrowings with floating interest rates as a percentage of gross debt [C = A/B] (%)	5.01%	5.61%	11.66%	15.51%
Gross Debt⁽¹⁾ [B]	2,396.30	2,440.64	2,744.89	2,555.46

Note:

(1) Gross Debt is calculated as the sum of non-current borrowings, current borrowings and total lease liabilities.

For more details of our (i) non-current borrowings, which comprise (a) secured term loans and (b) unsecured bonds/debentures and term loans; and (ii) current borrowings, which comprise loans repayable on demand, see “Financial Information – Note 14 – Borrowings” on page 295.

CONTINGENT LIABILITIES

The table below sets forth our contingent liabilities that have not been accounted for in our financial statements as at the dates indicated:

Particulars	As at December 31, 2024	As at March 31,		
		2024	2023	2022
		(₹ in million)		
Claims against the Group not acknowledged as debt:				
- Litigation matters with respect to direct taxes	352.81	351.38	350.82	350.82
- Litigation matters with respect to indirect taxes	75.13	67.89	2.51	2.51
Total	427.94	419.27	353.33	353.33

For further information on our contingent liabilities, see “Financial Statements – Note 28: Contingent Liabilities” on page 306.

CONTRACTUAL OBLIGATIONS AND COMMITMENTS

The following table summarises the maturity profile of our financial liabilities based on contractual undiscounted payments as at December 31, 2024:

Particulars	As at December 31, 2024					
	Payment due by period					
	On demand	Less than 3 months	3 to 12 months	1 to 5 years	More than 5 years	Total
	(₹ in million)					
Borrowings	–	264.79	539.05	1,443.00	–	2,246.84
Lease liability	–	34.51	100.08	454.60	243.37	832.56

Particulars	As at December 31, 2024					
	Payment due by period					
	On demand	Less than 3 months	3 to 12 months	1 to 5 years	More than 5 years	Total
	(₹ in million)					
Other financial liabilities	–	991.19	–	–	–	991.19
Trade payables	–	1,414.66	–	–	–	1,414.66

CAPITAL EXPENDITURES

The following table sets forth additions to property, plant and equipment by category of expenditure for the period and years indicated. These assets primarily relate to expenditure on secured vehicles, buildings, plant and machinery and capital work-in-progress.

Particulars	Nine months ended December 31, 2024	Year ended March 31,		
		2024	2023	2022
		(₹ in million)		
Buildings*	163.04	106.93	43.79	321.72
Leasehold improvement	21.38	26.93	26.11	–
Plant and machinery*	75.45	21.03	55.90	118.03
Furniture and fixture	4.77	0.56	0.80	3.35
Office equipment	17.65	35.03	13.50	5.56
Computer equipment	4.23	8.89	17.86	14.35
Vehicles*	291.28	625.27	557.00	712.78
Total property, plant and equipment [A]	577.80	824.64	714.96	1,175.79
Capital work-in-progress (net) # [B]	(17.79)	(158.32)	202.93	–
Total [C=A+B]	560.01	666.32	917.89	1,175.79

Note:

* Includes assets taken on lease and further classified as right-of-use assets in line with the requirements of Ind AS 116.

Additions to property, plant and equipment are routed through capital work-in-progress. Therefore, capital work-in progress is presented on a net basis (i.e., additions during the period/year net of sale/transfer during the period/year).

OFF-BALANCE SHEET TRANSACTIONS

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.

RELATED PARTY TRANSACTIONS

We have entered into transactions with related parties. For details of related party transactions, as per Ind AS 24 – Related Party Disclosures, see “Related Party Transactions” and “Financial Information – Note 31.1 – Related party transactions/outstanding balances” on pages 310.

QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk mainly comprises currency risk and interest rate risk. Financial instruments affected by market risk include loans and borrowings, loans and deposits given and derivative financial instruments.

Qualitative Disclosures

Foreign Currency Risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates which arises from assets and liabilities denominated in currencies other than the functional currency of the respective entities and foreign currency revenue and cash flows. Our exposure to the risk of changes in foreign currency exchange rates relates primarily to our operating activities (when revenue or expense is denominated in a foreign

currency). We have limited foreign currency transactions resulting in the foreign currency risk being low. The exchange rate between the Indian Rupee and foreign currencies has fluctuated in recent years and may continue to do so in the future. Consequently, our results of operations may be affected as the Indian Rupee appreciates/depreciates against these currencies.

Interest Rate Risk

Interest rate risk primarily arises from floating rate borrowing, including various revolving and other lines of credit. Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Our exposure to the risk of changes in market interest rates arises on borrowings with floating interest rate, which is not material.

Quantitative Disclosures

For quantitative disclosures about market risk, as required by Ind AS 107: Financial Instruments, see “*Financial Statements — Note 32 – Financial Risk Management*” on page 314.

UNUSUAL OR INFREQUENT EVENTS OR TRANSACTIONS

Except as described in this Draft Red Herring Prospectus, there have been no events or transactions to our knowledge that, in our judgment, would be considered “unusual” or “infrequent”.

SIGNIFICANT ECONOMIC CHANGES THAT MATERIALLY AFFECTED OR ARE LIKELY TO AFFECT REVENUE FROM OPERATIONS

Other than as described in this section, and in “*Our Business*”, “*Risk Factors*” and “*Industry Overview*” on pages 172, 28 and 123, respectively, there have been no significant economic changes that materially affected or are likely to affect our revenue from operations.

OFF-BALANCE SHEET COMMITMENTS AND ARRANGEMENTS

We do not have any off-balance sheet arrangements or other relationships with other entities that would have been established for the purpose of facilitating off-balance sheet arrangements.

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 “– *Significant Factors Affecting our Results of Operations and Financial Condition*” and the uncertainties described in “*Risk Factors*” on pages 323 and 28, 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 “– *Significant Factors Affecting our Results of Operations and Financial Condition*” on pages 28, 172 and 323, respectively, to our knowledge there are no known factors that may affect the future relationship between costs and revenues.

MATERIAL INCREASES IN REVENUES AND SALES

Material increases in our revenues and sales are primarily due to the reasons described in “– *Significant Factors Affecting our Results of Operations and Financial Condition*” beginning on page 323.

NEW PRODUCT OR BUSINESS SEGMENTS

Other than as described in this section and “*Our Business*” on page 172, there are no new products or business segments that are currently proposed to be developed or launched.

SEASONALITY

We experience higher volumes of business close to and during festivals, such as Dusshera, Diwali, and, calendar year closure (December) and financial year closure (March) due to an increase in transactions in those periods, leading to higher volumes of cash transactions and consequently, higher revenues for us. As a result, we expect our revenue from operations to be higher in the third quarter of each fiscal year than in the other quarters. For more details, see *“Risk Factors – Our business is subject to seasonal fluctuations. Our revenue from operations is higher in the third quarter of each Fiscal than in the other quarters. Any slowdown in demand for our services during the third quarter of a Fiscal could have a material adverse effect on our financial condition, results of operations and cash flows for that Fiscal”* on page 54.

SIGNIFICANT DEPENDENCE ON SINGLE OR FEW SUPPLIERS OR CLIENTS

A large portion of our business and revenues emanate from our top five clients. For details on risks of significant dependence on a few clients, see *“Risk Factors – We derive a substantial portion of our revenue from a limited number of clients. If one or more of our key clients ceased doing business with us or substantially reduced its dealings with us or we renewed our contracts with them on less favorable terms, our revenues could decline, which could have an adverse effect on our business, results of operations, cash flows and financial condition”*.

COMPETITIVE CONDITIONS

Increased competition resulted in us decreasing our prices for retail cash management (doorstep banking) in Fiscal 2024. However, increases in volumes more than offset those price decreases.

RESERVATIONS, QUALIFICATIONS AND ADVERSE REMARKS IN THE AUDITORS’ REPORTS

There are no reservations, qualifications or adverse remarks by our Statutory Auditors in their report on the Restated Consolidated Financial Information. However, there is certain emphasis of matters in the Restated Consolidated Financial Information in relation to the preparation of the Special Purpose Interim Consolidated Financial Statements prepared by the Company’s management for the Restated Consolidated Financial Information for the nine months ended December 31, 2024 and years ended March 31, 2024, March 31, 2023 and March 31 2022 in relation to the Offer.

SIGNIFICANT DEVELOPMENTS AFTER DECEMBER 31, 2024 THAT MAY AFFECT OUR FUTURE RESULTS OF OPERATIONS

Except as disclosed in this Draft Red Herring Prospectus, to our knowledge no circumstances have arisen since December 31, 2024, that could materially and adversely affect or are likely to affect, our operations, trading or profitability, or the value of our assets or our ability to pay our liabilities within the next 12 months.

SECTION VI: LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

Except as stated below as on the date of this Draft Red Herring Prospectus, there are no outstanding (i) criminal proceedings (including matters which are at FIR stage whether cognizance has been taken or not by any court or judicial authority)(including for Key Managerial Personnel and Senior Management;), (ii) actions taken penalties imposed by statutory or regulatory authorities (including penalties and notices) (including for Key Managerial Personnel and Senior Management;), (iii) claims related to direct and indirect tax matters (disclosed in consolidated manner) and (iv) Other pending litigations based on lower of the threshold criteria mentioned below. Which is determined to be material by the Company as per the materiality policy adopted pursuant SEBI ICDR Regulations in each case involving our Company, our Subsidiaries, Promoters and Directors (“**Relevant Parties**”). Further, there are no: (i) disciplinary actions including any penalty imposed by the SEBI or Stock Exchanges against our Promoters in the last five Fiscals including any outstanding action; or (ii) outstanding litigation involving our Group Companies that have a material impact on our Company.

For the purpose of identification of material litigation in (iv) above, our Board has considered and adopted the following policy on materiality with regard to outstanding litigation involving the Relevant Parties to be disclosed by our Company in this Draft Red Herring Prospectus pursuant to resolution dated March 25, 2025:

All outstanding legal proceedings involving the Relevant Parties (other than as set out in (i), (ii) and (iii) above) shall be disclosed:

- (i) Litigation where the value or expected impact in terms of the value involved in such proceedings exceeds the lower of (a) 2% of the turnover of our Company as per the last Restated Consolidated Financial Information; or (b) 2% of the net worth of our Company as per the last Restated Consolidated Financial Information; except in case the arithmetic value of the net worth is negative; or (c) 5% of the average of the absolute value of the profit or loss after tax of our Company, as per the last three Restated Consolidated Financial Information, in this case being, ₹ 12.29 million (i.e., lower of: (a) ₹ 126.76 million, being 2% of the turnover of the Company as per the last Restated Consolidated Financial Information; (b) ₹ 30.90 million, being 2% of the net worth of the Company as per the last Restated Consolidated Financial Information; and (c) ₹ 12.29 million, being 5% of the average of the absolute value of the profit/ loss after tax as per the last three Restated Consolidated Financial Information) (“**Materiality Threshold**”); or
- (ii) where the monetary liability is not determinable or quantifiable or does not exceed the Materiality Threshold as specified in (i) above, for any other outstanding litigation or arbitration proceedings, but the outcome of any such pending proceedings may have a material bearing, in the opinion of the Board, on the business, operations, performance, results of operations, prospects, financial position or reputation of the Company or where a decision in one case is likely to affect the decision in similar cases even though the amount involved in the individual cases may not exceed the Materiality Threshold in (i) above;

For the purpose of the above, pre-litigation notices received by the Relevant Parties, from third parties (excluding notices from governmental, statutory, regulatory or tax authorities or notices threatening criminal action) shall not be evaluated for materiality and shall not be, unless otherwise decided by the Board, considered as outstanding litigation until such the Relevant Parties, as the case may be, are impleaded as a party in the litigation/arbitration proceedings/ investigation/ regulatory action before any judicial/arbitral forum, tribunal or government authority.

Further, pursuant to a Board resolution dated March 25, 2025, our Board has considered and adopted a policy on materiality for the purpose of disclosure of material creditors in this Draft Red Herring Prospectus according to which all creditors of our Company to whom the amount due from our Company exceeds 5.00% of the total trade payables of our Company as of the latest financial period covered in the Restated Consolidated Financial Information are material creditors (i.e., ₹ 70.73 million based on the Restated Consolidated Financial Information as of and for the period ended December 31, 2024). Further, for outstanding dues to MSMEs, the disclosure is based on information available with our Company regarding the status of the creditors under section 2 of the Micro, Small and Medium Enterprises Development Act, 2006, as amended and read with the rules and notifications thereunder.

Unless stated to the contrary, the information provided below is as of the date of this Draft Red Herring Prospectus. All terms defined in a particular litigation disclosure below correspond to that litigation only.

I. Litigation involving our Company

(a) Criminal proceedings against our Company

1. Our Company is involved in certain matters which involve claims under the Motor Vehicles Act, 1988 including cases pertaining to vehicle accidents. As on the date of this Draft Red Herring Prospectus, eleven first information reports (“**FIRs**”) and compensation applications have been filed before the Motor Vehicle Accident Claim Tribunal (“**MVACT**”) of various states against our Company, involving an aggregate amount of ₹ 27.79 million. FIRs have been filed against our Company under sections 138, 166 of the Motor Vehicle Act, 1988 and sections 279, 337, 338 of the Indian Penal Code, 1860 at the Vellanur Police Station, Lefunga Police Station, Pariyaram Medical College Police Station, Gyaspur Police Station, and Banavram Police Station, on the grounds, allegedly, *inter alia*, (i) rash and negligent driving, (ii) causing hurt by act endangering life or personal safety of others, and (iii) causing grievous hurt by act endangering life or personal safety of others. All these matters are currently pending before the relevant MVACT.

(b) Criminal proceedings by our Company

1. Our Company through its regional manager (“**Complainant**”) filed a complaint on July 13, 2023, under section 145(1) of Criminal Procedure Code, 1973, before the Metropolitan Magistrate Court at Andheri, Mumbai (“**Metropolitan Court**”) against Prakash Sitaram Pawar, Maharashtra Navnirman Kamgar Sena and others (“**Accused**”). The Accused had repeatedly trespassed into the office, assaulted the Complainant and had given death threats. However, the Metropolitan Court dismissed the application vide order dated August 17, 2024 on grounds of lack of jurisdiction and directed the parties to raise their respective claims before the Industrial Court at Mumbai. Subsequently, the Complainant filed a criminal revision application on September 24, 2024, in the Court of Sessions at Dindoshi Mumbai (“**Sessions Court**”) for the error in passing of the order by the Metropolitan Court. The matter is currently pending before the Sessions Court.
2. Our Company through its regional manager (“**Complainant**”) filed a complaint against the Maharashtra Navnirman Kamgar Sena and others (“**Accused**”) under section 199 and 200 read with section 190 of Criminal Procedure Code, 1973. The Accused had repeatedly trespassed into the office, assaulted the Complainant (as mentioned in the above case) and subsequently uploaded a video of the Accused physically and verbally assaulting and using derogatory remarks against the Complainant and our Company on Youtube and other public platforms, thus damaging the reputation and goodwill of the Company and the Complainant. Hence, the complaint for the offence of defamation committed under section 499 and 500 of the Indian Penal Code, 1860 was filed before the Metropolitan Magistrate Court at Andheri, Mumbai (“**Court**”). The matter is currently pending before the Court.

(c) Actions and proceedings before statutory/regulatory authorities involving our Company

1. Our Company filed a suo-moto application for adjudication on January 10, 2025, acknowledging its default in establishing a vigil mechanism as required under section 177(9) and 177(10) of the Companies Act, 2013. This default occurred after the Company's borrowings exceeded ₹ 500 million during the financial year 2020-21. Following this application, on February 13, 2025, the Registrar of Companies, Patna, issued an adjudication order against our Company and its officers (“**Order**”). The Order imposed penalties amounting to ₹ 500,000 on our Company and ₹ 100,000 each on the officers in default, namely Sweta Prasad, Rituraj Kishore Sinha, Ravindra Kishore Sinha, Ajaykumar Ramnayan Vishwakarma, Sanjoy Kumar Nahata, Devesh Desai, Bhupesh Chhajer, and Tarkeshwar Chourasia. The Order mandated the rectification of the default and payment of the penalties within 90 days of receiving the Order. Our Company has filed an appeal application against the Order before the Regional Director, Kolkata. The matter is currently pending.
2. Our Company filed a suo-moto application for adjudication on January 10, 2025, acknowledging its default in appointing a Company Secretary as mandated under section 203(1) of the Companies Act, 2013, read with Rule 8 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. This default occurred during the periods from January 21, 2021, to July 26, 2021, and from October 21, 2021, to January 10, 2024. Following this application, on February 13, 2025, the Registrar of Companies, Patna, issued an adjudication order against our Company and its officers (“**Order**”). The Order imposed penalties amounting to ₹ 500,000 on our Company and ₹ 500,000 each on the officers in default, namely Rituraj Kishore Sinha, Ravindra Kishore Sinha, Ajaykumar Ramnayan Vishwakarma, Sanjoy Kumar Nahata, Devesh Desai, Bhupesh Chhajer, and Tarkeshwar Chourasia. The Order mandated the rectification of the default and

payment of the penalties within 90 days of receiving the order. Our Company has filed an appeal application against the Order before the Regional Director, Kolkata. The matter is currently pending.

(d) Material civil litigation against our Company

1. Total Wireless Technologies Private Limited (“**TWTPL**”) filed a case against our Company before the National Company Law Tribunal at Kolkata (“**NCLT**”) under section 9 of the IBC on August 05, 2023, for the alleged dues owed by our Company, arising from a memorandum of understanding (“**MoU**”) dated December 02, 2014, with our Company for the supply of a surveillance system on rental basis in our various cash vans. The MoU was terminated on June 16, 2020, by our Company due to unsatisfactory services. Subsequently, TWTPL issued demand notices on June 08, 2023, and June 24, 2023, asserting that our Company owes amounts to TWTPL which have been classified as operational debt by them. The demand notice was replied to by the Company, denying and disputing any liability. Despite this, TWTPL has proceeded with the filing of the aforementioned petition for a total claim amount of ₹ 30.01 million. Our Company filed an affidavit-in-opposition on December 16, 2024. The petition is currently pending before the NCLT.

(e) Material civil litigation by our Company

1. Our Company filed a complaint against United India Insurance Company Limited (“**UIIC**”) before the District Consumer Dispute Redressal Commission at Dwarka, New Delhi (“**DCDRC**”) on October 29, 2020, for deficiency of service in providing our claim arising from the special contingency insurance policy. Our Company had entered into an agreement with NCR Corporation India Private Limited, for cash replenishment services. During an internal audit conducted by our Company in Chennai in June 2014, it was observed that there was a shortage of funds in the ATM. Further to this, the police took the complaint on record, and an FIR was logged on July 1, 2014, by the branch manager of the Chennai branch against two of the Company’s employees for the swindling of funds amounting to ₹24.35 million. Our Company had claimed the same from UIIC under the special contingency insurance policy, which was dismissed by UIIC. Due to the non-appearance of UIIC, DCDRC through the order dated December 19, 2023, proceeded *ex-parte*. UIIC appealed the order by the DCDRC on April 16, 2024, before the State Consumer Disputes Redressal Commission (“**SCDRC**”) along with an application for condonation of delay. However, the SCDRC rejected the application on May 06, 2024. A revision petition was then filed by UIIC against the order of the SCDRC before the National Consumer Disputes Redressal Commission, Delhi (“**NCDRC**”) on July 23, 2024. The matter is currently pending before the NCDRC.
2. Our Company filed a civil suit on April 1, 2024, before the Delhi High Court against M/s Sakriya Technologies and others (“**Defendants**”) for the recovery of ₹ 20 million, which was due and outstanding for the breach of contract by the Defendants. The due arose from the letter of intent (“**LOI**”) dated June 30, 2022, under which our Company agreed to provide cash management services to the Defendants at various locations along with installation of cash deposit machines, training to operate it, and schedule pickup of cash from these machines using our security vans. All of these services were to be provided at the Company’s expense. As per the terms of the LOI, there was a lock-in period during which the LOI could not be terminated, failing which the Defendants were obliged to pay 40% of the contract value of the remaining five years. However, within three months of providing the services, the Defendants suspended the contract. Our Company sought to resolve the matter through mediation, but it failed due to non-appearance and non-payment of the fees by the Defendants. The matter is currently pending.

II. Litigation involving our Directors

(a) Criminal proceedings against our Directors

1. The Assistant Labour Office, Indore, filed case no. 12244/2017 on May 11, 2017, against one of our Directors Rituraj Kishore Sinha and Pramod Kumar Verma before the District and Sessions Court, Indore, under section 28 of the Labour Laws (Amendment) and Miscellaneous Provisions Act, 1981. The complaint pertains to alleged non-compliance with the labour regulations. The matter is currently pending.

(b) Criminal proceedings by our Directors

As of the date of this Draft Red Herring Prospectus, there are no outstanding criminal proceedings initiated by any of our Directors.

(c) Actions and proceedings initiated by statutory/regulatory authorities involving our Directors

As of the date of this Draft Red Herring Prospectus, there are no outstanding actions or proceedings initiated by statutory/regulatory authorities involving any of our Directors.

(d) Material civil litigation against our Directors

As of the date of this Draft Red Herring Prospectus, there are no outstanding material civil proceedings initiated against any of our Directors.

(e) Material civil litigation by our Directors

As of the date of this Draft Red Herring Prospectus, there are no outstanding material civil proceedings initiated by any of our Directors.

III. Litigation involving our Promoters

(a) Criminal proceedings against our Promoters

1. The State of Uttar Pradesh filed Complaint No. 42031/2023 on April 6, 2023, before Varanasi District Court Complex Varanasi (“**Court**”), against one of our Promoters, SIS Limited under section 177 of the Motor Vehicles Act, 1988 for violations under the Act, where a penalty of ₹ 300 was imposed and the same was paid by SIS Limited. The matter is currently pending for the final order by the Court.
2. The Labour Enforcement Officer-Central Patna has filed a complaint no. 160/2017, on November 3, 2017, before the Civil Court Patna Sadar Patna Bihar, against one of our Promoters, SIS Limited, under section 22A of the Minimum Wages Act, 1948 concerning the non-production of certain records during the inspection carried out by the Labour Enforcement officer. The matter is currently pending.
3. The Labour Enforcement Officer has filed a complaint no. 1840/2020, on November 22, 2019, before the Combined Courts Madurai Tamil Nadu, against the Assistant Branch Head, Madurai of SIS Limited, under Section 22A of Minimum Wages Act, 1948, regarding the non-production of certain records during the inspection carried out by the Labour Enforcement officer. The matter is currently pending.
4. The Labour Enforcement Officer has filed a complaint no. 1146/2022, on June 13, 2022, before Patiala House Court Complex New Delhi, against one of our Promoters, SIS Limited and others, under the Contract Labour Regulations Act, 1970, regarding the non-production of certain records during the inspection carried out by the Labour Enforcement officer. The matter is currently pending.
5. The Union of India through the Labour Enforcement Officer (Central) filed a complaint no. 436/2022, on September 5, 2022, before Civil Court Patna Sadar Patna Bihar, against one of our Promoters, SIS Limited and others, under section 24 of the Contract Labour Act (Regulation & Abolition), 1970, concerning the non-production and non-maintenance of certain records during the inspection carried out by the Labour Enforcement Officer. The matter is currently pending.
6. The Labour Enforcement Officer has filed a complaint no. 352/2017, on May 9, 2017, before the Civil Court Patna Sadar Patna, Bihar, against one of our Promoters, SIS Limited, under section 24 of the Contract Labour Act (Regulation & Abolition), 1970, about the non-production and non-maintenance of certain records during the inspection carried out by the Labour Enforcement Officer. The matter is currently pending.
7. The Labour Enforcement Officer has filed a complaint no. 2800/2016, on May 4, 2016, before Andheri MM Court Mumbai CMM Courts Maharashtra, against one of our Promoters, SIS Limited, under section 23 & 24 Tenancy and Agricultural Lands Act (Maharashtra), 1948. The matter is currently pending.
8. The Labour Enforcement Officer has filed a complaint no. 54/2019, on January 4, 2019, before Suratgarh Court Complex Ganganagar Rajasthan, against one of our Promoters, SIS Limited, under section 23, 24 of Contract Labour (Regulation and Abolition) Act, 1970, regarding the non-production of records during the inspection carried out by the Labour Enforcement Officer. The matter is currently pending.

9. The Shram Pravartn Adhikari has filed a complaint no. 534/2020, on July 8, 2020, before Suratgarh Court Complex, Ganganagar, Rajasthan, against one of our Promoters, SIS Limited, under the Code of Criminal Procedure, 1973, regarding the non-production of records required to maintained under the Contract Labour (Regulation and Abolition) Act, 1970, during the inspection carried out by the Shram Pravartn Adhikari. The matter is currently pending.
10. Ramjan Khan, a former employee, has filed a complaint no. 245/2020, on October 19, 2020, before the Udaipur District Court Complex Udaipur, Rajasthan, against one of our Promoters, SIS Limited and SIS Cash Services Limited, under section 15(5) of the Payment of Wages Act, 1936. The matter is currently pending.
11. The Labour Enforcement Officer has filed a complaint no. 1398/2021 on December 20, 2021, before Huzurnagar, SCJ Court Complex, Suryapet, Telangana, against one of our Promoters, SIS Limited, under section 76, 77, 78 of the Contract Labour (Regulation & Abolition) Central Rules, 1971, regarding the non-maintenance and non-production of records during the inspection conducted by the Labour Enforcement Officer. The matter is currently pending.
12. The Labour Enforcement Officer has compliant no. 14433/2021, on October 12, 2021, before District Court, Ludhiana, against one of our Promoters, SIS Limited, under section 24 of the Contract Labour (Regulation and Abolition) Act, 1970, for non-production of records during the inspection conducted by the Labour enforcement officer. The case pertains to the Gail India unit, where records are properly maintained. No such notice has been received, and a reply will be submitted on the next hearing date. The matter is currently pending.
13. Employees State Insurance Corporation has filed a case no. 5481/2023, on April 5, 2023, before Criminal Courts, Ludhiana, against one of our Promoters, SIS Limited and. R K Sinha, under section 85(G) of the Insurance Act, 1938, regarding the delay in the submission of accident report of its employee to the ESIC Department. The matter is currently pending.
14. The Labour Enforcement Officer has filed a complaint no. 136/2017, on October 10, 2017, before C.J.M. Division, Civil Courts, Patna Sadar, against one of our Promoters, SIS Limited, under section 22A of the Minimum Wages Act, 1948 concerning the non-production of records during the inspection carried out by the Labour Enforcement Officer. The matter is currently pending.
15. Employee State Insurance Corporation has filed a complaint no. 6740/2023, on September 29, 2023, before the Chief Metropolitan Magistrate Court, Egmore, Ch-8, under section 85 G of Employee State Insurance Act, 1948, against one of our Promoters, SIS Limited. A deployed Security Guard passed away on August 14, 2021 and there was a delay in submitting the accident report on the ESI portal. The matter is currently pending.
16. Rastriya Mazdoor Sena has filed a case no. 63/2024 on December 30, 2024, before the Nagpur Industrial and Labour Court Maharashtra Industrial and Lab Maharashtra, against Kotak Mahindra Bank Limited and one of our Promoters, SIS Limited, under section 28 of the Unlawful Activities (Prevention) Act, 1967, alleging of unfair labour practices. The matter is currently pending.
17. Employee State Insurance Corporation has filed a complaint no. 1491/2023 on August 19, 2023, before Chief Metropolitan Magistrate, against one of our Promoters, SIS Limited, represented by one of our Directors Rituraj Kishore Sinha, under section 200 of Criminal Procedure Code, 1973. The ESIC Department alleges that SIS Limited has generated multiple sub-codes for the same premises. The matter is currently pending.
18. Labour Inspector Circle XIC has filed a complaint no. 132/2024 on July 8, 2024, against one of our Promoters, SIS Limited, under section 23 of the Contract Labour (Regulation & Abolition) Act, 1970. The matter is currently pending.
19. The Labour Enforcement Officer (Central) has filed a case no. 9/2019 on July 15, 2019, before the Chief Judicial Magistrate, Nalanda Division, Nalanda, Bihar, against one of our Promoters, SIS Limited, under section 30(1) of the Payment of Bonus Act, 1965. The Labour Enforcement Officer (Central), Patna-II, conducted an inspection of the establishment where the company was engaged in watch and ward duties at Nalanda University, Nalanda, Bihar, on December 28, 2018. During the inspection, certain irregularities

were noted, including the failure to maintain a register of wage payments and the non-submission of the Annual Return on the Ministry of Labour and Employment's web portal. The matter is currently pending.

20. The State of Maharashtra has filed a Complaint no. 2336/2025, on January 27, 2025, before the Solapur Civil and Municipal Court Solapur Maharashtra, against one of our Promoters, SIS Limited, under Section 237/177 of the Motor Vehicle Act, 1988. SIS Limited has deposited the penalty amount. The matter is currently pending for the final order.
21. The State of Bihar, represented by the Labour Enforcement Officer (Central), filed a complaint No. 4/2023, on January 5, 2023, against SIS Limited one of our Promoter, represented by its managing director and branch head, Gaya, before the Chief Judicial Magistrate, Gaya. The case has been filed under Sections 23 and 24 of the Contract Labour (Regulation and Abolition) Act, 1970. The Labour Enforcement Officer (Central) conducted an inspection on October 18, 2022, at the University of Gaya, Bihar, where SIS Limited was providing Physical Security and Manpower Services. During the inspection, the Labour Enforcement Officer (Central) identified certain irregularities, including the failure to produce certain records and registers during the inspection. currently the matter is pending, with the next hearing scheduled for June 24, 2025.
22. The State of Haryana filed Complaint No. 30125/2025 on February 28, 2025, before District Court, Faridabad, against SIS Limited, one of our Promoter for violation of Sections 177 and 22(A) of the Motor Vehicles Act for violations of the Act by vehicle no. UP16DV1929, the penalty imposed is Rs. 500. The matter is currently pending with the next hearing scheduled for July 7, 2025.
23. On 14 May 2021, Eurodivisas, S.A. (the “**Plaintiff**”) filed a criminal complaint against one of our Promoters Prosegur Cash, S.A. (“**Prosegur Cash**”) and one of their former employees, before the Investigative Court # 39 of Madrid (Spain) (the “**Investigative Judge**”), for alleged commission of an infringement set out in Articles 278 to 208 of the Spanish Criminal Code (“**SCC**”). Another one of our Promoters, Prosegur Global CIT Row, S.L.U. also being investigated in the context of this proceedings. The complaint was later extended to two other former employees of Prosegur Cash (jointly, the “**Former Employees**”). On 20 May 2021, the Investigative Judge admitted the criminal complaint and started an investigation under judicial proceedings # 881/2021 (the “**Judicial Proceedings**”). The purpose of the Judicial Proceedings is to investigate the Plaintiff’s allegations and namely: (i) that in 2020, the Former Employees, at the time employed by the Plaintiff, and before joining Prosegur Cash, copied and took documents from the Plaintiff’s IT systems (the “**Plaintiff’s Documents**”); (ii) that a number of said documents can be categorized as trade secrets and are key to the Plaintiff’s business; and (iii) that between October 2020 and October 2021, the Former Employees were employed by Prosegur Cash and used the Plaintiff’s documents to perform their employment on behalf of and to the benefit of Prosegur Cash. The Judicial Proceedings are still in the pre-trial investigative stage. The deadline for the Investigative Stage has been set on 20 May 2025 although it could be extended for one or several additional six-month-periods. The Investigative Stage can be extended in complex cases for additional successive periods of six months if the court so decides until there are no more investigative measures to be carried out; with such extensions being able to be extended until the statute of limitations of the crimes investigated is reached. Prosegur Cash has requested the discontinuance of the judicial proceedings before reaching the trial stage.

(b) Criminal proceedings by our Promoters

1. One of our Promoters, SIS Limited filed a complaint no. 5262/2022, on June 3, 2022, before Saket Court Complex Southeast Delhi, under section 138 of the Negotiable Instruments Act, 1881, against Bhavika Commercials Pvt. Ltd. and its directors for the dishonor of a cheque amounting to ₹ 117,716. Currently, SIS Limited has submitted an application for secondary evidence, and the matter is still pending.
2. One of our Promoters, SIS Limited, filed a complaint no. 6124/2022, on July 23, 2022, before Saket Court Complex Southeast Delhi, under section 138 of the Negotiable Instruments Act, 1881 against Knitcraft Apparels International Pvt. Ltd. (“**Accused**”) and its directors for the dishonor of a cheque amounting to ₹ 50,000. Currently, bailable warrants have been issued against the Accused and the matter is currently pending.
3. One of our Promoters, SIS Limited filed a complaint no. 5038/2022, on June 7, 2022, before Saket Court Complex South Delhi, under section 138 of the Negotiable Instruments Act, 1881 against Amit Parekh and AVI Warehousing (“**Accused**”) for the dishonor of a cheque amounting to ₹ 215,741. Currently, summons have been issued against the Accused and the matter is currently pending.

4. One of our Promoters, SIS Limited filed a complaint no. 103/2023, on December 30, 2022, before Saket Court Complex South Delhi, under section 138 of the Negotiable Instruments Act, 1881 against I.P. Yesudas (“**Accused**”) for the dishonor of a cheque amounting to ₹ 464,961. Currently, a notice has been issued against the Accused and the matter is currently pending.
5. One of our Promoters, SIS Limited has filed a complaint no. 4698/2022, on May 11, 2022, before Saket Court Complex South Delhi, under section 138 of the Negotiable Instruments Act, 1881 against Kiran Udyog Pvt. Ltd. and its directors (“**Accused**”) for the dishonor of a cheque amounting to ₹ 150,000. Currently, non-bailable warrants have been issued against the Accused and the matter is currently pending.
6. One of our Promoters, SIS Limited has filed a complaint no. 6117/2021, before Civil Court Complex Bhubaneswar Khurda, against Regional College of Management RCMT Campus and Others, under section 138 of the Negotiable Instruments Act, 1881 and is filed for the dishonor of a cheque amounting to ₹ 657,724. The matter is currently pending.
7. One of our Promoters, SIS Limited filed a complaint no. 1222/2016, on June 13, 2016, before the Muzaffarpur Civil Court Muzaffarpur Bihar, against MCS Infrastructure (Infratech) Private Limited (“**Accused**”). The Accused presented a cheque for ₹ 430,000 towards its payment obligations to the Company, which was subsequently dishonored. The Company thereafter sought recovery of the amount along with interest. The matter is currently pending.
8. One of our Promoters, SIS Limited has filed a complaint no. 1150/2016, on April 11, 2016, before the Chief Judicial Magistrate, Patna, under Section 406/409/420/120B/465 of IPC, against Surendra B. Ed. Teachers Training College and others (“**Accused**”). The Accused had presented a cheque for ₹ 400,000 towards partial fulfilment of its payment obligations to SIS Limited, which was subsequently dishonored. The matter is currently pending.
9. One of our Promoters, SIS Limited has filed a complaint no. 3626/2016, on November 17, 2016, before the Chief Judicial Magistrate, Patna, under section 406, 417 IPC, and Section 138, 141 Negotiable Instrument Act, 1881, against Shriram Translogistics Private Limited (“**Accused**”). The Accused had presented a cheque for ₹ 40,000 towards partial fulfilment of its payment obligations to SIS Limited, which was subsequently dishonored. The matter is currently pending.
10. One of our Promoters, SIS Limited has filed a complaint no. 2037/2016, on June 25, 2016, before the Chief Judicial Magistrate, Patna, under sections 406, 409, 420, 120B of IPC, against Siddhi Refoils & Industries Private Limited and others (“**Accused**”). The Accused failed to make payment of the outstanding amount of ₹ 120,000. The matter is currently pending.
11. One of our Promoters, SIS Limited has filed a criminal case no. 6061/2016, on September 22, 2016, under section 138 of the Negotiable Instrument Act, 1881, before the Additional Civil Judge (Senior Division) against Avinash EMI Projects Private Limited and others (“**Accused**”). The Accused had presented a cheque for ₹ 1,070,000 towards partial fulfilment of its payment obligations to SIS Limited, which was subsequently dishonored. The matter is currently pending.
12. One of our Promoters, SIS Limited has filed a complaint. 6085/2016, on September 22, 2016, before the Additional Chief Metropolitan Magistrate, under section 138 of the Negotiable Instrument Act, 1881, against Avinash EMI Projects Private Limited and others (“**Accused**”). The Accused had presented a cheque for ₹ 820,000 towards partial fulfilment of its payment obligations to SIS Limited, which was subsequently dishonored. The matter is currently pending.
13. One of our Promoters, SIS Limited has filed a complaint no. 1523/2016, before the Chief Judicial Magistrate, Hajipur, under section 138 of the Negotiable Instruments Act, 1881, against Srivas Hyundai (“**Accused**”). The Accused had presented two cheques amounting to ₹ 70,000 towards their payment obligations to SIS Limited, which were subsequently dishonored. The matter is currently pending.

(c) Actions and proceedings initiated by statutory/regulatory authorities involving our Promoters

As of the date of this Draft Red Herring Prospectus, there are no outstanding actions or proceedings by statutory/regulatory authorities involving our Promoters.

(d) Disciplinary action imposed by SEBI or stock exchanges against our Promoters in the last five Fiscals including outstanding action

As of the date of this Draft Red Herring Prospectus, there are no disciplinary actions imposed by SEBI or stock exchanges against our Promoters in the last five Fiscals.

(e) Material civil litigation against our Promoters

As of the date of this Draft Red Herring Prospectus, there are no outstanding material proceedings initiated against our Promoters.

(f) Material civil litigation by our Promoters

As of the date of this Draft Red Herring Prospectus, there are no outstanding material proceedings initiated by our Promoters.

IV. Litigation involving our Subsidiaries

(a) Criminal proceedings against our Subsidiaries

1. Our Material Subsidiary is involved in certain matters which involve claims under the Motor Vehicles Act, 1988 including cases pertaining to vehicle accidents. As on the date of this Draft Red Herring Prospectus, 3 FIRs ("**FIRs**") along with compensation applications before the MVACT have been filed in various states against our Material Subsidiary, involving an aggregate amount of ₹ 10.10 million. FIRs have been filed against our Material Subsidiary under sections 138, 166 of the Motor Vehicle Act, 1988 and sections 279, 304 (A) 337, 338 of the Indian Penal Code, 1860 at the Veeraganur Police Station, and Vadner Bhairav Police Station, on the grounds, allegedly, *inter alia*, (i) rash and negligent driving, (ii) causing hurt by act endangering life or personal safety of others, (iii) causing death by negligence and (vi) causing grievous hurt by act endangering life or personal safety of others. Currently, all these matters are pending before the relevant MVACT.

(b) Criminal proceedings by our Subsidiaries

1. On January 11, 2021, during a surprise audit, a significant cash shortage of ₹ 94.27 million was discovered in two ATMs of Karnataka Bank at Ilkal location, managed by Sunil ("**Accused**") and others, who agreed on having misappropriated the cash. Instead of filing of a formal criminal complaint, the Accused and others agreed to pay back the shortage amount in instalments. The Accused initially paid ₹ 0.57 million in several instalments but in order to settle the remaining amount of ₹ 1.57 million owed by him, he presented our Material Subsidiary with a cheque ("**Cheque**") which was dishonoured due to insufficient funds. Following the dishonour, our Material Subsidiary issued a registered legal notice to the Accused on February 23, 2022, demanding payment within 15 days. The notice was received by the Accused on February 25, 2022, but he failed to comply. Our Material Subsidiary then filed a complaint on March 24, 2022, against the Accused before the V Additional Civil Judge and JMFC IV, Vijayapura under section 200 of Code of Criminal Procedure, 1973 and section 138 of the Negotiable Instruments Act, 1881, concerning the dishonour of Cheque. The matter is currently pending.
2. Our Material Subsidiary, through its State Head of Karnataka, lodged an FIR on April 3, 2015 ("**FIR**") detailing a series of thefts and the misappropriation of cash from ATMs in the state amounting to ₹13 million between November 25, 2014, and March 31, 2015 ("**Misappropriated Amount**"), under sections 408, 409, and 420 of the Indian Penal Code, 1860. The accused individuals, Uresharao Kulkarani, Unil Patil, Nithishakumar, and Ingappa R ("**Accused**"), were all employees involved in the ATM cash handling process. The Misappropriated Amount was subsequently recovered by the police from the Accused, along with gold and vehicles purchased using the Misappropriated Amount, which were submitted before the Court of IV Addl. Judicial Magistrate of First Class at Kalaburagi ("**Court**"), and the amount recovered was instructed to be deposited in a Nationalized Bank. Our Material Subsidiary filed an Interlocutory Application under section 457 of the Code of Criminal Procedure, 1973 praying for the release of the amount of ₹1.24 million deposited pursuant to the Court's instruction. The order dated July 22, 2019, rejected the application for release of the seized Misappropriated Amount ("**Order**") on the grounds of the investigation not being completed. Our Material Subsidiary has now filed a revision petition on June 24, 2024, before the District

and Sessions Judge at Kalaburagi under sections 397 and 457 of the Code of Criminal Procedure, 1973 against the Order for not properly considering the material evidence on record and erring in passing the impugned Order along with the release of the Misappropriated Amount. The matter is currently pending.

(c) *Actions and proceedings initiated by statutory/regulatory authorities involving our Subsidiaries*

As of the date of this Draft Red Herring Prospectus, there are no outstanding actions or proceedings initiated by statutory/regulatory authorities involving our Subsidiaries.

(d) *Material civil litigation against our Subsidiaries*

As of the date of this Draft Red Herring Prospectus, there are no outstanding material civil proceedings initiated against our Subsidiaries.

(e) *Material civil litigation by our Subsidiaries*

As of the date of this Draft Red Herring Prospectus, there are no outstanding material civil proceedings initiated by our Subsidiaries.

V. *Litigation involving our Key Managerial Personnel*

(a) *Criminal proceedings against our Key Managerial Personnel*

As of the date of this Draft Red Herring Prospectus, there are no outstanding criminal proceedings initiated against any of our Key Managerial Personnel.

(b) *Criminal proceedings by our Key Managerial Personnel*

As of the date of this Draft Red Herring Prospectus, there are no outstanding criminal proceedings initiated by any of our Senior Management.

(c) *Actions and proceedings initiated by statutory/regulatory authorities involving our Key Managerial Personnel*

As of the date of this Draft Red Herring Prospectus, there are no outstanding actions or proceedings by statutory/regulatory authorities involving our Key Managerial Personnel.

VI. *Litigation involving our Senior Management*

(d) *Criminal proceedings against our Senior Management*

As of the date of this Draft Red Herring Prospectus, there are no outstanding criminal proceedings initiated against any of our Senior Management.

(e) *Criminal proceedings by our Senior Management*

As of the date of this Draft Red Herring Prospectus, there are no outstanding criminal proceedings initiated by any of our Senior Management.

(f) *Actions and proceedings initiated by statutory/regulatory authorities involving our Senior Management*

As of the date of this Draft Red Herring Prospectus, there are no outstanding actions or proceedings by statutory/regulatory authorities involving our Senior Management.

VII. *Tax proceedings involving our Company, Directors, Promoters and Subsidiaries*

Details of outstanding tax proceedings involving our Company, Directors Promoters and Subsidiaries as of the date of this Draft Red Herring Prospectus are set out below:

Nature of Proceedings	Number of Proceedings	Amount involved* (in ₹ million) [#]
Direct Tax		
Company	5	Nil
Directors	Nil	Nil
Promoters	7	212.56
Subsidiaries	5	280.66
Sub-Total (A)	17	493.22
Indirect Tax		
Company	12	51.61
Directors	Nil	Nil
Promoters	26	126.21
Subsidiaries	3	24.29
Sub-Total (B)	41	202.11
Total (A+B)	58	695.33

* To the extent quantifiable and does not include any interest and penalty amount, if any. Further, tax paid by the Company has been adjusted against the tax liability while computing the tax amount involved.

[#]Wherever the additions made by the relevant authorities have resulted in reduction of the losses claimed in the return of income, the amount involved has been mentioned as NIL.

VIII. Outstanding dues to creditors

In accordance with the SEBI ICDR Regulations, our Company, pursuant to a resolution dated March 25, 2025 of our Board, considers all creditors to whom the amount due by our Company exceeds 5.00% of the total trade payables as per the latest Restated Consolidated Financial Information as set out in this Draft Red Herring Prospectus as material creditors (i.e., 5.00% of ₹ 1,414.66 million which is ₹ 70.73 million based on latest Restated Consolidated Financial Information as of and for the period ended December 31, 2024). Details of outstanding dues owed to material creditors, MSME creditors and other creditors of our Company based on such determination are set out below:

Type of creditors	Number of creditors	Amount outstanding (₹ in million)*
Material creditors	1	77.89
MSME creditors	14	6.86
Other creditors	763	128.87
Total	778	213.62

* Does not include provision for expenses of ₹ 1,201.04 million.

The details pertaining to outstanding dues towards our material creditors are available on the website of our Company at www.sisprosegur.com/investor-relations/ipo. It is clarified that such details available on our website do not form a part of this Draft Red Herring Prospectus.

IX. Material developments since the date of the last balance sheet

Other than as set out in “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” on page 323, in the opinion of our Board, no circumstances have arisen since the date of our last balance sheet which materially and adversely affect, or are likely to affect, our operations or profitability, or the value of our assets, or our ability to pay our liabilities within the next 12 months.

X. Other Confirmation

As on the date of this Draft Red Herring Prospectus, there are no findings/ observations of any of the inspections by SEBI or any other regulatory authority which are material and which needs to be disclosed or non-disclosure of which may have bearing on the investment decision.

GOVERNMENT AND OTHER APPROVALS

We have set out below a list of approvals, consents, registrations, licenses and permits (“Approvals”) which are required from various governmental, statutory and regulatory authorities in India by our Company and the Material Subsidiary, which are considered necessary and material for the purpose of undertaking our Company’s and Material Subsidiary’s business and operations (“Material Approvals”). In view of these approvals, our Company can undertake this Offer and its business activities. Certain of our approvals may have expired or may expire in the ordinary course of business, from time to time and our Company has either already made an application to the appropriate authorities for renewal of such approvals or is in the process of making such renewal applications. Unless stated otherwise all the approvals mentioned hereinbelow are valid as on date of this Draft Red Herring Prospectus.

For details of risk associated with expiry, not obtaining, or delay in obtaining the requisite approvals or renewal of expired approvals, see “Risk Factors- We are required to obtain and maintain a number of statutory and regulatory licenses, registrations, permits and approvals for carrying out our business. A few of these approvals are granted for a limited duration and require renewal from time to time. While we plan to apply for renewal of these approvals as and when they are due to expire, we cannot assure you that such renewals will be issued or granted to us in a timely manner, or at all. Further, the approvals, licenses, registrations, and permits issued by relevant central and state authorities under various rules and regulations are subject to several conditions and we cannot assure you that we will be able to continuously meet such conditions, which could lead to their cancellation, revocation or suspension. If we fail to obtain, keep and renew such licenses, registrations, permits and approvals, it could have a material adverse effect on our business, financial condition, results of operation of cash flows,” on page 39. Further, for details in connection with the applicable regulatory and legal framework in India, see “Key Regulations and Policies” on page 206.

I. Approvals in relation to the Offer

For details in relation to the approvals and authorizations in relation to the Offer, see “Other Regulatory and Statutory Disclosures—Authority for the Offer” on page 386.

II. Approvals in relation to our Business

A. Material Approvals obtained by our Company

(a) Corporate approvals

1. Certificate of incorporation dated September 27, 2011, issued by the RoC, Bihar and Jharkhand at Patna.
2. Fresh certificate of incorporation dated November 28, 2024, consequent upon conversion into a public limited company issued to our Company by the Registrar of Companies, Central Processing Centre.
3. The corporate identification number of our Company is U74140BR2011PLC017533.

(b) Tax Registrations

1. The permanent account number of the Company is AAQCS4079N, issued by the Income Tax Department, Government of India.
2. The tax deduction account number of the Company is PTNS05016E, issued by the Income Tax Department, Government of India.
3. The Company has been issued GST registration numbers by the Government of India in various states of its operations, as applicable.
4. The GST registration number of the Registered Office is 10AAQCS4079N1ZT, issued by Joint Commissioner of State Tax, Patna, Bihar.
5. The GST registration number of the Corporate Office is 07AAQCS4079N1ZG, issued by Chief Commissioner of Delhi.

6. The Company has been issued professional tax registrations certificates by the relevant issuing authority in the respective states of its operations, as applicable.

(c) *Material Approvals and licenses in relation to our business*

The material registrations and approvals required to be obtained by our Company with respect to its business include:

1. Licence to engage in the business of Private Security Agency by the relevant state authorities in accordance with the Private Security Agencies (Regulation) Act, 2005 and the corresponding state specific Private Security Agencies (Regulation) Rules.
2. Certificate of registration certifying that our Company has been assessed and registered by Transparent Neutral Veritas as conforming to the requirements of ISO 27001:2013 (Information Security Management System) for provision of secure cash management system including cash replenishment, cash processing, bullion, vaulting and transportation.
3. Certificate of registration certifying that our Company has been assessed by Royal Impact Certification Limited as conforming to the requirements of ISO 14001:2015 (Environmental Management System) for provision of secure cash management system including cash replenishment, cash processing, bullion, vaulting and transportation.
4. Certificate of registration certifying that our Company has been assessed and registered by Transparent Neutral Veritas as conforming to the requirements of ISO 9001:2015 (Quality Management System) for the scope of secure cash management system including cash replenishment, cash processing, bullion, vaulting and transportation.

(d) *Labour related approvals*

We have obtained registrations under applicable labour law legislations including, but not limited to, the following:

1. Shops and establishments registrations under the applicable provisions of the shops and establishments legislations of relevant states for its offices, wherever applicable, issued by the ministry or department of labour of relevant state governments.
2. Contract Labour (Regulation and Abolition) Act, 1970, covering its establishments, as applicable, in Delhi, Karnataka and Rajasthan.
3. Employees' Provident Fund and Miscellaneous Provisions Act, 1952.
4. Employees' State Insurance Act, 1948 covering the branches/units in the states where the Company has its operations.

B. *Material Approvals obtained by our Material Subsidiary*

(a) *Corporate approvals*

1. Certificate of incorporation dated July 21, 2014, issued by the Registrar of Companies, Bihar and Jharkhand at Patna.

(b) *Tax Registrations*

1. The permanent account number of the Material Subsidiary is AAUCS7524A, issued by the Income Tax Department, Government of India.
2. The tax deduction account number of the Material Subsidiary is PTNS06078C, issued by the Income Tax Department, Government of India.

3. The Material Subsidiary has been issued GST registration numbers by the Government of India in various states of our operations, as applicable.
4. The Material Subsidiary has been issued professional tax registrations certificates by the relevant issuing authority in the respective state of its operations, as applicable.

(c) Material Approvals and licenses in relation to our business

In order to operate its business, our Material Subsidiary requires various approvals and/or licenses under various laws, rules and regulations. The material registrations and approvals required to be obtained by our Material Subsidiary with respect to its business include:

1. Licence to engage in the business of Private Security Agency by the relevant State authorities in accordance with the Private Security Agencies (Regulation) Act, 2005 and the corresponding state specific Private Security Agencies (Regulation) Rules.

(d) Labour related approvals

Our Material Subsidiary has obtained registrations under applicable labor law legislations including, but not limited to, the following:

1. Shops and establishments registrations under the applicable provisions of the shops and establishments legislation of relevant states for our offices, wherever applicable, issued by the ministry or department of labour of relevant state government.
2. Employees' Provident Fund and Miscellaneous Provisions Act, 1952.
3. Employees' State Insurance Act, 1948 covering our branches/units in the States where our Material Subsidiary has operations.

III. Approvals in relation to our Company and Material Subsidiary for which applications have been filed

Except as disclosed below, as on date of this Draft Red Herring Prospectus, there are no material approvals applied for, including renewal applications that have not been received by our Company and Material Subsidiary:

Company

S. No.	Description	Authority	Date of application/ date of acknowledgment of application
New applications applied/ applications for amendment to existing certificate/license			
1.	Shops and Establishment License under the Bihar Shops and Establishment Act, 1953 for Muzaffarpur, Bihar	Labour Resources Department, Government of Bihar	December 05, 2024
2.	Professional tax certificate under the Bihar State Tax on Professions, Trades, Callings and Employment Act, 2011, for New Muzaffarpur, Bihar**	The Assistant Commissioner, Commercial Taxes Department, Government of Bihar	February 04, 2025
3.	Professional tax certificate under the Bihar State Tax on Professions, Trades, Callings and Employment Act, 2011, for Purnia, Bihar**	The Assistant Commissioner, Commercial Taxes Department, Government of Bihar	February 04, 2025
4.	Professional tax certificate under the Madhya Pradesh Professional Tax Act 199, for Jabalpur, Madhya Pradesh**	The Assistant Commissioner, Commercial Tax Department, Government of Madhya Pradesh	February 07, 2025
5.	Professional tax certificate under the Tamil Nadu Tax on Professions, Trades Callings, and Employment's Act, 1992, for Trichy, Tamil Nadu**	The Assistant Commissioner, Commissionerate of Taxes, Government of Tamil Nadu	January 31, 2025
6.	Professional tax certificate under the Maharashtra State Tax on Professional, Trades, Callings and Employments Act, 1975 for Mumbai, Maharashtra*	Department of Sales Tax, Government of Maharashtra,	January 01, 2025

Renewal applications			
1.	License to engage in the business of private security in the state of Bihar	Home Ministry, Government of Bihar	December 17, 2024
2.	License to engage in the business of private security in the state of Maharashtra	Office of the Joint Commissioner of Police and Controlling Authority, Mumbai, Government of Maharashtra	January 23, 2025
3.	License to engage in the business of private security in the state of Jharkhand	Home, Prisons and Disaster Management Department, Government of Jharkhand	November 06, 2024
4.	License to engage in the business of private security in in the state of Chandigarh	Office of the Deputy Commissioner of Police and Controlling Authority, Chandigarh	December 18, 2024
5.	License to engage in the business of private security in the state of Telangana	Home Department, Government of Telangana	October 21, 2024
6.	License to engage in the business of private security in in the state of Tamil Nadu	Office of the Director General of Police & Controlling Authority, Chennai, Government of Tamil Nadu	October 18, 2024
7.	Shops and Establishment License under the Chhattisgarh Shops and Establishments, Act 1958 for Raipur, Chhattisgarh	Revenue Inspector, Government of Chhattisgarh	March 08, 2025

* In accordance with the applicable state laws, the Company already holds professional tax registration for its principal place of business in the respective state and has now applied for the addition of the additional places of work to the relevant professional tax certificate of the respective state.

** In accordance with the applicable state laws, the Company already holds professional tax registrations for its principal place of business in respective state and has now applied for the addition of additional places of work to the relevant professional tax certificate through speed post to the relevant state authority.

Material Subsidiary

S. No.	Description	Authority	Date of application
New applications applied/ applications for amendment to existing certificate/license			
1.	Professional tax certificate under the Maharashtra State Tax on Professional, Trades, Callings and Employments Act, 1975 for Mumbai, Maharashtra*	Government of Maharashtra, Department of Sales Tax	January 01, 2025
2.	Professional tax certificate under the Maharashtra State Tax on Professional, Trades, Callings and Employments Act, 1975 for Jalgaon, Maharashtra**	The Assistant Commissioner, Commercial Tax Department, Government of Maharashtra	February 12, 2025
Renewal applications			
1.	License to engage in the business of private security in Tamil Nadu	Government of Tamil Nadu	June 09, 2023
2.	License to engage in the business of private security in Maharashtra	Government of Maharashtra	January 23, 2024
3.	Shops and Establishments License under Karnataka Shops and Commercial Establishments Act, 1961, for Bangalore, Karnataka	Government of Karnataka, Department of Labour	January 21, 2025

* In accordance with the applicable state laws, the Material Subsidiary already holds professional tax registration for its principal place of business in the respective state and has now applied for the addition of additional places of work to the relevant professional tax certificate of the respective state.

** In accordance with the applicable state laws, the Material Subsidiary already holds professional tax registrations for its principal place of business in respective state and has now applied for the addition of additional places of work to the relevant professional tax certificate through speed post to the relevant state authority.

IV. Approvals required but yet to be applied for by our Company and Material Subsidiary

Nil

V. Intellectual Property

A. Registrations obtained by our Company

As of the date of this Draft Red Herring Prospectus, our Company has registered the trademarks, as disclosed below:

S. No.	Description	Trademark number	Class	Type of trademark	Valid/Renewed up to
1.	SISPROSEGUR	2810691	36	Word	September 17, 2034
2.		2810688	37	Device	September 17, 2034
3.	SISPROSEGUR	2810693	39	Word	September 17, 2034
4.		2810686	35	Device	September 17, 2034
5.	SISPROSEGUR	2810690	35	Word	September 17, 2034
6.	SISPROSEGUR	2810692	37	Word	September 17, 2034
7.		2810687	36	Device	September 17, 2034
8.		2810689	39	Device	September 17, 2034

B. Applications filed by our Company

As of the date of this Draft Red Herring Prospectus, our Company had made applications for the following trademarks, as disclosed below:

S. No.	Description	Date of application	Class	Application number	Status as on the date of this DRHP
1.		March 04, 2015	35	2915061	An Opposition has been filed on May 11, 2020, bearing opposition no. 1044246. The Company has filed the counter statements for the second opposition on November 7, 2020, and the evidence stage is completed. The hearing is currently awaited.
2.		March 04, 2015	36	2915062	An Opposition has been filed on May 30, 2019, bearing opposition no. 989263. The Company filed the counter statement on October 7, 2019, and evidence on July 11, 2020. The opponent has also filed evidence on February 05, 2020, and August 13, 2020. The hearing is currently awaited.
3.		March 04, 2015	37	2915063	An Opposition has been filed on October 30, 2016, bearing opposition no. 905953. The Company filed the counter statement on February 22, 2018, and evidence on July 19, 2018. The opponent has also filed evidence on May 21, 2018, and August 20, 2018. The hearing is currently awaited.
4.		March 04, 2015	39	2915065	An Opposition has been filed on November 30, 2016, bearing opposition no. 870253. The Company filed the counter statement on September 6, 2017, and evidence on August 09, 2018. The opponent has also filed evidence on June 08, 2018, and September 07, 2018. The hearing is currently awaited.
5.	SISCO	March 04, 2015	39	2915066	An Opposition has been filed on November 29, 2016, bearing opposition no. 870252. The Company filed the counter statement on September 6, 2017, and evidence on August 09, 2018. The opponent has also filed evidence on June 08, 2018, and September 07, 2018. The hearing is currently awaited.

OUR GROUP COMPANIES

In terms of the SEBI ICDR Regulations, the term ‘group companies’, includes (i) such companies (other than the Promoters and subsidiaries of the issuer company) with which the issuer company had related party transactions, during the period for which financial information will be disclosed in the offer documents, as covered under the applicable accounting standards and (ii) any other companies considered ‘material’ by the board of directors of the relevant issuer company.

Accordingly, for (i) above, all such companies with which there were related party transactions during the periods covered in the Restated Consolidated Financial Information, as covered under the applicable accounting standards, shall be considered as Group Companies in terms of the SEBI ICDR Regulations.

With respect to (ii) above, our Board in its meeting held on December 23, 2024, has considered and adopted the Materiality Policy for identification of companies that shall be considered material and disclosed as ‘group companies’ in this Draft Red Herring Prospectus. In terms of the Materiality Policy, a company (other than the companies categorized under (i) above) has been considered “material” and has been disclosed as a ‘Group Companies’ in this Draft Red Herring Prospectus if such company is a member of our Promoter Group in terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations and with which our Company has had one or more transactions in the most recent Financial Year or the relevant stub period, as applicable, which individually or in aggregate, exceeds 10% of the total restated consolidated total revenue of the Company for the most recent Financial Year or the relevant stub period, as applicable, as per the Restated Financial Information.

Accordingly, based on the parameters outlined above, as on date of this Draft Red Herring Prospectus, our Board has identified the following company as our Group Companies:

1. SMC Integrated Facility Management Solutions Limited
2. Terminix SIS India Private Limited
3. SIS Business Support Services and Solutions Private Limited
4. SLV Security Services Private Limited
5. Dusters Total Solutions Services Private Limited
6. Tech SIS Limited
7. RSYA Dhanbad Auto Private Limited
8. RSYA Durgapur Private Limited
9. Prosegur CIT Intergral Systems India Private Limited
10. Prosegur Compañía de Seguridad S.A.

A. Details of our top five Group Companies

S. No.	Name of the Group Company	Registered office address	Website for Group Company financial information*
1.	Prosegur Compañía de Seguridad S.A.	Calle Pajaritos 24, 28007 Madrid, Spain	Investors & Shareholders Prosegur.com
2.	Dusters Total Solutions Services Private Limited	#332/1, Corporate Miller, 3rd Floor, Thimmaiah Road, Vasanth Nagar, Bangalore- 560052, India	www.dtss.in.
3.	SLV Security Services Private Limited	A-28 & 29, Okhla Industrial Area, Phase – 1, New Delhi, Delhi 110020, India	www.slvgroup.in
4.	RSYA Dhanbad Auto Private Limited	No. 136, Annapurna Bhawan, Kurji Telephone Exchange Road, Patna, Bihar, 800010, India	www.dhanbadtoyota.com
5.	SMC Integrated Facility Management Solution Limited	Annapurna Bhawan, Patliputra Telephone Exchange Road, Patna, Bihar, 800010, India	https://smc-india.com

*Financial information includes: (i) reserves (excluding revaluation reserve); (ii) sales; (iii) profit after tax; (iv) earnings per share; (v) diluted earnings per share; and (vi) net asset value in for the previous three financial years as prescribed under the SEBI ICDR Regulations.

B. Details of our other Group Companies

S. No.	Name of the Group Company	Registered office address
1.	Tech SIS Limited	Annapurna Bhawan, Telephone Exchange Road, Kurji, Patna Bihar 800010, India
2.	Terminix SIS India Private Limited	Annapurna Bhawan, Telephone Exchange Road, Kurji, Patna, Bihar. 800010, India
3.	RSYA Durgapur Private Limited	No. 136, Annapurna Bhawan, Kurji Telephone Exchange Road, Patna, Bihar, 800010, India
4.	Prosegur CIT Intergral Systems India Private Limited	Desk No 233, Level 10, Plot No 18-20, HT House Building, Kasturba Gandhi Marg, Connaught Place, New Delhi- 110001, India
5.	SIS Business Support Services and Solutions Private Limited	Annapurna Bhawan, Patliputra Telephone Exchange Road, Patna, Bihar, 800013, India

Nature and extent of interest of the Group Companies

In the promotion of our Company

Our Group Companies do not have any interest in the promotion of our Company. Except one of our Group Company SMC Integrated Facility Management Solutions Limited, no other Group Companies hold any Equity Shares of our Company.

In the properties acquired by our Company in the three years preceding the date of filing of this Draft Red Herring Prospectus or proposed to be acquired by our Company

Our Group Companies are not interested in the properties (i) acquired by our Company in the three years preceding the date of filing of this Draft Red Herring Prospectus or (ii) proposed to be acquired by our Company as on the date of this Draft Red Herring Prospectus.

In the transactions for acquisition of land, construction of building and supply of machinery, etc.

Our Group Companies are not interested in the transactions for the acquisition of land, construction of building and supply of machinery, etc. entered into by our Company.

Related business transactions with our Group Companies and significance on the financial performance of our Company

There are no business transactions among our Company and the Group Companies, which impact the financial performance of our Company, except as otherwise disclosed in “Offer Document Summary – Summary of Related Party Transactions” and “Financial Information”, beginning on pages 20 and 258, respectively.

Common pursuits

There are no common pursuits among our Company and our Group Companies.

Business and other interests

Other than Prosegur Compañía de Seguridad S.A being the parent company of one of Promoter, Prosegur Cash, S.A. and Prosegur CIT Integral System Private Limited, a member of Promoter Group of Prosegur Cash, S.A., with whom we have entered into the Management Consultancy Agreement (*for further details, see “Our Management on page 240”*) and as otherwise disclosed in “Restated Consolidated Financial Information - Related Party Transactions” on page 310, our Group Companies do not have any business or other interest in our Company.

Litigation

Our Group Companies are not a party to any pending litigation which may have a material impact on our Company.

Certain other confirmations

Other than Prosegur Compañía de Seguridad S.A, none of the equity shares of any other Group Companies are listed on any stock exchange. Further except as disclosed below for Prosegur Compañía de Seguridad S.A, no other Group Companies have made any public or rights issue in the three immediately preceding years.

Information	Details
Year of issue	April 06, 2022
Type of issue (public/rights/composite)	Bond issuance on the Irish Stock Exchange plc (Euronext Dublin)
Amount of issue (€)	500,000,000
Issue price 100,000 per bond	100,000 per bond
Current market price (€) N/A	N/A
Date of closure of issue	April 06, 2029
Date of allotment and credit of securities to dematerialized account of investors	N/A
Date of completion of the project, where object of the issue was financing the project	N/A
Rate of dividend paid	Coupon 2.5%

Other than Prosegur Compañía de Seguridad S.A, none of the other Group Companies have listed debt securities.

Further, there are no lessors to the immovable properties of our Company which are crucial for the operations of our Company and hence none of our Group Companies or any of their directors have any conflict of interest with lessor(s) of the immovable properties of our Company which are on a leasehold basis, and which are crucial for the operations of our Company.

Further, none of our Group Companies or any of their directors have any conflict of interest with the suppliers of raw materials and third-party service providers of our Company (which are crucial for the operations of our Company).

OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for the Offer

Our Board has approved the Offer pursuant to a resolution dated November 19, 2024, and our Shareholders have approved the Fresh Issue pursuant to a special resolution dated November 20, 2024. This Draft Red Herring Prospectus has been approved by our Board and the IPO Committee pursuant to the resolutions dated March 25, 2025, and March 27, 2025 respectively.

Each of the Selling Shareholders have, severally and not jointly, confirmed and authorised its participation in the Offer for Sale in relation to its portion of Offered Shares, as set out below.

Name of the Selling Shareholder	Aggregate amount of Offer for Sale (₹ million)	Number of Equity Shares offered in the Offer for Sale	Date of board resolution/ authorization	Date of consent letter
SIS Limited	Up to [●]	Up to 1,795,346 Equity Shares of face value ₹ 10 each	December 21, 2024	December 21, 2024
SMC Integrated Facility Management Solutions Limited	Up to [●]	Up to 1,919,804 Equity Shares of face value ₹ 10 each	December 19, 2024	December 21, 2024

Our Board has taken on record the participation of Selling Shareholders in the Offer for Sale, pursuant to a resolution dated December 23, 2024.

The Equity Shares being offered by the Selling Shareholders in the Offer for Sale have been held by them for a period of at least one year prior to the filing of the Draft Red Herring Prospectus with SEBI, calculated in the manner as set out under Regulation 8 of the SEBI ICDR Regulations and are eligible for being offered in the Offer for Sale.

The Equity Shares proposed to be offered by the Selling Shareholders in the Offer for Sale are free from any lien, encumbrance, transfer restrictions or third-party rights.

In-principle Listing Approvals

Our Company has received in-principle approvals from the BSE and the NSE for the listing of the Equity Shares pursuant to letters dated [●] and [●], respectively.

Prohibition by the SEBI or other Governmental Authorities

Our Company, Promoters, members of our Promoter Group, Selling Shareholders, Directors and the persons in control of our Company, and of our Promoters are not prohibited from accessing the capital markets 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 our Directors are associated with the securities market in any manner and no outstanding action has been initiated against our Directors by SEBI in the five years preceding the date of this Draft Red Herring Prospectus.

None of our Company or our Promoters or members of the Promoter Group or Directors have been identified as a Wilful Defaulter or Fraudulent Borrower by any bank or financial institution or consortium thereof in accordance with the guidelines on wilful defaulters or fraudulent borrowers issued by the RBI.

Our Promoters and Directors have not been declared as Fugitive Economic Offenders.

There are no outstanding warrants, options or rights to convert debentures, loans or other instruments convertible into, or which would entitle any person any option to receive Equity Shares, as on the date of this Draft Red Herring Prospectus.

Confirmation under Companies (Significant Beneficial Owners) Rules, 2018

Our Company, Promoters, members of Promoter Group, Directors and each of the Selling Shareholders are in compliance with the Companies (Significant Beneficial Owners) Rules, 2018, to the extent applicable, as of the date of this Draft Red Herring Prospectus.

Eligibility for the Offer

Our Company is an unlisted company that does not satisfy the conditions specified in Regulation 6(1)(a) of the SEBI ICDR Regulations and are therefore required to meet the conditions as detailed under Regulation 6(2) of the SEBI ICDR Regulations. We are currently eligible and undertake to comply the Offer as per Rule 19(2)(b) of the SCRR read with Regulations 6(2) of the SEBI ICDR Regulations which states the following:

“An issuer not satisfying the condition stipulated in sub-regulation (1) shall be eligible to make an initial public offer only if the issue is made through the book-building process and the issuer undertakes to allot at least seventy five percent of the net offer to qualified institutional buyers and to refund the full subscription money if it fails to do so.

Our Company does not fulfil the requirement under Regulation 6(1)(a) of the SEBI ICDR Regulations. Our Company does not fulfil the condition of having monetary assets not more than 50% of net tangible assets, calculated on a restated and consolidated basis, in each of the preceding three full years (of twelve months each). For the year ended March 31, 2024, 184% of the net tangible assets were held in monetary assets.

We are therefore required to allot not less than 75% of the Net Offer to QIBs to meet the conditions as detailed under Regulation 6(2) of the SEBI ICDR Regulations. Further, not more than 15% of the Net Offer shall be available for allocation to Non-Institutional Bidders of which one-third of the Non-Institutional Portion will be available for allocation to Bidders with an application size of more than ₹ 200,000 and up to ₹ 1,000,000 and two-thirds of the Non-Institutional Portion will be available for allocation to Bidders with an application size of more than ₹ 1,000,000 and under-subscription in either of these two sub-categories of Non-Institutional Portion may be allocated to Bidders in the other sub-category of Non-Institutional Portion. Further, not more than 10% of the Net Offer 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. In the event that we fail to do so, the full Bid Amounts shall be refunded to the Bidders, in accordance with the SEBI ICDR Regulations and other applicable laws.

Further, in accordance with Regulation 49(1) of the SEBI ICDR Regulations, our Company and each of the Selling Shareholders shall ensure that the number of prospective Allottees to whom the Equity Shares will be Allotted shall not be less than 1,000, failing which the entire application monies shall be refunded in accordance with the SEBI ICDR Regulations and timelines specified under other applicable laws. None of the Selling Shareholders shall be liable to reimburse our Company for any interest paid by it on behalf of the Selling Shareholders on account of any delay with respect to Allotment of the respective portion of the Offered Shares offered by such Selling Shareholder in the Offer for Sale, or otherwise, unless such delay is solely accountable to such Selling Shareholder.

Our Company is in compliance with conditions specified in Regulations 5 and 7(1) of the SEBI ICDR Regulations to the extent applicable and will ensure compliance with Regulation 7(2) of the SEBI ICDR Regulations.

- a. None of our Company, our Promoters, members of our Promoter Group, the Selling Shareholders or our Directors are debarred from accessing the capital markets by the SEBI;
- b. None of our 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 our Promoters or Directors are categorised as a Wilful Defaulter or a Fraudulent Borrower;
- d. Neither our Promoters nor our Directors have been declared a fugitive economic offender (in accordance with Section 12 of the Fugitive Economic Offenders Act, 2018);
- e. There are no outstanding convertible securities of our Company or any other right which would entitle any person with any option to receive Equity Shares of our Company as on the date of filing of this Draft Red Herring Prospectus;
- f. Our Company, along with the Registrar to the Offer, has entered into tripartite agreements dated December 04, 2015, and December 18, 2024, with NSDL and CDSL, respectively, for dematerialization of the Equity Shares;
- g. The Equity Shares of our Company held by our Promoters are in dematerialised form;
- h. 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.

- i. There is no requirement for us to make firm arrangements of finance under Regulation 7(1)(e) of the SEBI ICDR Regulations through verifiable means towards 75% of the stated means of finance.

Each of the Selling Shareholders has, severally and not jointly, confirmed that its respective portion of Offered Shares does not exceed the applicable thresholds specified under Regulation 8A of the SEBI ICDR Regulation

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 TO MEAN 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 THIS DRAFT RED HERRING PROSPECTUS. THE BOOK RUNNING LEAD MANAGER, BEING DAM CAPITAL ADVISORS LIMITED, HAVE CERTIFIED THAT THE DISCLOSURES MADE IN THIS 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. THIS REQUIREMENT IS TO FACILITATE INVESTORS 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 ARE, SEVERALLY AND NOT JOINTLY, RESPONSIBLE ONLY FOR THE STATEMENTS SPECIFICALLY CONFIRMED OR UNDERTAKEN BY THEM IN THIS DRAFT RED HERRING PROSPECTUS IN RELATION TO THEMSELVES FOR THE RESPECTIVE PORTION OF THE EQUITY SHARES BEING OFFERED BY THEM IN THE OFFER FOR SALE, THE BOOK RUNNING LEAD MANAGER ARE EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY AND THE SELLING SHAREHOLDERS DISCHARGE THEIR RESPECTIVE RESPONSIBILITIES ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE BRLM, BEING DAM CAPITAL ADVISORS LIMITED, HAVE FURNISHED TO SEBI, A DUE DILIGENCE CERTIFICATE DATED MARCH 27, 2025 IN THE FORMAT PRESCRIBED UNDER SCHEDULE V(FORM A) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018.

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 PROPOSED OFFER. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP, AT ANY POINT OF TIME, WITH THE BOOK RUNNING LEAD MANAGER ANY IRREGULARITIES OR LAPSES IN THIS DRAFT RED HERRING PROSPECTUS.

All legal requirements pertaining to this Offer will be complied with at the time of filing of the Red Herring Prospectus with the RoC in terms of Section 32 of the Companies Act, 2013. All legal requirements pertaining to this Offer will be complied with at the time of filing of the Prospectus with the RoC in terms of Sections 26, 32, 33(1) and 33(2) of the Companies Act, 2013.

Caution - Disclaimer from our Company, Promoters, the Selling Shareholders, our Directors and the BRLM

Our Company, our Promoters, the Selling Shareholders, our Directors and the BRLM accept no responsibility for statements made otherwise than in this Draft Red Herring Prospectus or in the advertisements or any other material issued by or at our Company's instance. Anyone placing reliance on any other source of information, including our Company's website, www.sisprosegur.com or any website of any affiliates of our Company would be doing so at his or her own risk.

The BRLM accepts no responsibility, save to the limited extent as provided in the Offer Agreement and as will be provided in the Underwriting Agreement.

All information, to the extent required in relation to the Offer, shall be made available by our Company, the Selling Shareholders and the BRLM to the public and investors at large and no selective or additional information would be made

available by our Company, the Selling Shareholders and the BRLM for a section of the investors in any manner whatsoever including at road show presentations, in research or sales reports, at Bidding Centers or elsewhere.

Bidders will be required to confirm and will be deemed to have represented to our Company, the Underwriters, the BRLM 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 Underwriters, the BRLM and their respective directors, officers, agents, affiliates and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire the Equity Shares.

The BRLM and their respective associates and affiliates in their capacity as principals or agents may engage in transactions with, and perform services for, our Company, the Promoters, Promoter Group, the Selling Shareholders, and our Group Companies, and their respective directors and officers, affiliates, 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, the Promoter, the Promoter Group, the Selling Shareholders, and our Group Companies, and their respective directors and officers, affiliates, associates or third parties, for which they have received, and may in the future receive, compensation.

Disclaimer in Respect of Jurisdiction

Any dispute arising out of the Offer will be subject to the jurisdiction of appropriate court(s) in Mumbai, India, only.

Bidders eligible under Indian law to participate in the Offer

The Offer is being made only in India to persons resident in India including Indian nationals resident in India who are competent to contract under the Indian Contract Act, 1872, HUFs, companies, corporate bodies and societies registered under the applicable laws in India and authorised to invest in equity shares, domestic 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 shares, state industrial development corporations, permitted insurance companies registered with IRDAI, public financial institutions as specified in Section 2(72) of the Companies Act, 2013, permitted provident funds with a minimum corpus of ₹ 250 million (subject to applicable law) and pension funds (registered with the Pension Fund Regulatory and Development Authority established under Section 3(1) of the Pension Fund Regulatory and Development Authority Act, 2013, subject to applicable laws, with minimum corpus of ₹ 250 million), National Investment Fund, insurance funds set up and managed by the army and navy or air force of Union of India, insurance funds set up and managed by the Department of Posts, Government of India, and systemically important NBFCs registered with the RBI).

THIS OFFER IS BEING MADE ONLY TO RESIDENT INDIAN BIDDERS AND THE EQUITY SHARES IN THIS OFFER WILL NOT IN ANY CIRCUMSTANCE BE OFFERED TO PERSONS IN ANY JURISDICTION OUTSIDE INDIA AND/OR OWNED AND CONTROLLED BY PERSONS IN ANY JURISDICTION OUTSIDE INDIA.

Neither the delivery of this Draft Red Herring Prospectus nor the offer of the Offered Shares shall, under any circumstances, create any implication that there has been no change in the affairs of our Company since the date of this Draft Red Herring Prospectus or that the information contained herein is correct as of any time subsequent to this date.

Bidders are advised to ensure that any Bid from them should not exceed investment limits or the maximum number of Equity Shares that could be held by them under applicable law.

Selling restrictions and transfer restrictions

This Draft Red Herring Prospectus does not constitute an offer to sell or an invitation to subscribe to Equity Shares offered in the Offer in any jurisdiction. Invitations to subscribe to or purchase the Equity Shares in the Offer will be made only pursuant to the Red Herring Prospectus. The Red Herring Prospectus may not be distributed outside India. **No person outside India is eligible to Bid for Equity Shares in the Offer.**

The Equity Shares offered in the Offer have not been and will not be registered under the U.S. Securities Act or the securities laws of any state of the United States and may not be offered or sold in 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. The Equity Shares offered in the Offer are being offered and sold only in India in “offshore transactions” as defined in and in reliance on Regulation S under the U.S. Securities Act (“**Regulation S**”).

Each purchaser of the Equity Shares in the Offer who does not receive a copy of the preliminary offering memorandum shall be deemed to:

- Represent and warrant to our Company, the Selling Shareholders and the Members of the Syndicate that it was in India at the time the offer of the Equity Shares was made to it and it was in India when its buy order for the Equity Shares was originated.
- Represent and warrant to our Company, the Selling Shareholders and the Members of the Syndicate that it did not purchase the Equity Shares as a result of any “directed selling efforts” (as defined in Regulation S).
- Represent and warrant to our Company, the Selling Shareholders and the Members of the Syndicate that it bought the Equity Shares for investment purposes and not with a view to the distribution thereof. If in the future it decides to resell or otherwise transfer any of the Equity Shares, it agrees that it will not offer, sell or otherwise transfer the Equity Shares except in a transaction complying with Rule 903 or Rule 904 of Regulation S or pursuant to any other available exemption from registration under the U.S. Securities Act.
- Represent and warrant to our Company, the Selling Shareholders and the Members of the Syndicate that it 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, other than in accordance with applicable laws.
- Represent and warrant to our Company, the Selling Shareholders and the Members of the Syndicate that if it acquired any of the Equity Shares as fiduciary or agent for one or more investor accounts, it has sole investment discretion with respect to each such account and that it has full power to make the foregoing representations, warranties, acknowledgements and agreements on behalf of each such account.
- Represent and warrant to our Company, the Selling Shareholders and the Members of the Syndicate that if it acquired any of the Equity Shares for one or more managed accounts, that it was authorized in writing by each such managed account to subscribe to the Equity Shares for each managed account and to make (and it hereby makes) the representations, warranties, acknowledgements and agreements herein for and on behalf of each such account, reading the reference to “it” to include such accounts.
- Agree to indemnify and hold the Company, the Selling Shareholders and the Members of the Syndicate harmless from any and all costs, claims, liabilities and expenses (including legal fees and expenses) arising out of or in connection with any breach of these representations, warranties or agreements. It agrees that the indemnity set forth in this paragraph shall survive the resale of the Equity Shares.
- Acknowledge that our Company, the Selling Shareholders, the Members of the Syndicate and others will rely upon the truth and accuracy of the foregoing representations, warranties, acknowledgements and agreements.

Disclaimer clause of BSE

As required, a copy of this Draft Red Herring Prospectus shall be 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 prior to the RoC filing.

Disclaimer clause of the NSE

As required, a copy of this Draft Red Herring Prospectus has been submitted to the 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

The Equity Shares issued through the Red Herring Prospectus and the prospectus are proposed to be listed on the Stock Exchanges. Application will be made to the Stock Exchanges for obtaining permission for listing and trading of the Equity

Shares being offered and sold in the offer and [●] will be the Designated Stock Exchange with which the Basis of Allotment will be finalised.

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading of the Equity Shares at the Stock Exchanges are taken within three Working Days from the Bid/ Offer Closing Date or within such other period as may be prescribed. Each of the Selling Shareholders confirms that it shall extend reasonable support and co-operation (to the extent of its portions of the Offered Shares) as required by law for the completion of the necessary formalities for listing and commencement of trading of the Equity Shares at the Stock Exchanges within three Working Days from the Bid/Offer Closing Date, or within such other period as may be prescribed.

If our Company does not Allot the Equity Shares within two Working Days from the Bid/Offer Closing Date or within such timeline as prescribed by SEBI, all amounts received in the Public Offer Accounts will be transferred to the Refund Account and it shall be utilised to repay, without interest, all monies received from Bidders, failing which interest shall be due to be paid to the Bidders as prescribed under applicable law.

Other than (a) the listing fees, audit fees of the statutory auditors (other than to the extent attributable to the Offer), corporate or product advertisements expenses in the ordinary course of business by our Company (not in connection with the Offer), and stamp duty payable on issue of Equity Shares pursuant to Fresh Issue which will be borne solely by our Company, and (b) fees and expenses in relation to the legal counsel to any of the Selling Shareholders which shall be borne by the respective Selling Shareholders, all costs, charges, fees and expenses that are associated with and incurred solely in connection with the Offer including, *inter alia*, filing fees, book building fees and other charges, fees and expenses of the SEBI, the Stock Exchanges, the Registrar of Companies, advertising, printing, road show expenses, accommodation and travel expenses, fees and expenses of the legal counsel to the Company and the Indian legal counsel to the BRLM, fees and expenses of the statutory auditors (to the extent related to the Offer), registrar fees and broker fees (including fees for procuring of applications), bank charges, fees and expenses of the BRLM, Syndicate Members, Self-Certified Syndicate Banks, other Designated Intermediaries and any other consultant, advisor or third party in connection with the Offer shall be shared by our Company and each of the Selling Shareholders in proportion to the number of Equity Shares issued and/or transferred by our Company and each of the Selling Shareholders in the Offer in respect of their respective portion of Equity Shares offered in the Offer for Sale, respectively, except as may be prescribed by the SEBI or any other regulatory authority. Our Company agrees to pay the cost and expenses of the Offer on behalf of the Selling Shareholders in the first instance, (in accordance with the appointment or engagement letter or memoranda of understanding or agreements with such entities), and each of the Selling Shareholders agrees that it shall reimburse our Company, in proportion to its respective portion of Equity Shares offered in the Offer for Sale, for any documented expenses incurred by the Company on behalf of such Selling Shareholder, subject to receipt of supporting documents for such expenses upon commencement of listing and trading of the Equity Shares on the Stock Exchanges pursuant to the, except for such costs and expenses as described above, in relation to the Offer which are paid for directly by the Selling Shareholders. In the event that the Offer is postponed or withdrawn or abandoned for any reason or the Offer is not successful or consummated, all costs and expenses with respect to the Offer which may have accrued up to the date of such postponement, withdrawal, abandonment or failure shall be borne by our Company and Selling Shareholders in proportion to the number of Equity Shares our Company has agreed to issue and allot and each of the Selling Shareholders have agreed to sell in the Offer as disclosed in the Draft Red Herring Prospectus or as will be disclosed in the updated draft red herring prospectus to be filed by the Company with SEBI in relation to the Offer, whichever is later, including but not limited to, the fees and expenses of the BRLM and all legal counsel in relation to the Offer subject to (b) above.

Consents

Consents in writing of: (a) the Selling Shareholders, our Directors, our Company Secretary and Compliance Officer, the Statutory Auditor of our Company, Erstwhile Statutory Auditor, Independent Chartered Accountant, the Domestic Legal Counsel to our Company, the International Legal Counsel to our Company, the Bankers to our Company and (b) the BRLM, the Registrar to the Offer, independent practicing company secretary Sudhir Vishnupant Hulyalkar, the Syndicate Members, the Bankers to the Offer, to act in their respective capacities, have been obtained / will be obtained prior to filing the Red Herring Prospectus with the RoC and filed (as applicable) along with a copy of the Red Herring Prospectus with the RoC as required under the Companies Act, 2013 and such consents that have been obtained have not been withdrawn as of the date of this Draft Red Herring Prospectus.

Experts

Our Company has not obtained any expert opinions other than as disclosed below.

Our Company has received written consent dated March 27, 2025 from the Statutory Auditor to include their name as

required under the Companies Act, 2013 in this Draft Red Herring Prospectus and as an “expert” as defined under Section 2(38) of the Companies Act, 2013 in respect of their (i) examination report dated March 25, 2025 on the Restated Consolidated Financial Information; and (ii) the statement of possible special tax benefits to our Company and its Shareholders dated March 27, 2025, included in this Draft Red Herring Prospectus and such consent has not been withdrawn as of the date of this Draft Red Herring Prospectus.

Our Company has received written consent dated March 27, 2025 from the Erstwhile Statutory Auditor to include their name as required under the Companies Act in this Draft Red Herring Prospectus and as an “expert” as defined under Section 2(38) read with section 2(65) of the Companies Act, 2013 in respect of the certificate for loan utilisation of the Company issued by them, included in this Draft Red Herring Prospectus and such consent has not been withdrawn as of the date of this Draft Red Herring Prospectus.

Our Company has received written consent dated March 27, 2025 from Independent Chartered Accountant, holding a valid peer review certificate from the ICAI, to include their name as required under Section 26(5) of the Companies Act, 2013 read with 77 SEBI ICDR Regulations in this Draft Red Herring Prospectus and as an ‘expert’ as defined under Section 2(38) of Companies Act, 2013 in respect of the certificates issued by them in their capacity as an independent chartered accountant to our Company, and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.

Our Company has received written consent dated March 23, 2025 from Sudhir Vishnupant Hulyalkar, to include their name as the independent practicing company secretary as required under Section 26(1) of the Companies Act, 2013 read with the SEBI ICDR Regulations and as an “expert” as defined under Section 2(38) of the Companies Act, 2013 and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.

Particulars regarding capital issues by our Company in the last five years

Our Company has not made any capital issues during the five years preceding the date of this Draft Red Herring Prospectus.

Particulars regarding capital issues by our listed group companies, subsidiaries or associate entities during the last three years

Our Company has not undertaken any capital issues during the three years preceding the date of this Draft Red Herring Prospectus. Except for Prosegur Compañía de Seguridad S.A, having its equity shares and bonds listed, no other Group Companies or Subsidiaries are listed on any stock exchange. For further details see, “*Our Group Companies–Certain other Confirmations*” on page 384.

Commission and Brokerage paid on previous issues of the Equity Shares in the last five years

Since this is the initial public Issue of the 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 any of the Equity Shares in the five years preceding the date of this Draft Red Herring Prospectus.

Performance vis-à-vis Objects – Details of Public or Rights Issues by our Company

Our Company has not made any public issue or rights issue of Equity Shares during the five years immediately preceding the date of this Draft Red Herring Prospectus.

Performance vis-à-vis Objects – Details of Public or Rights Issues by listed subsidiaries/listed Promoter of our Company

Our Company does not have any listed Subsidiaries. Two of our Promoters, SIS and Prosegur Cash, S.A. are listed entities, however, they have not undertaken any public issue or rights issue (as defined under the SEBI ICDR Regulations) in the five years preceding the date of this Draft Red Herring Prospectus For further details, see “*Our Promoter and Promoter Group*” on page 243.

Price Information of Past Issues Handled by the BRLM

DAM Capital Advisors Limited

1. Price information of past public issues (during the current Financial Year and the two Financial Years immediately preceding the current Financial Year) handled by DAM Capital Advisors Limited:

S. No.	Issue name	Issue size (₹ millions)	Issue price (₹)	Listing date	Opening price on listing date (in ₹)	+/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar day from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90 th calendar day from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180 th calendar day from listing
1	Sanathan Textiles Limited ⁽¹⁾	5,500.00	321.00	December 27, 2024	422.30	+6.32%, [-3.03%]	+13.86% [-1.37%]	Not applicable
2	One Mobikwik Systems Limited ⁽¹⁾	5,720.00	279.00	December 18, 2024	440.00	+69.48%, [-3.67%]	-11.00% [-6.98%]	Not applicable
3	Afcons Infrastructure Limited ⁽¹⁾	54,300.00	463.00 [^]	November 4, 2024	426.00	+6.56%, [+1.92%]	+2.03%, [-2.03%]	Not applicable
4	Bansal Wire Industries Limited ⁽¹⁾	7,450.00	256.00	July 10, 2024	356.00	+37.40%, [-0.85%]	+61.17%, [+1.94%]	+76.88%, [-1.31%]
5	Le Travenues Technology Limited ⁽²⁾	7,401.02	93.00	June 18, 2024	135.00	+86.34%, [+4.42%]	+67.63%, [+7.23%]	+65.59%, [+6.25%]
6	Entero Healthcare Solutions Limited ⁽²⁾	16,000.00	1,258.00 [#]	February 16, 2024	1,245.00	-19.65%, [+0.30%]	-19.84%, [+0.77%]	-2.19%, [+9.02%]
7	Capital Small Finance Bank Limited ⁽²⁾	5230.70	468.00	February 14, 2024	435.00	-25.25%, [+1.77%]	-26.09%, [+1.33%]	-31.44%, [+10.98%]
8	Epac Durable Limited ⁽²⁾	6,400.53	230.00	January 30, 2024	225.00	-19.96%, [+1.64%]	-9.76%, [+3.64%]	+14.04%, [+14.33%]
9	Credo Brands Marketing Limited ⁽²⁾	5,497.79	280.00	December 27, 2023	282.00	-9.89%, [-1.86%]	-35.86%, [+1.10%]	-39.34%, [+7.18%]
10	ESAF Small Finance Bank Limited ⁽²⁾	4,630.00	60.00 ^{\$}	November 10, 2023	71.90	+12.87%, [+ 7.58%]	+31.18%, [+11.17%]	+0.77%, [+13.26%]

Source: www.nseindia.com and www.bseindia.com

^{\$} A discount of ₹ 5 per equity share was provided to eligible employees bidding in the employee reservation portion.

[#] A discount of ₹ 119 per equity share was provided to eligible employees bidding in the employee reservation portion

[^] A discount of ₹ 44 per equity share was provided to eligible employees bidding in the employee reservation portion.

(1) NSE was the designated stock exchange for the said issue.

(2) BSE was the designated stock exchange for the said issue.

Notes:

- Issue size derived from prospectus / basis of allotment advertisement, as applicable
- Price on NSE or BSE is considered for the above calculations as per the designated stock exchange disclosed by the respective issuer at the time of the issue, as applicable
- % of change in closing price on 30th / 90th / 180th calendar day from listing day is calculated vs issue price. % change in closing benchmark index is calculated based on closing index on listing day vs closing index on 30th/ 90th / 180th calendar day from listing day.
- Wherever 30th/ 90th / 180th calendar day from listing day is a holiday, the closing data of the previous trading day has been considered.
- The Nifty 50 or S&P BSE SENSEX index is considered as the benchmark index as per the designated stock exchange disclosed by the respective issuer at the time of the issue, as applicable
- Not applicable – Period not completed

2. Summary statement of price information of past public issues (during the current Financial Year and the two Financial Years immediately preceding the current Financial 1 Year):

Financial Year	Total no. of IPOs	Total funds raised (₹ in millions)	Nos. of IPOs trading at discount - as on 30th calendar days from listing date			Nos. of IPOs trading at premium - 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%
2024-25	5	80,371.02	-	-	-	2	1	2	-	-	-	2	-	-
2023-24	9	87,066.85	-	1	5	-	1	2	-	2	1	1	-	5
2022-23	4	32,735.54	-	1	1	-	1	1	-	1	1	1	-	1

Notes:

- The information is as on the date of this offer document
- The information for each of the financial years is based on issues listed during such financial year.
- Since 30 or 180 calendar days from listing date has not elapsed for few issues, hence data for same is not available

Track record of past issues handled by the BRLM

For details regarding the track record of the BRLM, as specified in the SEBI circular dated January 10, 2012, bearing reference number CIR/MIRSD/1/2012, please see the websites of the BRLM, as provided in the table below:

S. No.	Name of the BRLM	Website
1.	DAM Capital Advisors Limited	www.damcapital.in

Stock Market Data of Equity Shares

This being an initial public offer of our Company, the Equity Shares are not listed on any stock exchange as of the date of this Draft Red Herring Prospectus, and accordingly, no stock market data is available for the Equity Shares.

Mechanism for Redressal of Investor Grievances

The Registrar Agreement provides for the retention of records with the Registrar to the Offer for a minimum period of at least eight years from the date of listing and commencement of trading of the Equity Shares on the Stock Exchanges, to enable the investors to approach the Registrar to the Offer for redressal of their grievances.

In terms of the SEBI ICDR Master Circular 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 in accordance with the SEBI ICDR Master Circular in the events of delayed unblock for cancelled/withdrawn/deleted applications, blocking of multiple amounts for the same UPI application, blocking of more amount than the application amount, delayed unblocking of amounts for non-allotted/partially-allotted applications, for the stipulated period. In the event there is a delay in redressal of the investor grievance in relation to unblocking of amounts, the BRLM shall compensate the investors at the rate higher of ₹100 per day or 15% per annum of the application amount for the period of such delay. Further, in terms of SEBI ICDR Master Circular, the payment of processing fees to the SCSBs shall be undertaken pursuant to an application made by the SCSBs to the BRLM, and such application shall be made only after (i) unblocking of application amounts for each application received by the SCSB has been fully completed, and (ii) applicable compensation relating to investor complaints has been paid by the SCSB.

All grievances (other than from Anchor Investors) in relation to the Bidding process 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, UPI ID, date of the submission of Bid cum Application Form, address of the Bidder, number of the Equity Shares applied for and the name and address of the Designated Intermediary where the Bid cum Application Form was submitted by the Bidder. Further, the Bidder shall also enclose a copy of the Acknowledgement Slip duly received from the concerned Designated Intermediary in addition to the information mentioned hereinabove.

All grievances of the Anchor Investors may be addressed to the Book Running Lead Manager, giving full details such as the name of the sole or First Bidder, Bid cum Application Form number, Bidders' DP ID, Client ID, PAN, date of the Bid cum Application Form, address of the Bidder, number of the Equity Shares applied for, Bid Amount paid on submission of the Bid cum Application Form and the name and address of the Book Running Lead Manager where the Bid cum Application Form was submitted by the Anchor Investor.

The Registrar to the Offer shall obtain the required information from the SCSBs and Sponsor Bank(s) for addressing any clarifications or grievances of ASBA Bidders. Our Company, the Book Running Lead Manager 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. Investors can contact our 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.

Our Company, the Book Running Lead Manager 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.

The processing fees for applications made by UPI Bidders may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI ICDR Master Circular.

Separately, pursuant to SEBI ICDR Master Circular, the following compensation mechanism shall be applicable for investor grievances in relation to Bids made through the UPI Mechanism for public issues, for which the relevant SCSBs shall be liable to compensate the investor:

Scenario	Compensation amount	Compensation period
Delayed unblock for cancelled / withdrawn / deleted applications	₹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 on the bidding platform of the Stock Exchanges until the date of actual unblock
Blocking of multiple amounts for the same Bid made through the UPI Mechanism	1. Instantly revoke the blocked funds other than the original application amount; and 2. ₹100 per day or 15% per annum of the total cumulative blocked amount except the original Bid Amount, whichever is higher	From the date on which multiple amounts were blocked until the date of actual unblock
Blocking more amount than the Bid Amount	1. Instantly revoke the difference amount, i.e., the blocked amount less the Bid Amount; and 2. ₹100 per day or 15% per annum of the difference amount, whichever is higher	From the date on which the funds to the excess of the Bid Amount were blocked until the date of actual unblock
Delayed unblock for non – Allotted/partially Allotted applications	₹100 per day or 15% per annum of the Bid Amount, whichever is higher	From the Working Day subsequent to the finalization of the Basis of Allotment until the date of actual unblock

In an event there is a delay in redressal of the investor grievance in relation to unblocking of amounts, the Book Running Lead Manager shall compensate the investors at the rate higher of ₹100 or 15% per annum of the application amount for the period of such delay. Further, in terms of SEBI ICDR Master Circular, the payment of processing fees to the SCSBs shall be undertaken pursuant to an application made by the SCSBs to the Book Running Lead Manager, and such application shall be made only after (i) unblocking of application amounts for each application received by the SCSB has been fully completed, and (ii) applicable compensation relating to investor complaints has been paid by the SCSB.

Disposal of Investor Grievances by our Company

Our Company shall obtain authentication on the SCORES in terms of the SEBI circular bearing number CIR/OIAE/1/2013 dated April 17, 2013 read with SEBI circular bearing number SEBI/HO/OIAE/IGRD/CIR/P/2021/642 dated October 14, 2021 and shall comply with SEBI circular bearing number CIR/OIAE/1/2014 dated December 18, 2014, the SEBI circular no. SEBI/HO/OIAE/IGRD/CIR/P/2019/86 dated August 2, 2019, SEBI Circular SEBI/HO/OIAE/IGRD/P/CIR/2022/0150 dated November 7, 2022 and SEBI circular bearing number SEBI/HO/OIAE/IGRD/CIR/P/2023/156 dated September 20, 2023 in relation to redressal of investor grievances through SCORES.

Our Company has not received any investor grievances in the last three Financial Years prior to the filing of this Draft Red Herring Prospectus. Further, no investor complaint in relation to our Company or Prosegur Compañía de Seguridad S.A, the listed group company, is pending as on the date of filing of this Draft Red Herring Prospectus. 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 appointed Karan Kathuria, as the Company Secretary and Compliance Officer for the Offer and he may be contacted in case of any pre-Offer or post-Offer related problems. For details, see “General Information” on page 70.

Our Company has also constituted a Stakeholders' Relationship Committee comprising of Ravindra Pandey, Devesh Desai, Ajaykumar Ramnayan, Vishwakarma and Bhupesh Chhajer as members, to review and redress shareholder and investor grievances. For details, see "*Our Management*" on page 225.

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

Our Company has not applied for any exemption from SEBI from complying with any provisions of securities laws, as on the date of this Draft Red Herring Prospectus.

SECTION VII: OFFER RELATED INFORMATION

TERMS OF THE OFFER

The Equity Shares being issued, transferred and Allotted pursuant to the Offer shall be subject to the provisions of the Companies Act, 2013 the SEBI ICDR Regulations, the SCRA, the SCRR, our Memorandum of Association and our Articles of Association, the SEBI Listing Regulations, the terms of the Red Herring Prospectus, the Prospectus, the Abridged Prospectus, the Bid cum Application Form, the Revision Form, the CAN/Allotment Advice and other terms and conditions as may be incorporated in the Allotment Advice and other documents/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 the SEBI, the Government of India, the Stock Exchanges, the RBI, the RoC and/or any 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 and/or any other authorities 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. Except for listing fees which shall solely be borne by our Company, fees and expenses in relation to the counsel to the Selling Shareholders which shall be borne by the respective Selling Shareholders, further the costs, charges, fees and expenses relating to the Offer will be shared by each of our Company and the Selling Shareholders in proportion to the number of Equity Shares issued and Allotted through the Offer and sold by each of the Selling Shareholders through the Offer for Sale. For details in relation to Offer expenses, see “*Objects of the Offer*” beginning on page 88.

Ranking of the Equity Shares

The Equity Shares being issued, transferred and Allotted pursuant to the Offer shall be subject to the provisions of the Companies Act, 2013 the SEBI ICDR Regulations, the SEBI Listing Regulations, the SCRA, the SCRR, our Memorandum of Association and our Articles of Association and shall rank *pari passu* in all respects with the existing Equity Shares, including in respect of the right to receive dividend and voting. The Allottees, upon Allotment of Equity Shares under the Offer, will be entitled to dividend and 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 the Articles of Association*” beginning on page 429.

Mode of Payment of Dividend

Our Company shall pay dividends, if declared, to our Shareholders in accordance with the provisions of Companies Act, 2013 our Memorandum of Association and our Articles of Association and provisions of the SEBI Listing Regulations and other applicable law. 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 law. For further details in relation to dividends, see “*Dividend Policy*” and “*Description of Equity Shares and Terms of the Articles of Association*” beginning on pages 257 and 429, respectively.

Face Value, Offer Price, Floor Price and Price Band

The face value of each Equity Share is ₹ 10 and the Offer Price at the lower end of the Price Band is ₹ [●] per Equity Share (“**Floor Price**”) and at the higher end of the Price Band is ₹ [●] per Equity Share (“**Cap Price**”). The Offer Price is ₹ [●] per Equity Share. The Anchor Investor Offer Price is ₹ [●] per Equity Share.

The Offer Price, Price Band and the minimum Bid Lot will be decided by our Company, in consultation with the BRLM and advertised in [●] in all editions of the English national daily newspaper [●] and all editions of the Hindi national daily newspaper [●] (Hindi being the regional language of Bihar, 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 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, in consultation with the BRLM, after the Bid/Offer Closing Date, on the basis of assessment of market demand for the Equity Shares offered by way of Book Building Process. The Offer Price shall be determined by our Company, in consultation with the BRLM, after the Bid/Offer Closing Date, on the basis of assessment of market demand for the Equity Shares offered by way of Book Building Process.

At any given point of time, there shall be only one denomination of Equity Shares.

Compliance with Disclosure and Accounting Norms

Our Company shall comply with all disclosure and accounting norms as specified by the SEBI from time to time.

Rights of Equity Shareholders

Subject to applicable laws, rules, regulations and guidelines and our 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 and e-voting, in accordance with the provisions of the Companies Act, 2013
- right to receive offers for rights Equity Shares and be allotted bonus Equity 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, 2013 the SEBI Listing Regulations, our Articles of Association and other applicable laws.

For a detailed description of the main provisions of our Articles of Association relating to voting rights, dividend, forfeiture and lien, transfer, transmission and/or consolidation/splitting, see “*Description of Equity Shares and Terms of the Articles of Association*” beginning on page 429.

Allotment only in Dematerialized Form

Pursuant to Section 29 of the Companies Act, 2013 and the SEBI ICDR Regulations, the Equity Shares shall be allotted only in dematerialized form. The trading of the Equity Shares shall only be in the dematerialized segment of the Stock Exchanges. In this context, the following agreements have been signed among our Company, the respective Depositories and the Registrar to the Offer:

- tripartite agreement dated December 04, 2015, among our Company, NSDL and the Registrar to the Offer; and
- tripartite agreement dated December 18, 2024, among our Company, CDSL and the Registrar to the Offer.

Market Lot and Trading Lot

Since trading of the Equity Shares is in dematerialized form, the tradable lot is one Equity Share. Allotment in the Offer will be only in dematerialized form in multiples of one Equity Share subject to a minimum Allotment of [●] Equity Shares. For details of basis of allotment, see “*Offer Procedure*” on page 408.

Joint Holders

Subject to the provisions contained in our Articles of Association, where two or more persons are registered as the holders of the Equity Shares, they shall be deemed to hold the same as joint tenants with benefits of survivorship.

Jurisdiction

[Exclusive jurisdiction for the purpose of the Offer is with the competent courts/authorities in Mumbai, India.

Nomination Facility to Bidders

In accordance with Section 72 of the Companies Act, 2013 and the relevant rules made thereunder, 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/alienation of Equity Share(s) by the person nominating. A nomination may be cancelled or varied by nominating any other person in place of the present nominee by the holder of the Equity Shares who has made the nomination by giving a notice of such cancellation. 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 and Corporate Office or to the registrar and transfer agents of our Company.

Any person who becomes a nominee by virtue of the provisions of Section 72 of the Companies Act, 2013 shall upon the production of such evidence as may be required by our Board, elect either:

- a) to register himself or herself as the holder of the Equity Shares; or
- b) to make such a transfer of the Equity Shares, as the deceased holder could have made.

Further, our 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, our 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 the respective Depository Participant of the Bidder would prevail. If the Bidders wish to change the nomination, they are requested to inform their respective Depository Participant.

Bid/Offer Programme

BID/OFFER OPENS ON	[●] ⁽¹⁾
BID/OFFER CLOSES ON	[●] ⁽²⁾⁽³⁾

⁽¹⁾ Our Company may, in consultation with the BRLM, consider participation by Anchor Investors. The Anchor Investor Bid/Offer Period shall be [●], i.e. one Working Day prior to the Bid/Offer Opening Date in accordance with the SEBI ICDR Regulations.

⁽²⁾ Our Company may, in consultation with the BRLM, 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.

⁽³⁾ The UPI mandate end time and date shall be 5 p.m. on the Bid / Offer Closing Date.

An indicative timetable in respect of the Offer is disclosed below:

Event	Indicative Date
Finalization 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 dematerialised accounts of Allottees	On or about [●]
Commencement of trading of the Equity Shares on the Stock Exchanges	On or about [●]

*In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding two Working Days from the for Bid/Offer Closing Date 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 ₹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 BRLM shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. The BRLM 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 ICDR Master Circular in case of delays in resolving investor grievances in relation to blocking/unblocking of funds, shall be deemed to be incorporated in the agreements to be entered into by and between our Company and the relevant intermediaries, to the extent applicable.

The processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with the SEBI ICDR Master Circular.

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 three Working Days of the Bid/Offer Closing Date or such other period as may be prescribed by SEBI, the timetable may be extended due to various factors, such as extension of the Bid/Offer Period by our Company in consultation with the BRLM, due to revision of the Price Band or any delay in receiving the final listing and trading approval from the Stock Exchanges. In terms of the SEBI ICDR Master Circular, our Company shall within four days from the closure of the Offer, refund the subscription amount received in case of non – receipt of minimum subscription or in case our Company fails to obtain listing or trading permission from the Stock Exchanges for the Equity Shares. 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. Each Selling Shareholder, severally and not jointly, has specifically confirmed that it shall extend such reasonable support and co-operation in relation to their respective portion of the Offered Shares, as required by our Company and the BRLM for completion of the necessary formalities for listing and commencement of trading of the Equity Shares at the Stock Exchanges within three Working Days from the Bid/ Offer Closing Date or such other period as may be prescribed by SEBI.

The Registrar to the Offer shall submit the details of cancelled/withdrawn/deleted applications to the SCSBs on daily basis within 60 minutes of the Bid closure time from the Bid/ Offer Opening Date until the Bid/Offer Closing Date by obtaining the same from the Stock Exchanges. The SCSBs shall unblock such applications by the closing hours of the Working Day.

In terms of the UPI Circulars, in relation to the Offer, the BRLM will be required to submit reports of compliance with timelines and activities prescribed by SEBI in connection with the allotment and listing procedure within three Working Days from the Bid/ Offer Closing Date, identifying non-adherence to timelines and processes and an analysis of entities responsible for the delay and the reasons associated with it.

Any circulars or notifications from SEBI after the date of this Draft Red Herring Prospectus may result in changes to the listing timelines. Further, the issue procedure is subject to change to any revised SEBI circulars to this effect.

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 of Electronic Applications (Online ASBA through 3-in-1 accounts) – For RIBs	Only between 10.00 a.m. and up to 5.00 p.m. IST
Submission of Electronic Applications (Bank ASBA through Online channels like Internet Banking, Mobile Banking and Syndicate UPI ASBA applications where Bid Amount is up to ₹500,000)	Only between 10.00 a.m. and up to 4.00 p.m. IST
Submission of Electronic Applications (Syndicate Non-Retail, Non-Individual Applications)	Only between 10.00 a.m. and up to 3.00 p.m. IST
Submission of Physical Applications (Bank ASBA)	Only between 10.00 a.m. and up to 1.00 p.m. IST
Submission of Physical Applications (Syndicate Non-Retail, Non-Individual Applications where Bid Amount is more than ₹500,000)	Only between 10.00 a.m. and up to 12.00 p.m. IST
Modification/ Revision/cancellation of Bids	
Upward Revision of Bids by QIBs and Non-Institutional Bidders categories#	Only between 10.00 a.m. and up to 4.00 p.m. IST on Bid/ Offer Closing Date
Upward or downward Revision of Bids or cancellation of Bids by RIBs	Only between 10.00 a.m. and up to 5.00 p.m. IST

* UPI mandate end time and date shall be at 05:00 p.m. on Bid/ Offer Closing Date.

QIBs and Non-Institutional Bidders can neither revise their bids downwards nor cancel/withdraw their bids.

On the Bid/ Offer Closing Date, the Bids shall be uploaded until:

- 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 RIBs

On Bid/Offer Closing Date, extension of time may be granted by Stock Exchanges only for uploading Bids received RIBs and, after taking into account the total number of Bids received and as reported by the BRLM to the Stock Exchanges.

The Registrar to the Offer shall submit the details of cancelled/withdrawn/deleted applications to the SCSBs on daily basis within 60 minutes of the Bid closure time from the Bid/ Offer Opening Date until 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 and submit confirmation to the BRLM and the RTA on the daily basis.

To avoid duplication, the facility of re-initiation provided to Syndicate Members shall preferably be allowed only once per bid/batch and as deemed fit by the Stock Exchanges, after closure of the time for uploading Bids.

It is clarified that Bids not uploaded on the electronic bidding system or in respect of which the full Bid Amount is not blocked by SCSBs or not blocked under the UPI Mechanism in the relevant ASBA Account, as the case may be, would be rejected.

Due to limitation of time available for uploading the Bids on the Bid/Offer Closing Date, Bidders are advised to submit their Bids one day prior to the Bid/Offer Closing Date and in any case no later than 3:00 p.m. IST on 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 and any revision in Bids will be accepted only during Working Days during the Bid/ Offer Period. Bidders may please note that as per letter no. List/SMD/SM/2006 dated July 3, 2006, and letter no. NSE/IPO/25101-6 dated July 6, 2006, issued by BSE and NSE, respectively, Bids and any revision in Bids shall not be accepted on Saturdays and public holidays as declared by the Stock Exchanges. Bids by ASBA Bidders shall be uploaded by the relevant Designated Intermediary in the electronic system to be provided by the Stock Exchanges.

Our Company in consultation with the BRLM reserves 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 at least 105% of the Floor Price and 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 unforeseen circumstances, our Company, in consultation with the BRLM, for reasons to be recorded in writing, may extend the Bid/Offer Period for a minimum of one Working Day, subject to the Bid/Offer Period not exceeding 10 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 announcement and also by indicating the change on the respective websites of the BRLM and at the terminals of the Syndicate Members and by intimation to the Designated Intermediaries and the Sponsor Bank(s), as applicable. In case of revision of Price Band, the Bid Lot shall remain the same.

None of 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 blocking of application amount by SCSBs on receipt of instructions from the Sponsor Bank due to any errors, omissions, or otherwise non-compliance by various parties involved in, or any other fault, malfunctioning or breakdown in the UPI Mechanism. In case of discrepancy in data entered in the electronic book vis-vis data contained in the 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.

Minimum Subscription

If our Company does not receive the minimum subscription in the Offer as specified under Rule 19(2)(b) of the SCRR or the minimum subscription of 90% of the Fresh Issue on the Bid/Offer Closing Date; or subscription level falls below aforesaid minimum subscription after the Bid/Offer Closing Date due to withdrawal of Bids or technical rejections or any other reason; or in case of devolvement of Underwriting, aforesaid minimum subscription is not received within 60 days from the date of Bid/Offer Closing Date or if the listing or trading permission is not obtained from the Stock Exchanges for the Equity Shares in the Offer, our Company, the Selling Shareholders shall forthwith refund the entire subscription amount received in accordance with applicable law including the SEBI ICDR Master Circular. If there is a delay beyond

the prescribed time after our Company becomes liable to pay the amount, our Company and every Director of our Company, who are officers in default, shall pay interest at the rate of 15% per annum or such other amount prescribed under applicable law, including the SEBI ICDR Master Circular

In the event of under-subscription in the Offer, i.e. in the event valid Bids are received for less than the total Offer size, subject to receiving valid Bids for the minimum subscription amount, i.e., for 90% of the Fresh Issue and compliance with Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, the Allotment for the valid Bids will be made in the following order of priority:

- a) Such number of Equity Shares will first be Allotted by the Company such that 90% of the Fresh Issue portion is subscribed;
- b) Upon achieving (a), the Offered Shares held by the Selling Shareholders will be Allotted; and
- c) Once Equity Shares have been allotted as per (a) and (b) above, such number of Equity Shares will be Allotted by the Company towards the balance 10% of the Fresh Issue portion.

Each Selling Shareholder shall reimburse, severally and not jointly, and only to the extent of the Equity Shares offered by such Selling Shareholder in the Offer, any expenses and interest incurred by our Company on behalf of such Selling Shareholder for any delays in making refunds as required under the Companies Act, 2013 and any other applicable law, provided that such Selling Shareholder shall not be responsible or liable for payment of such expenses or interest, unless such delay is solely and directly attributable to an act or omission of such Selling Shareholder in relation to its portion of the Offered Shares.

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 failing which the entire application money shall be unblocked in the respective ASBA Accounts of the Bidders. In case of delay, if any, in unblocking the ASBA Accounts within such timeline as prescribed under applicable laws, our Company shall be liable to pay interest on the application money in accordance with applicable laws.

No liability to make any payment of interest or expenses shall accrue to any Selling Shareholder unless the delay in making any of the payments/refund hereunder or the delay in obtaining listing or trading approvals or any other approvals in relation to the Offer is caused solely by, and is directly attributable to, an act or omission of such Selling Shareholder and to the extent of its portion of the Offered Shares.

Arrangements for Disposal of Odd Lots

There are no arrangements for disposal of odd lots since our Equity Shares will be traded in dematerialised form only and market lot for our Equity Shares will be one Equity Share.

Withdrawal of the Offer

The Offer shall be withdrawn in the event the requirement of the minimum subscription as prescribed under Regulation 45 of the SEBI ICDR Regulations is not fulfilled. Our Company in consultation with the BRLM, reserves the right not to proceed with the Fresh Issue and the Selling Shareholders, reserve the right not to proceed with the Offer for Sale, in whole or in part thereof, to the extent of the Offered Shares, 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 and inform the Stock Exchanges promptly on which the Equity Shares are proposed to be listed. The BRLM, through the Registrar to the Offer, shall notify the SCSBs and the Sponsor Banks (in case of UPI Bidders), to unblock the bank accounts of the ASBA Bidders, And 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 and also inform the Bankers to the Offer to process refunds to the Anchor Investors, as the case may be. The notice of withdrawal will be issued in the same newspapers where the pre-Offer advertisements have appeared, and the Stock Exchanges will also be informed promptly. In terms of the UPI Circulars, in relation to the Offer, the BRLM will submit reports of compliance with T+3 listing timelines and activities, identifying non-adherence to timelines and processes and an analysis of entities responsible for the delay and the reasons associated with it. Further, in case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding two Working Days from the Bid/ 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 two Working Days from the Bid/ Offer

Closing Date by the intermediary responsible for causing such delay in unblocking. The BRLM shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking.

If our Company in consultation with the BRLM withdraws the Offer after the Bid/ Offer Closing Date and thereafter determines that it will proceed with an issue of the Equity Shares, our Company shall file a fresh draft red herring prospectus with SEBI. Notwithstanding the foregoing, the Offer is also subject to obtaining (i) the final listing and trading approvals of the Stock Exchanges within three Working Days or such other period as may be prescribed, and (ii) the filing of the Prospectus with the RoC. 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.

Restrictions, if any on transfer and transmission of Equity Shares

Except for SIS's right of first refusal in the event Singpai wishes to transfer any or all of its Equity Shares in our Company to any person, lock-in of the pre-Offer share capital of our Company, lock-in of our Promoters' minimum contribution under the SEBI ICDR Regulations, the Anchor Investor lock-in as provided in "*Capital Structure*" on page 78 and except as provided under the Articles of Association, there are no restrictions on transfer of the Equity Shares. Further, there are no restrictions on transmission of any shares of our Company and on their consolidation or splitting, except as provided in the Articles of Association. For details, see "*Description of Equity Shares and Terms of Articles of Association*" on page 429.

New financial instruments

Our Company is not issuing any new financial instruments through this Offer.

OFFER STRUCTURE

Initial public offering of up to [●] Equity Shares of face value of ₹10 each for cash at a price of ₹[●] per Equity Share (including a share premium of ₹[●] per Equity Share) aggregating up to ₹[●] million, comprising a Fresh Issue of up to [●] Equity Shares of face value of ₹10 each aggregating up to ₹ 1,000 million by our Company and an Offer for Sale of up to 3,715,150 Equity Shares aggregating up to ₹[●] million by the Selling Shareholders, the details of which are set out below:

Name of the Selling Shareholder	Aggregate amount of Offer for Sale (₹ million)	Number of Equity Shares offered in the Offer for Sale	Date of board resolution/ authorization	Date of consent letter
SIS Limited	Up to [●]	Up to 1,795,346 Equity Shares of face value ₹ 10 each	December 21, 2024	December 21, 2024
SMC Integrated Facility Management Solutions Limited	Up to [●]	Up to 1,919,804 Equity Shares of face value ₹ 10 each	December 19, 2024	December 21, 2024

The Offer is being made through the Book Building Process.

Particulars	QIBs ⁽¹⁾	Non-Institutional Bidders	Retail Individual Bidders
Number of Equity Shares available for Allotment/allocation ⁽²⁾	Not less than [●] Equity Shares of face value of ₹10 each	Not more than [●] Equity Shares of face value of ₹10 each available or Offer less allocation to QIBs and Retail Individual Bidders	Not more than [●] Equity Shares of face value of ₹10 each available for allocation or Offer less allocation to QIBs and Non-Institutional Bidders
Percentage of Offer Size available for allocation	Not less than 75% of the Offer being available for allocation to QIB Bidders. However, up to 5% of the Net QIB Portion will be available for allocation on a proportionate basis 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 available for allocation to other QIBs in the remaining Net QIB Portion.	Not more than 15% of the Net Offer or the Net Offer less allocation to QIBs and RIBs, subject to the following: The allotment to each Non-Institutional Bidder shall not be less than the minimum application size, subject to availability of Equity Shares of face value of ₹10 each in the Non-Institutional Portion and the remaining available Equity Shares of face value of ₹10 each, if any, shall be available for allocation out of which: (a) one third of such portion available to Non-Institutional Bidders shall be reserved for applicants with an application size of more than ₹ 200,000 and up to ₹1,000,000 and (b) two third of such portion available to Non-Institutional Bidders shall be reserved for applicants with application size of more than ₹1,000,000. Provided that the unsubscribed portion in either the sub-categories mentioned above may be allocated to applicants in the other sub-category of Non-Institutional Bidders	Not more than 10% of the Net Offer or the Net Offer less allocation to QIB Bidders and Non-Institutional Investors will be available for allocation
Basis of Allotment/allocation if respective category is oversubscribed	Proportionate as follows (excluding the Anchor Investor Portion): Up to [●] Equity Shares of face value of ₹10 each shall be available for allocation on a proportionate basis to Mutual Funds only; and Balance [●] Equity Shares of face value of	(a) One-third of the Non-Institutional Portion shall be reserved for Bidders with application size of more than ₹200,000 and up to ₹1,000,000; and (b) two-thirds of the Non-Institutional Portion shall be reserved for Bidders with application size of more than ₹1,000,000, provided that the unsubscribed portion in either of such sub-categories may be allocated to Bidders in the other sub-category of Non-Institutional Bidders. For further	The allotment to each RIB 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 <i>Offer Procedure</i> on page 408.

Particulars	QIBs ⁽¹⁾	Non-Institutional Bidders	Retail Individual Bidders
	₹10 each shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds receiving allocation as per (a) above. Up to 60% of the QIB portions (of up to [●] Equity Shares of face value of ₹10 each) may be allocated on a discretionary basis to Anchor Investors of which one-third shall be available for allocation to Mutual Funds only, subject to valid Bid received from Mutual Funds at or above the Anchor Investor Allocation Price	details, see “Offer Procedure” on page 408.	
Mode of Bidding	Only through the ASBA process (including the UPI Mechanism, as applicable) (except for Anchor Investors) SEBI ICDR Master Circular has prescribed that all individual investors applying in initial public offerings opening on or after May 1, 2022, where the application amount is up to ₹ 5,00,000, may use UPI. Individual investors bidding under the Non-Institutional Portion bidding and up to ₹ 5,00,000 shall be required to use the UPI Mechanism		
Minimum Bid	Such number of Equity Shares and in multiples of [●] Equity Shares of face value of ₹10 each that the Bid Amount exceeds ₹200,000	Such number of Equity Shares and in multiples of [●] Equity Shares of face value of ₹10 each that the Bid Amount exceeds ₹200,000	[●] Equity Shares and in multiples of [●] Equity Shares of face value of ₹10 each thereafter
Maximum Bid	Such number of Equity Shares in multiples of [●] Equity Shares of face value of ₹10 each not exceeding the size of the Offer, (excluding the Anchor Portion) subject to applicable limits to each Bidder	Such number of Equity Shares in multiples of [●] Equity Shares of face value of ₹10 each not exceeding the size of the Offer (excluding the QIB Portion), subject to applicable limits to Bidder	Such number of Equity Shares in multiples of [●] Equity Shares of face value of ₹10 each so that the Bid Amount does not exceed ₹200,000
Bid Lot	[●] Equity Shares of face value of ₹10 each and in multiples of [●] Equity Shares thereafter		
Allotment Lot	[●] Equity Shares of face value of ₹10 each and in multiples of one Equity Share thereafter	[●] Equity Shares of face value of ₹10 each and in multiples of one Equity Share thereafter subject to availability in the Non-Institutional Portion	[●] Equity Shares of face value of ₹10 each and in multiples of one Equity Share thereafter subject to availability in the Retail Portion
Trading Lot	One Equity Share		
Mode of Allotment	Compulsory in dematerialized form		
Who can apply ^{(3) (4)}	Public financial institutions as specified in Section 2(72) of the Companies Act 2013, scheduled commercial banks, mutual funds (other than individuals, corporate bodies and family offices) registered with SEBI, VCFs, AIFs, multilateral and bilateral development financial	Resident Indian individuals, HUFs (in the name of <i>karta</i>), companies, corporate bodies, scientific institutions, societies, trusts and any individuals, corporate bodies and family offices.	Resident Indian individuals and HUFs (in the name of <i>karta</i>).
THIS OFFER IS BEING MADE ONLY TO RESIDENT INDIAN BIDDERS AND THE EQUITY SHARES IN THIS OFFER WILL NOT IN ANY CIRCUMSTANCE			

Particulars	QIBs ⁽¹⁾	Non-Institutional Bidders	Retail Individual Bidders
BE OFFERED TO PERSONS IN ANY JURISDICTION OUTSIDE INDIA AND/OR OWNED AND CONTROLLED BY PERSONS IN ANY JURISDICTION OUTSIDE INDIA.	institutions, state industrial development corporation, insurance company registered with IRDAI, provident fund with minimum corpus of ₹250 million, pension fund with minimum corpus of ₹250 million National Investment Fund set up by the Government, through resolution F. No.2/3/2005-DD-II dated November 23, 2005 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		
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⁽⁴⁾ In case of other Bidders: Full Bid Amount shall be blocked by the SCSBs in the bank account of the ASBA Bidder (other than Anchor Investors) or by the Sponsor Banks through the UPI Mechanism (for RIBs or individual investors Bidding under the Non-Institutional Portion for an amount of more than ₹ 200,000 and up to ₹500,000) that is specified in the ASBA Form at the time of submission of the ASBA Form		

- (1) Our Company, in consultation with the BRLM, may allocate up to 60% of the QIB Portion to Anchor Investors at the Anchor Investor Allocation 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 Anchor Investor Allocation Price
- (2) Subject to valid Bids being received at or above the Offer Price. This Offer is made in accordance with the Rule 19(2)(b) of the SCRR and is being made through the Book Building Process, in compliance with Regulation 6(2) of the SEBI ICDR Regulations, wherein not less than 75% of the Net Offer shall be available for allocation on a proportionate basis to QIBs, provided that our Company in consultation with the Book Running Lead Manager may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations, of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription, or non-allotment 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 spill-over from the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIBs (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Offer Price. Further, not more than 15% of the Net Offer shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not more than 10% of the Net 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.
- (3) 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. Our Company reserves the right to reject, in its absolute discretion, all or any multiple Bids, except as otherwise permitted, in any or all categories.
- (4) Anchor Investors are not permitted to use the ASBA process. 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. In case the Offer Price is lower than the Anchor Investor Allocation Price, the amount in excess of the Offer Price paid by the Anchor Investors shall not be refunded to them.

Under-subscription, 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, in consultation with the BRLM and the Designated Stock Exchange. Bidders will be required to confirm and will be deemed to have represented to our Company, 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.

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 the UPI Circulars (the “**General Information Document**”) which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, 2013 the SCRA, the SCRR and the SEBI ICDR Regulations which is part of the Abridged Prospectus accompanying the Bid cum Application Form. The General Information Document is available on the websites of the Stock Exchanges and the BRLM. Please refer to the relevant provisions of the General Information Document which are applicable to the Offer, including in relation to the process for Bids by UPI Bidders. The investors should note that the details and process provided in the General Information Document should be read along with this section.

Additionally, all Bidders may refer to the General Information Document for information in relation to (i) category of investors eligible to participate in the 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 cum Application Form); (vii) Designated Date; (viii) disposal of applications and electronic registration of bids; (ix) submission of Bid cum Application Form; (x) other instructions (limited to joint bids in cases of individual, multiple bids and instances when an application would be rejected on technical grounds); (xi) applicable provisions of the Companies Act, 2013 relating to punishment for fictitious applications; (xii) mode of making refunds; (xiii) disposal of applications; and (xiv) interest in case of delay in Allotment or refund.

In accordance with the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, SEBI 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 timeline of T+6 days. (“**UPI Phase I**”). The UPI Phase I was effective until 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 UPI Bidders 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/DCR2/CIR/P/2019/133 dated November 8, 2019, extended the timeline for implementation of UPI Phase II until March 31, 2020. 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, had decided to continue with the UPI Phase II until further notice. The final reduced timeline of T+3 days for the UPI Mechanism for applications by UPI Bidders (“**UPI Phase III**”) and modalities of the implementation of UPI Phase III was notified by SEBI vide its circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 and made effective on a voluntary basis for all issues opening on or after September 1, 2023 and on a mandatory basis for all issues opening on or after December 1, 2023.

The Offer will be undertaken pursuant to the processes and procedures under UPI Phase III on mandatory basis, subject to any circulars, clarification or notification issued by the SEBI from time to time. Pursuant SEBI ICDR Master Circular, the timeline of T+3 days using the UPI Mechanism for applications by UPI Bidders has been made voluntary for public issues opening on or after September 1, 2023, and mandatory for public issues opening on or after December 1, 2023. Further, SEBI vide its master circular (SEBI/HO/CFD/PoD-1/P/CIR/2024/0154 2023) dated November 11, 2024, and the SEBI RTA Master Circular has introduced certain additional measures for streamlining the process of initial public offers and redressing investor grievances. These circulars are effective for initial public offers opening on or after May 1, 2021, and the provisions of these circulars, as amended, are deemed to form part of this Prospectus. The provisions of the circular issued by the NSE having reference no. 25/2022 dated August 3, 2022, and the circular issued by BSE having reference no. 20220803-40 dated August 3, 2022, are also deemed to form part of this Prospectus. Further, the processing fees for applications made by Retail Individual Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI ICDR Master Circular.

In terms of Regulation 23(5) and Regulation 52 of SEBI ICDR Regulations, the timelines and processes mentioned in SEBI RTA Master Circular, shall continue to form part of the agreements being signed between the intermediaries involved in the public issuance process and lead manager shall continue to coordinate with intermediaries involved in the said process.

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding two Working Days from the Bid/Offer Closing Date, the Bidder shall be compensated in accordance

with the applicable law. The BRLM shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. Further, SEBI vide the SEBI ICDR Master Circular, has reduced the timelines for refund of Application money to two days. Further, Bidders shall be entitled to compensation in the manner specified in the SEBI ICDR Master Circular as amended by the T+3 Circular, in case of delays in resolving investor grievances in relation to blocking/unblocking of funds.

Our Company, the Selling Shareholders and the BRLM, Members of the Syndicate do not accept any responsibility for the completeness and accuracy of the information stated in this section and the GID 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, when filed.

Further, our Company, the Selling Shareholders and the Members of the Syndicate are not liable 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 in terms of Rule 19(2)(b) of the SCRR, through the Book Building Process in accordance with Regulation 6(2) of the SEBI ICDR Regulations wherein not less than 75% of Net Offer shall be allocated on a proportionate basis to QIBs, provided that our Company, in consultation with the BRLM, allocate up to 60% of the QIB Portion to Anchor Investors and the basis of such allocation will be on a discretionary basis by our Company, in consultation with the BRLM in accordance with the SEBI ICDR Regulations, of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription, or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the QIB Portion. Further, 5% of the Net QIB Portion (excluding the Anchor Investor Portion) shall be available for allocation on a proportionate basis only to Mutual Funds and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIBs (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Offer Price. Further, in accordance with Regulation 40(3) of the SEBI ICDR Regulations, the QIB Portion will not be underwritten by the Underwriters pursuant to the Underwriting Agreement. Further, not more than 15% of the Net Offer shall be available for allocation on a proportionate basis to Non-Institutional Bidder of which one-third of the Non-Institutional Portion will be available for allocation to Bidders with an application size of more than ₹ 200,000 and up to ₹1,000,000 and two-thirds of the Non-Institutional Portion will be available for allocation to Bidders with an application size of more than ₹1,000,000 and under-subscription in either of these two sub-categories of Non-Institutional Portion may be allocated to Bidders in the other sub-category of Non-Institutional Portion. Further, not more than 10% of the Net Offer 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.

Under-subscription, if any, in any category, except the QIB Portion, would be allowed to be met with spill over from any other category or categories of Bidders at the discretion of our Company in consultation with the BRLM and the Designated Stock Exchange subject to receipt of valid Bids received at or above the Offer Price. Under-subscription, if any, in the QIB Portion, would not be allowed to be met with spill-over from any other category or a combination of categories.

Bidders must ensure that their PAN is linked with Aadhaar ID and are in compliance with Central Board of Direct Taxes notification dated February 13, 2020, press release dated June 25, 2021, September 17, 2021, March 30, 2022, and March 28, 2023. The Equity Shares, on Allotment, shall be traded only in the dematerialized segment of the Stock Exchanges.

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, PAN and UPI ID (for UPI Bidders), 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 rematerialised subsequent to Allotment of the Equity Shares in the Offer, subject to applicable laws.

All potential Bidders (except Anchor Investors) are required to mandatorily utilize the ASBA process providing details of their respective ASBA accounts, and UPI ID (in case of UPI Bidders) if applicable, in which the corresponding Bid Amounts will be blocked by the SCSBs or under the UPI Mechanism, as applicable.

Phased implementation of UPI

SEBI has issued the UPI Circulars in relation to streamlining the process of public issue of, *inter alia*, equity shares. Pursuant to the UPI Circulars, the UPI Mechanism has been introduced in a phased manner as a payment mechanism (in addition to mechanism of blocking funds in the account maintained with SCSBs under ASBA) for applications by UPI Bidders through Designated Intermediaries with the objective to reduce the time duration from public issue closure to listing from six Working Days to up to three Working Days. Considering the time required for making necessary changes to the systems and to ensure complete and smooth transition to the UPI payment mechanism, the UPI Circulars have introduced the UPI Mechanism in three phases in the following manner:

Phase I: This phase was applicable from January 1, 2019, until March 31, 2019 or floating of five main board public issues, whichever was later. Subsequently, the timeline for implementation of Phase I was extended until June 30, 2019. Under this phase, an RIB had the option to submit the ASBA Form with any of the Designated Intermediary and use his/ her UPI ID for the purpose of blocking of funds. The time duration from public issue closure to listing continued to be six Working Days.

Phase II: This phase has become applicable from July 1, 2019, and was to initially continue for a period of three months or floating of five main board public issues, whichever is later. SEBI *vide* its circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, has decided to extend the timeline for implementation of UPI Phase II until March 31, 2020. Subsequently, 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 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 was discontinued and replaced by the UPI Mechanism. However, the time duration from public issue closure to listing continued to be six Working Days during this phase.

Phase III: This phase has become applicable on a voluntary basis for all issues opening on or after September 1, 2023, and on a mandatory basis for all issues opening on or after December 1, 2023, *vide* SEBI circular bearing number SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 (“**T+3 Notification**”). In this phase, the time duration from public issue closure to listing has been reduced to three Working Days. The Offer shall be undertaken pursuant to the processes and procedures as notified in the T+3 Notification as applicable, subject to any circulars, clarification or notification issued by SEBI from time to time, including any circular, clarification or notification which may be issued by SEBI.

The processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the SCSBs only after such banks provide a written confirmation, in compliance with the SEBI RTA Master Circular in a format as prescribed by SEBI, from time to time, and such payment of processing fees to the SCSBs shall be made in compliance with circulars prescribed by SEBI and applicable law.

All SCSBs offering facility of making application in public issues shall also provide facility to make application using UPI. Our Company will be required to appoint one of the SCSBs as the Sponsor Bank(s) to act as a conduit between the Stock Exchanges and NPCI in order to facilitate collection of requests and / or payment instructions of the UPI Bidders.

Individual investors bidding under the Non-Institutional Portion bidding for more than ₹ 200,000 and up to ₹ 500,000, using the UPI Mechanism, shall provide their UPI ID in the Bid-cum-Application Form for Bidding through Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs, or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.

Pursuant to the SEBI ICDR Master Circular (to the extent that such circulars pertain to the UPI Mechanism) which has consolidated and rescinded the above mentioned circulars (“**UPI Streamlining Circular**”), SEBI has set out specific requirements for redressal of investor grievances for applications that have been made through the UPI Mechanism. The requirements of the UPI Streamlining Circular include, appointment of a nodal officer by the SCSB and submission of their details to SEBI, the requirement for SCSBs to send SMS alerts for the blocking and unblocking of UPI mandates, the requirement for the Registrar to submit details of cancelled, withdrawn or deleted applications, and the requirement for the bank accounts of unsuccessful Bidders to be unblocked no later than one Working Day from the date on which the Basis of Allotment is finalised. Failure to unblock the accounts within the timeline would result in the SCSBs being penalised under the relevant securities law. Further, in terms of the UPI Circulars, the payment of processing fees to the SCSBs shall be undertaken pursuant to an application made by the SCSBs to the BRLM, and such application shall be made only after (i) unblocking of application amounts for each application received by the SCSB has been fully completed, and (ii) applicable compensation relating to investor complaints has been paid by the SCSB.

For further details, refer to the General Information Document available on the websites of the Stock Exchanges and the BRLM. Additionally, if there is any delay in the redressal of investors' complaints, the relevant SCSB as well as the post – Offer BRLM will be required to compensate the concerned investor.

Bid cum Application Form

Copies of the Bid cum Application Form (other than for Anchor Investors) and the Abridged Prospectus will be available with the Designated Intermediaries at the Bidding Centres, and our Registered and Corporate Office. An electronic copy of the Bid cum Application Form will also be available for download on the websites of the Stock Exchanges (www.nseindia.com and www.bseindia.com) at least one day prior to the Bid/ Offer Opening Date.

Copies of the Anchor Investor Application Form will be available at the offices of the BRLM.

All Bidders (other than Anchor Investors) shall mandatorily participate in the Offer only through the ASBA process, which shall include the UPI Mechanism in case of UPI Bidders. Anchor Investors are not permitted to participate in the Offer through the ASBA process.

UPI Bidders must provide the valid UPI ID in the relevant space provided in the Bid cum Application Form and the Bid cum Application Forms that do not contain the UPI ID are liable to be rejected.

ASBA Bidders must provide either (i) the bank account details and authorisation to block funds in their respective ASBA Accounts, or (ii) the UPI ID, as applicable in the relevant space provided in the ASBA Form. The ASBA Forms that do not contain such details are liable to be rejected.

Since the Offer is made under Phase III of the UPI Circulars, ASBA Bidders may submit the ASBA Form in the manner below:

- (i) UPI Bidders may submit their ASBA Forms with the Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs, or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.
- (ii) QIBs and Non-Institutional Bidders (other than Non-Institutional Bidders using UPI Mechanism) may submit their ASBA Forms with SCSBs, Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs.

The ASBA Bidders, including UPI Bidders, shall ensure that they have sufficient balance in their bank accounts to be blocked through ASBA for their respective Bid as the application made by a Bidder shall only be processed after the Bid amount is blocked in the ASBA account of the Bidder pursuant to SEBI ICDR Master Circular.

ASBA Bidders shall ensure that the Bids are made on ASBA Forms bearing the stamp of the Designated Intermediary, submitted at the Bidding Centres only (except in case of electronic ASBA Forms) and the ASBA Forms not bearing such specified stamp are liable to be rejected. UPI Bidders, may submit their ASBA Forms, including details of their UPI IDs, with the Syndicate, 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 (except UPI Bidders). ASBA Bidders must ensure that the ASBA Account has sufficient credit balance such that an amount equivalent to the full Bid Amount can be blocked by the SCSB or the Sponsor Bank(s), as applicable at the time of submitting the Bid.

Anchor Investors are not permitted to participate in the Offer through the ASBA process. For Anchor Investors, the Anchor Investor Application Form will be available with the BRLM.

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 resident QIBs, Non-Institutional Investors, Retail Individual Bidders	[●]
Anchor Investors	[●]

*Excluding electronic Bid cum Application Forms

Notes:

(1) Electronic Bid cum Application forms and the Abridged Prospectus will also be available for download on the websites of the Stock Exchanges (www.nseindia.com and www.bseindia.com).

(2) Bid cum Application Forms for Anchor Investors shall be available at the offices of the BRLM.

In case of ASBA forms, the relevant Designated Intermediaries (other than SCSBs) shall submit/deliver the Bid cum Application Form to the respective SCSB, where the Bidder has a bank 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 and the Stock Exchanges 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. The Stock Exchanges shall accept the ASBA applications in their electronic bidding system only with a mandatory confirmation on application monies blocked. For UPI Bidders, the 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. The Stock Exchanges shall share the Bid details (including UPI ID) with the Sponsor Bank(s) on a continuous basis to enable the Sponsor Bank(s) to initiate UPI Mandate Request to UPI Bidders for blocking of funds. For ASBA Forms (other than UPI Bidders) Designated Intermediaries (other than SCSBs) shall submit/ deliver the ASBA Forms to the respective SCSB where the Bidder has an ASBA bank account and shall not submit it to any non-SCSB bank or any Escrow Collection Bank.

For UPI Bidders, the Stock Exchanges shall share the Bid details (including UPI ID) with the Sponsor Bank(s) on a continuous basis through API integration to enable the Sponsor Bank(s) to initiate UPI Mandate Request to UPI Bidders for blocking of funds. The Sponsor Bank(s) shall initiate request for blocking of funds through NPCI to UPI Bidders, who shall accept the UPI Mandate Request for blocking of funds on their respective mobile applications associated with UPI ID linked bank account. The NPCI shall maintain an audit trail for every Bid entered in the Stock Exchanges bidding platform, and the liability to compensate the UPI Bidders in case of failed transactions shall be with the concerned entity (i.e., the Sponsor Bank(s), 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 Bank(s) and the issuer bank. The Sponsor Bank(s) and the Bankers to the Offer shall provide the audit trail to the Book Running Lead Manager for analysing the same and fixing liability.

The Sponsor Bank(s) will undertake a reconciliation of Bid responses received from Stock Exchanges and sent to NPCI and will also ensure that all the responses received from NPCI are sent to the Stock Exchanges platform with detailed error code and description, if any. Further, the Sponsor Bank(s) will undertake reconciliation of all Bid requests and responses throughout their lifecycle on daily basis and share reports with the Book Running Lead Manager in the format and within the timelines as specified under the SEBI UPI Circulars. Sponsor Bank(s) and issuer banks shall download UPI settlement files and raw data files from the NPCI portal after every settlement cycle and do a three-way reconciliation with Banks UPI switch data, CBS data and UPI raw data. NPCI is to coordinate with issuer banks and Sponsor Bank(s) on a continuous basis.

For ensuring timely information to investors, SCSBs shall send SMS alerts for mandate block and unblock including details specified in SEBI ICDR Master Circular. For all pending UPI Mandate Requests, the Sponsor Bank(s) shall initiate requests for blocking of funds in the ASBA Accounts of relevant Bidders with a confirmation cut-off time of 5:00 pm IST on the Bid/ Offer Closing Date (“**Cut-Off Time**”). Accordingly, UPI Bidders should accept UPI Mandate Requests for blocking off funds prior to the Cut-Off Time and all pending UPI Mandate Requests at the Cut-Off Time shall lapse. Further, modification/cancellation of Bids (if any) shall be allowed in parallel during the Bid/Offer Period until the Cut-Off Time.

The Sponsor Bank(s) shall host a web portal for intermediaries (closed user group) from the date of Bid/ Offer Opening Date until the date of listing of the Equity Shares with details of statistics of mandate blocks/unblocks, performance of apps and UPI handles, down-time/network latency (if any) across intermediaries and any such processes having an impact/bearing on the Offer Bidding process.

The processing fees for applications made by the UPI Bidders using the UPI Mechanism may be released to the SCSBs only after such SCSBs provide a written confirmation in compliance with the SEBI RTA Master Circular, in a format prescribed by SEBI or applicable law.

Pursuant to NSE circular dated August 3, 2022, the following is applicable to all initial public offers opening on or after September 1, 2022:

- a. Cut-off time for acceptance of UPI Mandate shall be up to 5:00 pm on the initial public offer closure date and existing process of UPI bid entry by syndicate members, registrars to the offer and depository participants shall continue until further notice.
- b. There shall be no T+1 mismatch modification session for PAN-DP mismatch and bank/ location code on T+1 day for already uploaded bids. The dedicated window provided for mismatch modification on T+1 day shall be discontinued.

- c. Bid entry and modification/ cancellation (if any) shall be allowed in parallel to the regular bidding period up to 5:00 pm on the initial public offer closure day.

Exchanges shall display bid details of only successful ASBA blocked applications i.e. Application with latest status as RC 100 – Block Request Accepted by Investor/ Client.

Electronic registration of Bids

- a) The Designated Intermediary may register the Bids using the on-line facilities of the Stock Exchanges. The Designated Intermediaries can also set up facilities for off-line electronic registration of Bids, subject to the condition that they may subsequently upload the off-line data file into the on-line facilities for Book Building on a regular basis before the closure of the Offer, subject to applicable laws.
- b) On the Bid/Offer Closing Date, the Designated Intermediaries may upload the Bids until 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 until 5:00 pm IST on the Bid/Offer Closing Date to modify select fields uploaded in the Stock Exchange 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.
- d) QIBs and Non-Institutional Bidders can neither revise their bids downwards nor cancel/withdraw their bids.

Participation by Promoters and Promoter Group of the Company, the BRLM, associates and affiliates of the BRLM and the Syndicate Members

The BRLM 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 BRLM 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 or in any other manner as introduced under applicable laws and such subscription may be on their own account or on behalf of their clients. All categories of investors, including associates or affiliates of the BRLM and Syndicate Members, shall be treated equally for the purpose of allocation to be made on a proportionate basis.

Neither (i) the BRLM or any associates of the BRLM (except Mutual Funds sponsored by entities which are associates of the BRLM or insurance companies promoted by entities which are associate of BRLM or AIFs sponsored by the entities which are associate of the BRLM or FPIs other than individuals, corporate bodies and family offices which are associates of the BRLM) or pension funds sponsored by entities which are associate of the BRLM nor; (ii) any person related to the Promoters or Promoter Group shall apply in the Offer under the Anchor Investor Portion.

For the purposes of this section, a QIB who has any of the following rights shall be deemed to be a “person related to the Promoters or Promoter Group”: (a) rights under a shareholders’ agreement or voting agreement entered into with the Promoters or Promoter Group; (b) veto rights; or (c) right to appoint any nominee director on our Board.

Further, an Anchor Investor shall be deemed to be an associate of the BRLM, 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 a nominee director, amongst the Anchor Investor and the BRLM. Further, persons related to our Promoters and Promoter Group shall not apply in the Offer under the Anchor Investor Portion.

Except to the extent of participation in the Offer for Sale by our Promoters, the Promoter Group will not participate in the Offer.

Bids by Mutual Funds

With respect to Bids by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the Bid cum Application Form. Failing this, our Company in consultation with the Book Running Lead Manager reserve the right to reject any Bid without assigning any reason thereof, subject to applicable law.

Bids made by asset management companies or custodians of Mutual Funds shall specifically state names of the concerned schemes for which such Bids are made.

In case of a Mutual Fund, a separate Bid can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Bids in respect of more than one scheme of the Mutual Fund will not be treated as multiple Bids provided that the Bids clearly indicate the scheme concerned for which the Bid has been made.

No Mutual Fund scheme shall invest more than 10% of its NAV in equity shares or equity related instruments of any single company provided that the limit of 10% shall not be applicable for investments in case of index funds or sector or industry specific schemes. No Mutual Fund under all its schemes should own more than 10% of any company's paid-up share capital carrying voting rights.

Bids by HUFs

Bids by Hindu Undivided Families or HUFs should be made, 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 under Power of Attorney

In case of Bids made pursuant to a power of attorney or by limited companies, corporate bodies, registered societies, eligible, AIFs, Mutual Funds, NBFC-ND-SI, insurance companies, insurance funds set up by the army, navy or air force of India, insurance funds set up by the Department of Posts, India or the National Investment Fund and provident funds with a minimum corpus of ₹250 million and pension funds with a minimum corpus of ₹ 250 million, registered with the Pension Fund Regulatory and Development Authority established under sub-section (1) of section 3 of the Pension Fund Regulatory and Development Authority Act, 2013 (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 in consultation with the BRLM reserves the right to accept or reject any Bid in whole or in part, in either case, without assigning any reasons thereof.

Our Company in consultation with the BRLM 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 Limited Liability Partnerships

In case of Bids made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Bid cum Application Form. Failing this, our Company in consultation with the BRLM reserve the right to reject any Bid without assigning any reason thereof.

Bids by banking companies

In case of Bids made by banking companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, and (ii) the approval of such banking company's investment committee are required to be attached to the Bid cum Application Form, failing which our Company in consultation with the BRLM reserves the right to reject any Bid without assigning any reason.

The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, 1949, and the Master Direction - 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 banking company's own paid-up share capital and reserves, whichever is less. Further, the aggregate investment by a banking company in subsidiaries and other entities engaged in financial and non-financial services company cannot exceed 20% of the bank's paid-up share capital and reserves.

However, a banking company would be permitted to invest in excess of 10% but not exceeding 30% of the paid-up share capital of such investee company, subject to prior approval of the RBI, if (i) the investee company is engaged in non-financial activities permitted for banking companies in terms of Section 6(1) of the Banking Regulation Act; (ii) the

additional acquisition is through restructuring of debt, or to protect the banking company's interest on loans/investments made to a company; (iii) hold along with its subsidiaries, associates or joint ventures or entities directly or indirectly controlled by the bank; and mutual funds managed by asset management companies controlled by the bank, more than 20% of the investee company's paid up share capital engaged in non-financial services. However, this cap doesn't apply to the cases mentioned in (i) and (ii) above.

Further, the aggregate investment by a banking company in all its subsidiaries and other entities engaged in financial services and non-financial services, including overseas investments, cannot exceed 20% of the banking company's paid up share capital and reserves.

The banking company is required to submit a time-bound action plan for disposal of such shares within a specified period to RBI. A banking company would require a prior approval of RBI to make investment in a (i) subsidiary or a financial services company that is not a subsidiary (with certain exceptions prescribed); and (ii) non-financial services company in excess of 10% of such investee company's paid-up share capital as stated in para 5(a)(v)(c)(i) of the Master Direction - 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 circulars bearing numbers CIR/CFD/DIL/12/2012 and CIR/CFD/DIL/1/2013 dated September 13, 2012, and January 2, 2013, respectively, issued by SEBI. Such SCSBs are required to ensure that for making applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBs. Further, such account shall be used solely for the purpose of making application in public issues and clear demarcated funds should be available in such account for such applications.

Bids by Insurance Companies

In case of Bids made by insurance companies registered with the IRDAI, a certified copy of certificate of registration issued by IRDAI must be attached to the Bid cum Application Form. Failing this, our Company in consultation with the BRLM reserve the right to reject any Bid without assigning any reason thereof, subject to applicable law.

The exposure norms for insurers are prescribed under the Insurance Regulatory and Development Authority of India (Investment) Regulations, 2016, based on investments in the equity shares of a company, the entire group of the investee company and the industry sector in which the investee company operates.

Insurance companies participating in the Offer are advised to refer to the IRDAI Investment Regulations for specific investment limits applicable to them and shall comply with all applicable regulations, guidelines and circulars issued by IRDAI from time to time.

Bids by Provident Funds/Pension Funds

In case of Bids made by provident funds/pension funds with minimum corpus of ₹ 250 million, registered with the Pension Fund Regulatory and Development Authority established under sub-section (1) of section 3 of the Pension Fund Regulatory and Development Authority Act, 2013, subject to applicable law, a certified copy of a certificate from a chartered accountant certifying the corpus of the provident fund/pension fund must be attached to the Bid cum Application Form. Failing this, our Company in consultation with the BRLM reserve the right to reject any Bid, without assigning any reason thereof.

Bids by Systemically Important Non-Banking Financial Companies

In case of Bids made by Systemically Important Non-Banking Financial Companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, (ii) certified copy of its last audited financial statements on a standalone basis, (iii) a net worth certificate from its statutory auditor, and (iv) such other approval as may be required by the Systemically Important Non-Banking Financial Companies, are required to be attached to the Bid cum Application Form. Failing this, our Company in consultation with the BRLM reserves the right to reject any Bid without assigning any reason thereof, subject to applicable law. 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.

Bids by Anchor Investors

In accordance with the SEBI ICDR Regulations, in addition to details and conditions mentioned in this section, the key terms for participation by Anchor Investors are provided below.

- 1) Anchor Investor Application Forms will be made available for the Anchor Investor Portion at the offices of the Book Running Lead Manager.
- 2) The Bid must be for a minimum of such number of Equity Shares so that the Bid Amount exceeds ₹ 100 million. A Bid cannot be submitted for over 60% of the QIB Portion. In case of a Mutual Fund, separate Bids by individual schemes of a Mutual Fund will be aggregated to determine the minimum application size of ₹ 100 million.
- 3) One-third of the Anchor Investor Portion will be reserved for allocation to domestic Mutual Funds.
- 4) Bidding for Anchor Investors will open one Working Day before the Bid/Offer Opening Date, and will be completed on the same day.
- 5) Our Company in consultation with the BRLM will finalize allocation to the Anchor Investors on a discretionary basis, provided that the minimum number of Allottees in the Anchor Investor Portion will not be less than: (a) maximum of two Anchor Investors, where allocation under the Anchor Investor Portion is up to ₹ 100 million; (b) 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, subject to a minimum Allotment of ₹ 50 million per Anchor Investor; and (c) 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, subject to minimum Allotment of ₹ 50 million per Anchor Investor.
- 6) Allocation to Anchor Investors will be completed on the Anchor Investor Bidding Date. The number of Equity Shares allocated to Anchor Investors and the price at which the allocation is made, will be made available in the public domain by the Book Running Lead Manager before the Bid/Offer Opening Date, through intimation to the Stock Exchanges.
- 7) Anchor Investors cannot withdraw or lower the size of their Bids at any stage after submission of the Bid.
- 8) If the Offer Price is greater than the Anchor Investor Allocation Price, the additional amount being the difference between the Offer Price and the Anchor Investor Allocation Price will be payable by the Anchor Investors on the Anchor Investor Pay-in Date specified in the CAN. If the Offer Price is lower than the Anchor Investor Allocation Price, Allotment to successful Anchor Investors will be at the higher price, i.e., the Anchor Investor Offer Price.
- 9) Equity Shares Allotted in the Anchor Investor Portion will be locked in, in accordance with the SEBI ICDR Regulations. 50% Equity Shares allotted to Anchor Investors shall be locked-in for a period of 90 days from the date of Allotment, whereas, the remaining 50% shall be locked-in for a period of 30 days from the date of Allotment.
- 10) Neither the (a) Book Running Lead Manager or any associate of the Book Running Lead Manager (other than mutual funds sponsored by entities which are associate of the Book Running Lead Manager or insurance companies promoted by entities which are associate of the Book Running Lead Manager or Alternate Investment Funds (AIFs) sponsored by the entities which are associates of the Book Running Lead Manager or FPIs, other than individuals, corporate bodies and family offices, sponsored by the entities which are associate of the Book Running Lead Manager) or pension fund sponsored by entities which are associate of the Book Running Lead Manager nor (b) the Promoters, Promoter Group or any person related to the Promoters or members of the Promoter Group shall apply under the Anchor Investors category.
- 11) Bids made by QIBs under both the Anchor Investor Portion and the QIB Portion will not be considered multiple Bids.

For more information, please read the General Information Document.

The information set out above is given for the benefit of the Bidders. Our Company, the Selling Shareholders, severally and not jointly and the Book Running Lead Manager 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 will be specified in the Red Herring Prospectus and the Prospectus.

Notwithstanding as prescribed under the General Information Document, AIFs that are owned or controlled by Non-Resident investors, VCFs and Non-Resident investors, including multilateral and bilateral financial institutions and any other QIB that is a Non-Resident and/or owned or controlled by Non-Residents/persons resident outside India, as defined under FEMA are not eligible to participate in this Offer. Any application received from such category of investor(s) or application wherein a foreign address is provided by the depositories would be rejected.

Information for Bidders

The relevant Designated Intermediary will enter a maximum of three Bids at different price levels opted in the Bid cum Application Form and such options are not considered as multiple Bids. It is the Bidder's responsibility to obtain the acknowledgment slip from the relevant Designated Intermediary. The registration of the Bid by the Designated Intermediary does not guarantee that the Equity Shares shall be allocated/Allotted. Such Acknowledgement Slip will be non-negotiable and by itself will not create any obligation of any kind. When a Bidder revises his or her Bid, he /she shall surrender the earlier Acknowledgement Slip and may request for a revised acknowledgment slip from the relevant Designated Intermediary as proof of his or her having revised the previous Bid.

In relation to electronic registration of Bids, the permission given by the Stock Exchanges to use their network and software of the electronic bidding system should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by our Company, the Selling Shareholders and/or the Book Running Lead Manager are cleared or approved by the Stock Exchanges; nor does it in any manner warrant, certify or endorse the correctness or completeness of compliance with the statutory and other requirements, nor does it take any responsibility for the financial or other soundness of our Company, the management or any scheme or project of our Company; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this Draft Red Herring Prospectus or the Red Herring Prospectus; nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchanges.

The Offer shall be opened after at least three Working Days from the date of filing of the Red Herring Prospectus with the RoC.

General Instructions

QIB Bidders and Non-Institutional Bidders are not allowed 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. Anchor Investors are not allowed to withdraw their Bids after the Anchor Investor Bidding Date. RIBs can revise their Bids during the Bid/ Offer Period and withdraw their Bids until Bid/ Offer Closing Date.

Do's:

1. Ensure that your PAN is linked with Aadhaar ID and you are in compliance with Central Board of Direct Taxes notification dated February 13, 2020 and press release dated June 25, 2021, read with press release dated September 17, 2021 and CBDT circular no. 7 of 2022, dated March 30, 2022, read with press release dated March 28, 2023;
2. 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 through the ASBA process only;
3. Ensure that you have Bid within the Price Band;
4. Read all the instructions carefully and complete the Bid cum Application Form in the prescribed form;
5. Ensure that you (other than in the case of Anchor Investors) have mentioned the correct details of ASBA Account (i.e. bank account number) in the Bid cum Application Form if you are not an UPI Bidder in the Bid cum Application Form and if you are an UPI Bidder ensure that you have mentioned the correct UPI ID (with maximum length of 45 characters including the handle), in the Bid cum Application Form;
6. UPI Bidders 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. UPI Bidders 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 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 GID;
8. Ensure that Anchor Investors submit their Bid cum Application Forms only to the BRLM;
9. Ensure that you mandatorily have funds equal to or higher than the Bid Amount in the ASBA Account maintained with the SCSB before submitting the ASBA Form to the relevant Designated Intermediaries;
10. 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 ASBA Bidders other than UPI Bidders);
11. Ensure that the signature of the First Bidder in case of joint Bids, is included in the Bid cum Application Forms;
12. Ensure that you request for and receive a stamped acknowledgement counterfoil or acknowledgment specifying the application number as a proof of having accepted Bid cum Application Form for all your Bid options from the concerned Designated Intermediary;
13. The ASBA bidders shall ensure that bids above ₹ 500,000, are uploaded only by the SCSBs;
14. Ensure that the name(s) given in the Bid cum Application Form is/are exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case of joint Bids, the Bid cum Application Form should contain only the name of the First Bidder whose name should also appear as the first holder of the beneficiary account held in joint names. Ensure that the signature of the First Bidder is included in the Bid cum Application Forms;
15. UPI Bidders Bidding in the Offer to ensure that they shall use only their own ASBA Account or only their own bank account linked UPI ID) to make an application in the Offer and not ASBA Account or bank account linked UPI ID of any third party;
16. Bidders not using the UPI Mechanism, should submit their Bid cum Application Form directly with SCSBs and/or the Designated SCSB Branches or the relevant Designated Intermediary, as applicable;
17. UPI Bidders in the Offer to ensure that they shall use only their own ASBA Account or only their own bank account linked UPI ID 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;
18. Ensure that you submit the revised Bids to the same Designated Intermediary, through whom the original Bid was placed and obtain a revised acknowledgment;
19. 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 Sponsor Banks, as applicable, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form, as the case may be, at the time of submission of the Bid. In case of UPI Bidders submitting their Bids and participating in the Offer, ensure that you authorise the UPI Mandate Request, including in case of any revision of Bids, raised by the Sponsor Banks for blocking of funds equivalent to Bid Amount and subsequent debit of funds in case of Allotment;
20. Except for Bids (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of the SEBI circular no. MRD/Dop/Cir-20/2008 dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market, (ii) submitted by investors who are exempt from the requirement of obtaining/specifying their PAN for transacting in the securities market, and (iii) Bids by persons resident in the state of Sikkim, who, in terms of a SEBI circular no. MRD/DoP/SE/Cir- 8 /2006 dated July 20, 2006, may be exempted from specifying their PAN for transacting in the securities market, all Bidders should mention their PAN allotted

under the IT Act. The exemption for the Central or the State Government and officials appointed by the courts and for investors residing in the State of Sikkim is subject to (a) the Demographic Details received from the respective depositories confirming the exemption granted to the 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;

21. Ensure that the Demographic Details are updated, true and correct in all respects;
22. 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;
23. 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;
24. 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;
25. Ensure that Bids submitted by any person resident outside India is in compliance with applicable foreign and Indian laws;
26. UPI Bidders who wish to Bid should submit Bid with the Designated Intermediaries, pursuant to which the UPI Bidder should ensure acceptance of the UPI Mandate Request received from the Sponsor Bank(s) to authorise blocking of funds equivalent to the revised Bid Amount in the UPI Bidder’s ASBA Account;
27. Since the Allotment will be in demat form only, ensure that the Bidder’s depository account is active, the correct DP ID, Client ID, the PAN, UPI ID, if applicable, are mentioned in their Bid cum Application Form and that the name of the Bidder, the DP ID, Client ID, the PAN and UPI ID, if applicable, entered into the online IPO system of the Stock Exchanges by the relevant Designated Intermediary, as applicable, matches with the name, DP ID, Client ID, PAN and UPI ID, if applicable, available in the Depository database;
28. RIBs who wish to revise their Bids using the UPI Mechanism, should submit the revised Bid with the Designated Intermediaries, pursuant to which RIBs should ensure acceptance of the UPI Mandate Request received from the Sponsor Banks to authorise blocking of funds equivalent to the revised Bid Amount in the RIB’s ASBA Account;
29. Ensure that you have accepted the UPI Mandate Request received from the Sponsor Banks prior to 5:00 p.m. IST on the Bid/ Offer Closing Date;
30. Anchor Investors should submit the Anchor Investor Application Forms to the BRLM;
31. UPI Bidders shall ensure that details of the Bid are reviewed and verified by opening the attachment in the UPI Mandate Request and then proceed to authorise the UPI Mandate Request using his/her UPI PIN. Upon the authorisation of the mandate using his/her UPI PIN, an UPI Bidder may be deemed to have verified the attachment containing the application details of the UPI Bidder in the UPI Mandate Request and have agreed to block the entire Bid Amount and authorised the Sponsor Banks to block the Bid Amount mentioned in the Bid Cum Application Form; and
32. Ensure that while Bidding through a Designated Intermediary, the Bid cum Application Form (other than for Anchor Investors and UPI Bidders) is submitted to a Designated Intermediary in a Bidding Centre and that the SCSB where the ASBA Account, as specified in the ASBA Form, is maintained has named at least one branch at that location for the Designated Intermediary to deposit ASBA Forms (a list of such branches is available on the website of SEBI at www.sebi.gov.in).
33. Bidders (except UPI Bidders) should instruct their respective banks to release the funds blocked in the ASBA account under the ASBA process. In case of RIBs, once the Sponsor Bank(s) 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.

34. UPI Bidders who have revised their Bids subsequent to making the initial Bid should also approve the revised UPI Mandate Request generated by the Sponsor Bank(s) 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 for lower than the minimum Bid size;
2. Do not Bid on another Bid cum Application Form after you have submitted a Bid to a Designated Intermediary;
3. Do not Bid/revise Bid Amount to less than the Floor Price or higher than the Cap Price;
4. Do not submit the ASBA Forms to any non-SCSB bank or to our Company or at a location other than the Bidding Centres;
5. Do not submit the ASBA Forms to any Designated Intermediary that is not authorised to collect the relevant ASBA Forms;
6. Do not pay the Bid Amount in cheques, demand drafts or by cash, money order, postal order or by stock invest;
7. Do not send Bid cum Application Forms by post; instead submit the same to the Designated Intermediary only;
8. Do not Bid at Cut-off Price (for Bids by QIBs and Non-Institutional Bidders);
9. Do not instruct your respective banks to release the funds blocked in the ASBA Account under the ASBA process;
10. Do not submit the Bid for an amount more than funds available in your ASBA account;
11. Do not submit Bids on plain paper or on incomplete or illegible Bid cum Application Forms or on Bid cum Application Forms in a colour prescribed for another category of a Bidder;
12. In case of ASBA Bidders, do not submit more than one ASBA Form from an ASBA Account;
13. Do not submit the Bid without ensuring that funds equivalent to the entire Bid Amount are available for blocking in the relevant ASBA Account or in the case of UPI Bidders using the UPI Mechanism, in the UPI linked bank account where funds for making the Bid are available;
14. If you are an UPI Bidder, do not submit more than one Bid cum Application Form for each UPI ID;
15. Anchor Investors should not Bid through the ASBA process;
16. Do not submit the ASBA Forms to any Designated Intermediary that is not authorised to collect the relevant ASBA Forms or to our Company;
17. Do not Bid on a Bid cum Application Form that does not have the stamp of the relevant Designated Intermediary;
18. Do not submit the General Index Register (GIR) number instead of the PAN;
19. Do not submit incorrect details of the DP ID, Client ID, PAN and UPI ID, if applicable, or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Offer;
20. 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;
21. 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);

22. Do not submit a Bid/revise a Bid Amount, with a price less than the Floor Price or higher than the Cap Price;
23. Do not submit a Bid using UPI ID, if you are not a UPI Bidder;
24. Do not Bid on another Bid cum Application Form or the Anchor Investor Application Form, as the case may be, after you have submitted a Bid to any of the Designated Intermediaries;
25. Do not Bid for Equity Shares more than what is specified for each category;
26. If you are a QIB, do not submit your Bid after 3 p.m. IST on the QIB Bid/Offer Closing Date (for online applications) and after 12:00 p.m. on the Bid/ Offer Closing Date (for Physical Applications);
27. Do not fill up the Bid cum Application Form such that the number of 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 laws or regulations, or under the terms of the Red Herring Prospectus;
28. Do not withdraw your Bid or lower the size of your Bid (in terms of quantity of the Equity Shares or the Bid Amount) at any stage, if you are a QIB or a Non-Institutional Bidder. RIBs can revise or withdraw their Bids on or before the Bid/ Offer Closing Date;
29. Do not submit Bids to a Designated Intermediary at a location other than the Bidding Centres. If you are UPI Bidder, do not submit the ASBA Form directly with SCSBs;
30. If you are an UPI Bidder which is submitting the ASBA Form with any of the Designated Intermediaries and using your UPI ID for the purpose of blocking of funds, do not use any third party bank account or third party linked bank account UPI ID;
31. Do not Bid if you are an OCB;
32. UPI Bidders using the incorrect UPI handle or using a bank account of an SCSB and/ or mobile applications which is not mentioned in the list provided on the SEBI website is liable to be rejected;
33. Do not submit the Bid cum Application Forms to any non-SCSB bank;
34. Do not submit a Bid cum Application Form with third party ASBA Bank Account or UPI ID (in case of Bids submitted by UPI Bidder);
35. Do not Bid for a Bid Amount exceeding ₹ 200,000 (for Bids by Retail Individual Bidders);
36. Do not link the UPI ID with a bank account maintained with a bank that is not UPI 2.0 certified by the NPCI in case of Bids submitted by UPI Bidders; and
37. In case of ASBA Bidders (other than 3 in 1 Bids) Syndicate Members shall ensure that they do not upload any bids above ₹ 500,000.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

Grounds for technical rejection

In addition to the grounds for rejection of Bids on technical grounds as provided in the GID, Bidders are requested to note that Bids maybe rejected on the following additional technical grounds:

- (a) Bids submitted without instruction to the SCSBs to block the entire Bid Amount;
- (b) Bids which do not contain details of the Bid Amount and the bank account details in the ASBA Form;

- (c) Bids submitted on a plain paper;
- (d) Bids submitted by UPI Bidders through an SCSBs and/or using a mobile application or UPI handle, not listed on the website of SEBI;
- (e) Bids under the UPI Mechanism submitted by UPI Bidders using third-party bank accounts or using a third-party linked bank account UPI ID (subject to availability of information regarding third-party account from Sponsor Bank(s));
- (f) Anchor Investors should submit Anchor Investor Application Form only to the Book Running Lead Manager;
- (g) 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;
- (h) ASBA Form by the UPI Bidders using third party bank accounts or using third party linked bank account UPI IDs;
- (i) ASBA Form submitted to a Designated Intermediary does not bear the stamp of the Designated Intermediary;
- (j) Bids submitted without the signature of the First Bidder or Sole Bidder;
- (k) The ASBA Form not being signed by the account holders, if the account holder is different from the Bidder;
- (l) 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;
- (m) GIR number furnished instead of PAN;
- (n) Bids by RIBs with Bid Amount of a value of more than ₹ 200,000;
- (o) Bids by persons who are not eligible to acquire Equity Shares in terms of all applicable laws, rules, regulations, guidelines and approvals;
- (p) Bids accompanied by stock invest, money order, postal order, or cash; and
- (q) Bids uploaded by QIBs and by Non-Institutional Bidders after 4.00 pm 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. On Bid/Offer Closing Date, extension of time may be granted by Stock Exchanges only for uploading Bids received RIBs, after taking into account the total number of Bids received and as reported by the BRLM to the Stock Exchanges.

Notwithstanding as prescribed under the General Information Document, AIFs that are owned or controlled by Non-Resident investors, VCFs and Non-Resident investors, including multilateral and bilateral financial institutions and any other QIB that is a Non-Resident and/or owned or controlled by Non-Residents/persons resident outside India, as defined under FEMA are not eligible to participate in this Offer. Any application received from such category of investor(s) or application wherein a foreign address is provided by the depositories would be rejected.

Further, in case of any pre-Offer or post-Offer related issues regarding share certificates/ demat credit/refund orders/unblocking etc., investors can reach out the Company Secretary and Compliance Officer. For further details of the Company Secretary and Compliance Officer, see “*General Information*” and “*Our Management*” on pages 70 and 225, respectively.

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding two Working Days from the Bid/ 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 two Working Days from the Bid/ Offer Closing Date by the intermediary responsible for causing such delay in unblocking. The Book Running Lead Manager shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. Further, Bidders shall be entitled to compensation in the manner specified in the SEBI ICDR Master Circular, in case of delays in resolving investor grievances in relation to blocking/unblocking of funds.

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 Designated Stock Exchanges, along with the Book Running Lead Manager 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 Red Herring Prospectus and the Prospectus 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 may be made for the purpose of making allotment in minimum lots.

The allotment of Equity Shares to applicants other than to the RIBs, Non-Institutional Bidders and Anchor Investors shall be on a proportionate basis within the respective investor categories and the number of securities allotted shall be rounded off to the nearest integer, subject to minimum allotment being equal to the minimum application size as determined and disclosed. The Allotment of Equity Shares to Anchor Investors shall be on a discretionary basis.

The Allotment to each Non-Institutional Bidders shall not be less than the minimum application size, subject to the availability of Equity Shares in the Non-Institutional Portion, and the remaining Equity Shares, if any, shall be allotted on a proportionate basis, in accordance with the conditions specified in the SEBI ICDR Regulations. The allotment of Equity Shares to each RIB shall not be less than the minimum bid lot, subject to the availability of shares in RIB category, and the remaining available shares, if any, shall be allotted on a proportionate basis.

Payment into Anchor Investor Escrow Accounts

Our Company in consultation with the BRLM 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: “[●]”

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 Banks and the Registrar to the Offer to facilitate collections of Bid amounts from Anchor Investors.

Note: This Offer is being made only to resident Indian bidders and the Equity Shares in this Offer will not in any circumstance be offered to persons in any jurisdiction outside India and/or owned and controlled by persons in any jurisdiction outside India.

Pre-Offer Advertisement

Subject to Section 30 of the Companies Act, 2013 our Company shall, after filing the Red Herring Prospectus with the RoC, publish a pre-Offer advertisement, in the form prescribed under the SEBI ICDR Regulations, in all editions of [●], an English national daily newspaper and all editions of [●], a Hindi national daily newspaper (Hindi being the regional language of Bihar, where our Registered Office is located) each with wide circulation.

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, 2013 shall be in the format prescribed in Part A of Schedule X of the SEBI ICDR Regulations.

Allotment advertisement

Our Company, the Book Running Lead Manager and the Registrar shall publish an allotment advertisement before commencement of trading, disclosing the date of commencement of trading in [●] in all editions of the English national

daily newspaper [●] and all editions of the Hindi national daily newspaper [●] (Hindi being the regional language of Bihar, where our Registered Office is located) each with wide circulation.

The information set out above is given for the benefit of the Bidders/applicants. Our Company, the Selling Shareholders, severally and not jointly and the Book Running Lead Manager are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Bidders/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 Underwriters intend to enter into an Underwriting Agreement after the finalisation of the Offer Price, but prior to filing of the Prospectus.
- (b) After signing the Underwriting Agreement, a Prospectus will be filed with the RoC in accordance with applicable law. 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.

For more information, see “General Information” on page 70.

Depository Arrangements

The Allotment of the Equity Shares in the Offer shall be only in a dematerialised form, (i.e., not in the form of physical certificates but be fungible and be represented by the statement issued through the electronic mode). For more information, see “Terms of the Offer” on page 397.

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 the Stock Exchanges where the Equity Shares are proposed to be listed shall be taken within three Working Days of the Bid/ Offer Closing Date or such other period as may be prescribed;
- if Allotment is not made within the prescribed time period under applicable law, the entire subscription amount received will be refunded/unblocked within the time prescribed under applicable law. If there is delay beyond the prescribed time, our Company shall pay interest prescribed under the Companies Act, 2013 the SEBI ICDR Regulations and applicable law for the delayed period;
- the funds required for making refunds (to the extent applicable) as per the mode(s) disclosed shall be made available to the Registrar to the Offer by our Company;
- where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the unsuccessful Bidder within time prescribed under applicable law, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;
- Promoters’ Contribution, if any, 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;
- that if our Company does not proceed with the Offer after the Bid/ Offer Closing Date but prior to Allotment, the reason thereof shall be given as a public notice within two days of the Bid/ Offer Closing Date. The public notice shall be issued in the same newspapers where the pre-Offer advertisements were published. The Stock Exchanges shall be informed promptly; and
- that if the Offer is withdrawn after the Bid/ Offer Closing Date, our Company shall be required to file a fresh offer

document with SEBI, in the event a decision is taken to proceed with the Offer subsequently.

Undertakings by the Selling Shareholders

Each Selling Shareholder severally and not jointly, in respect of itself as a Selling Shareholder and its portion of the Equity Shares offered by it in the Offer, undertakes the following in respect of itself and its respective portion of the Offered Shares:

- its Offered Shares are eligible for being offered in the Offer for Sale in terms of Regulation 8 of the SEBI ICDR Regulations;
- that it shall provide such reasonable assistance to our Company and the BRLM in redressal of such investor grievances that pertain to the respective portion of the Offered Shares;
- it shall deposit its portion of the Offered Shares in an escrow demat account in accordance with the Share Escrow Agreement;
- it is the legal and beneficial owner of the Offered Shares that such Offered Shares shall be transferred in the Offer, free from liens, charges and encumbrances; and
- it shall not have recourse to the proceeds of the Offer, which shall be held in escrow, until the final approval for listing and trading of the Equity Shares from the Stock Exchanges where listing is sought has been received.

The statements and undertakings provided above, in relation to the Selling Shareholders, are statements which are specifically confirmed or undertaken by the Selling Shareholders in relation to themselves and their respective portion of Offered Shares. 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.

Utilisation of Offer Proceeds

Our Board of Directors, Company and the Selling Shareholders confirm that all monies received out 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, 2013 and the details of all monies utilised out of the Offer shall be disclosed, and continued to be disclosed till the time any part of the Offer proceeds remain unutilised, under an appropriate head in the balance sheet of our Company indicating the purpose for which such monies have been utilised. Details of all monies unutilised, shall be disclosed under an appropriate head in the balance sheet of our Company indicating the from in which such unutilised monies have been invested.

Impersonation

Attention of the Bidders is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

“Any person who –

- makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or*
- 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*
- otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under Section 447.”*

The liability prescribed under Section 447 of the Companies Act, 2013 for fraud involving an amount of at least ₹1,000,000 or 1% of the turnover of the company, whichever is lower, includes imprisonment for a term which shall not be less than six months extending up to 10 years and fine of an amount not less than the amount involved in the fraud, extending up to three times such amount (provided that where the fraud involves public interest, such term shall not be less than three years.) Further, where the fraud involves an amount less than ₹1,000,000 or 1% of the turnover of the company, whichever

is lower, and does not involve public interest, any person guilty of such fraud shall be punishable with imprisonment for a term which may extend to five years or with fine which may extend to ₹ 5,000,000 or with both.

RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and FEMA. While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. Under the Industrial Policy, unless specifically restricted, foreign investment is freely permitted in all sectors of the Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment.

The RBI and the concerned ministries/departments are responsible for granting approval for foreign investment.

The Government has from time to time made policy pronouncements on FDI through press notes and press releases. The Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India (earlier known as Department of Industrial Policy and Promotion) (“**DPIIT**”), issued the FDI Policy, which is in effect from October 15, 2020, which subsumes and supersedes all previous press notes, press releases and clarifications on FDI issued by the DPIIT that were in force and effect prior to October 15, 2020. The FDI Policy will be valid until the DPIIT issues an updated circular. For further details, see “*Key Regulations and Policies*” on page 206.

Foreign Exchange Laws

The foreign investment in our Company is governed by, *inter alia*, the FEMA, the FEMA Rules, the FDI Policy issued and amended by way of press notes.

On October 17, 2019, the Ministry of Finance, Department of Economic Affairs, had notified the FEMA Rules, which had replaced the Foreign Exchange Management (Transfer and Issue of Security by a Person Resident Outside India) Regulations 2017. Foreign investment in this Issue shall be on the basis of the FEMA Rules. In terms of Press Note 3 of 2020, dated April 17, 2020 (“**Press Note**”), issued by the DPIIT, the FDI Policy and the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 has been amended to state that 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 an investment into India is situated in or is a citizen of any such country will require prior approval of the Government of India. 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. Furthermore, on April 22, 2020, the Ministry of Finance, Government of India has also made a similar amendment to the FEMA Rules. Pursuant to the Foreign Exchange Management (Non-debt Instruments) (Fourth Amendment) Rules, 2020, a multilateral bank or fund, of which India is a member, shall not be treated as an entity of a particular country nor shall any country be treated as the beneficial owner of the investments of such bank or fund in India. These investment restrictions shall also apply to subscribers of offshore derivative instruments. Each Bidder should seek independent legal advice about its ability to participate in the Issue. In the event such prior approval of the Government of India is required, and such approval has been obtained, the Bidder shall intimate our Company and the Registrar to the Issue in writing about such approval along with a copy thereof within the Bid/Issue Period.

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 FDI Policy and such transfer does not attract the provisions of the SEBI Takeover Regulations; (ii) the non-resident shareholding is within the sectoral limits under the FDI Policy; and (iii) the pricing is in accordance with the guidelines prescribed by SEBI and RBI.

Pursuant to the FDI Policy, and subject to compliance with PSARA, a private security agency is permitted to have FDI up to 74% of the Company’s issued and paid-up capital on fully diluted basis, wherein FDI up to 49% of the Company’s issued and paid-up capital on fully diluted basis is permitted under the automatic route and beyond FDI 49% and up to 74% of the Company’s issued and paid-up capital on fully diluted basis is permitted under the government route. While the FDI Policy was issued on October 15, 2020, corresponding amendments in the permissible FDI limits for private security companies have not been made in the FEMA NDI Rules till date. In the absence of such corresponding amendments to the FEMA NDI Rules and the restrictions under PSARA, our Company does not propose to raise any foreign capital in the Offer and foreign investors cannot be deemed to own and control our Company. Any change in our Company’s shareholding or control, as a result of which our Company ceases to be a “company owned by resident Indian citizens” or a “company controlled by resident Indian citizens”, within the meaning of the FDI Policy, FEMA and FEMA NDI Rules could have an adverse impact on our business and financial condition.

As per the existing policy of the Government of India, OCBs cannot participate in this Offer.

THIS OFFER IS BEING MADE ONLY TO RESIDENT INDIAN BIDDERS AND THE EQUITY SHARES IN THIS OFFER WILL NOT IN ANY CIRCUMSTANCE BE OFFERED TO PERSONS IN ANY JURISDICTION OUTSIDE INDIA AND/OR OWNED AND CONTROLLED BY PERSONS IN ANY JURISDICTION OUTSIDE INDIA.

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.

The above information is given for the benefit of the Bidders. Our Company, the Selling Shareholders and the BRLM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that the number of Equity Shares Bid for do not exceed the applicable limits under laws or regulations.

SECTION VIII: DESCRIPTION OF EQUITY SHARES AND TERMS OF THE ARTICLES OF ASSOCIATION

Capitalised terms used in this section have the meanings that have been given to such terms in the Articles of Association of our Company. No material clause of the Articles of Association that has a bearing on the Offer and on the disclosures in this Draft Red Herring Prospectus has been excluded.

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF

SIS CASH SERVICES LIMITED

(INCORPORATED UNDER THE COMPANIES ACT, 1956)

PRELIMINARY

For the sake of convenience these Articles of Association are divided into two parts - Part A and Part B which shall, unless the context otherwise requires, co-exist with each other until the commencement of listing and trading of the Equity Shares of the Company on the Stock Exchanges pursuant to the IPO. In case of any inconsistency between Part A and Part B, the provisions of Part B shall prevail. Part B shall automatically cease to have any force and effect and shall terminate from the date of commencement of listing and trading of the Equity Shares of the Company on the Stock Exchanges pursuant to the IPO, without any further action by the Company or by the shareholders of the Company, and Part A shall continue to be in effect as the Articles of Association of the Company.

Subject as hereinafter modified, the Regulations contained in Table 'F' in Schedule I to the Companies Act, 2013 shall apply to the Company.

Part A

I. DEFINITIONS AND INTERPRETATION

- (i) Unless the context otherwise requires words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which the Articles become binding on the Company. The marginal notes hereto shall not affect the construction hereof and in these presents, unless there be something in the subject or context inconsistent therewith

Act	means the previous Companies Act, 1956 so far as may be applicable as an existing company and in all other cases, "The Companies Act, 2013" or any other statutory modification or re-enactment thereof.
Affiliate of a Person ("Subject Person")	shall mean: (i) in case of a Subject Person other than a natural person, any Person that, directly or indirectly, through one or more intermediaries: (a) is Controlled by the Subject Person; (b) Controls the Subject Person; or (c) is under common Control with the Subject Person; and (ii) in case of a Subject Person who is a natural person, the Relatives of the Subject Person.
Alternate Director	shall have the meaning ascribed to the term in Article 66 below.
Annual Operating Plan	shall have the meaning ascribed to it in Article 101 below.
Arms Length Basis	shall mean that the terms are consistent with market practice actually made in comparable transactions between independent enterprises, in similar circumstances and certified as such by an independent accountant appointed by the Company if so requested by any Shareholder.
Annual General Meeting	shall mean a General Meeting of the holders of Equity Shares held annually in accordance with the applicable provisions of the Act.
Articles	shall mean these articles of association as adopted or as from time to time altered in accordance with the provisions of these Articles and the Act.
Auditors	shall mean and include those persons appointed as the statutory auditors under the Act for the time being by the Company.

Big 4 Accounting Firms	shall mean the Indian affiliates of Price Waterhouse Coopers, Deloitte Haskins and Sells, Ernst and Young and KPMG.
Board of Directors/Directors	of means the Board of Directors of the Company.
Beneficial Owner	means and include beneficial owner as defined in clause (a) sub-Section (1) of Section 2 of the Depositories Act, 1996 or such other Act as may be applicable.
Board Committee	shall mean the committees of the Board as constituted in accordance with applicable Law.
Books and Records	shall mean all books and records, including, without limitation, financial, corporate, statutory, operation and sales books, records, books of account, sales and purchase records, lists of suppliers and customers, business reports, plans and projections and all other documents, files, records, correspondence, and other data and information, financial or otherwise regardless of whether these are required by the applicable Law or not.
Business	shall mean: (i) Transport of valuables, including but not limited to, cash in its different ways and denominations, foreign currency, jewelry, precious metals and stones, bullion, credit and debit cards, purse and every sort of card holding a monetary value upper to the manufacturing cost, telephone cards, cheques, travelling cheques, lottery and gambling tickets, prepaid tickets holding a monetary value upper to the manufacturing cost; (ii) Valuables counting and processing; (iii) Valuables storage; (iv) Valuables management; (v) ATMS and on-site cash devices servicing, including cash replenishment and ancillary services for ATM machines such as maintenance, cleaning, check and inspection, as an integral part of the CIT service but does not include Caretaker Business; (vi) ATMs and on-site cash devices switching and clearance; (vii) Cash forecasting for cash points, understanding them as every point of service where there is collection or delivery of cash; and (viii) Financial branches or retail servicing, regarding every outsourced service related to valuables handling, which could involve the supply of specialized personnel, machinery or both.
Business Day(s)	shall mean a day (excluding Saturdays and Sundays) on which banks are open for business (including for dealings in foreign currency, deposits and exchange) in New Delhi, India, Singapore and Madrid, Spain, and in the context of a payment being made to or from a bank in a place other than New Delhi, India and Madrid, Spain, in such other place.
Business Plan	shall mean the business plan of the Company, which shall include, but not be limited to, all elements related to revenue targets, gross margin targets, approved operating expenditure, manpower, working capital assumptions and outlining the strategic direction of the Company to include, among others, capital expenditure plans, any financing, products, business lines, territories, debt and investments.
Business Transfer Agreement	shall mean the business transfer agreement signed by and between SIS and the Company on December 3, 2011.
Chairperson/ Chairman	shall mean the person who acts as a chairperson of the Board of Directors of the Company.
Co-Brand Agreement	shall mean the co-brand agreement entered into by and amongst Prosegur, SIS and the Company dated February 10, 2012.
Competitor	shall mean any Person which provides services which are similar to the Business of the Company or services/business provided or undertaken by SIS or by Prosegur.
Company or Company	This means SIS Cash Services Limited.

Company Secretary	shall mean a whole-time company secretary as defined in the Act.
Control” (including with co-relative meanings - “Controlled by” and “under common Control with”), with respect to a Person	shall mean: (i) the acquisition or control of more than 50% (fifty per cent) of the voting rights or of the issued share capital of such Person; or (ii) the right to appoint and/or remove all or the majority of the members of the board of directors or other governing body of such Person; or (iii) the power to direct or cause the direction of the management, to merge and exercise significant influence on the management or policies of such Person, whether obtained directly or indirectly, and whether obtained by ownership of share capital, the possession of voting rights, through contract or otherwise.
Claims	means all claims for fine, penalty, amount paid in a proceeding for compounding or immunity proceeding, actions, prosecutions, and proceedings, whether civil, criminal or regulatory.
Deed of Adherence	shall mean a deed of adherence to be signed by a Person who is not a party to the Joint Venture Agreement at the time of subscribing to or purchasing any Shares, agreeing to be bound by the terms of the Joint Venture Agreement and these Articles.
Depositories Act	shall mean the Depositories Act, 1996 and includes any statutory modification or enactment thereof.
Dilution Instruments	shall mean any and all classes of shares, or any rights, options, warrants, appreciation rights or instruments (including debt instruments and hybrid instruments) which are convertible into or entitle the holder to acquire or receive any Equity Shares or any options to purchase rights to subscribe for securities which by their terms are convertible into or exchangeable for Equity Shares. For the purposes of this definition, Equity Shares shall include securities and instruments by whatever name called, having the rights that are associated with the Equity Shares.
Director	shall mean a director on the Board of Directors and includes, a duly appointed Alternate Director, additional Director, and Independent Director.
Dividend	includes any interim dividend.
EBITDA	shall mean consolidated earnings before interest income, interest expense, borrowing costs (including amortization of capitalized borrowing costs), income tax, depreciation and intangible amortization, without considering extra ordinary and “one off” items related to income and expenses.
Employee Agreements	shall mean the employment agreements to be entered into by and between the Company with each of the Key Personnel.
Encumbrance/Encumber	shall mean: (i) (to create) any security, quasi- security, claim, option, mortgage, pledge, conditional sales contracts, power of sale in favour of a third party, hypothecation, retention of title, right of pre-emption, option, lien, charge (whether fixed or floating), right of first refusal, restriction on use, right to set off or other third Person’s right or security interest or an agreement, arrangement or obligation, whether conditional or otherwise to create any of the foregoing or other encumbrance of any kind securing, or conferring any priority of payment in respect of, any obligation of any Person, including any right granted by a transaction which, in legal terms, is not the granting of security but which has an economic or financial effect similar to the granting of security under applicable Law; or (ii) any voting agreement, interest, option, right of first offer, refusal or transfer restriction in favour of any Person.
Equity Shares	shall mean equity shares in the issued, subscribed and paid up Equity Share Capital having a face value of Rs. 10/- (Rupees ten) each.
Equity Share Capital	shall mean the fully issued and paid equity share capital of the Company calculated on a Fully Diluted Basis.
Expert	shall have the meaning ascribed to it in Article 96 below.
Financial Statements	shall mean the true and complete copies of the balance sheet, profit and loss account and cash flow statement (including schedules and notes thereto) and such other statements required to be prepared by the Company in accordance with applicable Law, under Ind AS and under IFRS following the end of each Financial Year, together with the Auditor’s report thereon and notes thereto.
Financial Year	shall initially mean the period of 12 (twelve) months starting from 1 st April of each calendar

year and ending on 31st March of the following calendar year or a period of 12 (twelve) months starting from 1st January of each calendar year and ending on 31st December of the same calendar year, as agreed by the Board.

First Addendum	shall mean the first addendum to Joint Venture Agreement dated February 10, 2012 executed between SIS and Singpai.
Fourth Addendum	shall mean the Fourth Addendum Cum Waiver Agreement dated January 24, 2025 executed amongst SIS, Singpai, SMC and GFG.
Fully Diluted Basis	shall mean that the calculations should be made assuming all issued Dilution Instruments, including stock options (whether or not currently convertible) have been converted into Equity Shares.
General Meeting	means a meeting of Members.
GFG	shall mean Gujarat Fusion Glass LLP, having registered office at 1101, 11 th floor, Crescenzo, G- Block, Plot No C-38, opposite MCA Club, Bandra Kurla Complex, Bandra Mumbai 400 051 India.
Governmental Authority	shall mean any government, any state or other political subdivision thereof, any entity exercising executive, legislative, judicial, regulatory or administrative functions of or pertaining to government, or any other governmental authority including any taxation authority, agency, department, board, commission or instrumentality or any political subdivision thereof, and any court, tribunal or arbitrator(s) of competent jurisdiction, and, any governmental or non-governmental self-regulatory organisation, agency or authority; having jurisdiction over the Company, any Shareholders or the assets or operations of any of the foregoing, or any of the transactions contemplated in these Articles.
Group	in relation to a Shareholder means its Affiliates and other entities directly or indirectly Controlled by such Shareholder or which directly or indirectly Controls such Shareholder.
IFRS	shall mean the International Financial Reporting Standards.
IndAS	shall mean the Indian Accounting Standards, as notified under Section 133 of the Act, and the accounting principles and policies to be adopted by the Company from time to time in accordance with such Indian Accounting Standards, as amended from time to time.
In Writing / Written	means and include printing, typing, lithographing and includes Electronic Mode and other modes of reproducing words in visible form.
Indemnified Person	shall mean any Director, Manager, Company Secretary or Key Management Personnel or officer or employee of the Company, as determined by the Board, who in bonafide pursuit of duties or functions or of honest and reasonable discharge any functions as a Director, officer or employees, has or suffers any Claims or Losses, or against whom any Claims or Losses are claimed or threatened.
Independent Director	shall mean an independent director as defined under the Act and under SEBI (Listing Obligations and Disclosure Requirements), 2015 as amended from time to time.
INR or Rupees or Rs.	shall mean Indian Rupees, the lawful currency of the Republic of India.
Intellectual Property	shall mean all worldwide intellectual property rights and other similar proprietary rights and all rights, benefits, privileges and priorities related thereto, arising under statutory or common Law or by contract, in any jurisdiction, whether owned or held for use under license, whether registered or unregistered, including without limitation, such rights in and to: (i) issued patents and all provisional and pending patent applications, any and all divisions, continuations, continuations-in-part, reissues, continuing patent applications, reexaminations, and extensions thereof, any counterparts claiming priority therefrom, utility models, patents of importation/confirmation, certificates of invention, certificates of registration and like rights, and any patent disclosures, invention disclosures, discoveries and improvements, whether or not patentable; (ii) copyrights and copyrightable works, works of authorship including databases (or other

collections of information, data, works or other materials), artwork and design rights, moral rights and all other rights associated with works of authorship;

- (iii) technology, know-how, processes, trade secrets, inventions (including inventions conceived but not documented), business information, technical information, methods, marketing information and materials, business plans, proprietary data, formulae, techniques, specifications, research and development data, non- public information and confidential information, and rights to limit the use or disclosure of any of the foregoing;
- (iv) computer software (including source code and object code, data files, application programming interfaces, computerized databases and other software-related specifications;
- (v) Trademarks;
- (vi) internet domain names;
- (vii) rights of publicity and other rights to use the names and likeness of individuals; or
- (viii) claims, causes of action and defenses relating to any of the foregoing; in each case, including registrations, applications, recordings, and extensions and common-law rights relating to any of the foregoing; and any right analogous to those set forth herein and any other proprietary rights relating to intangible property.

Joint Venture Agreement	means the Joint Venture Agreement dated May 25, 2011, executed by and between SIS and Prosecur as amended from time to time including by way of (i) First Addendum; (ii) Second Addendum; (iii) Third Addendum; (iv) Fourth Addendum; and (v) Letter Agreement.
Key Personnel	shall mean the Chief Executive Officer (“CEO”), Chief Operating Officer (“COO”), the Company Secretary and the Chief Financial Officer (“CFO”), all to be appointed in terms of these Articles.
Law	shall mean all statutes, enactments, acts of legislature or parliament, ordinances, rules, by-laws, regulations, notifications, guidelines, policies, directions, directives and orders of any Governmental Authority, statutory authority, tribunal, board, court or any recognized stock exchange(s) on which the Equity Shares may be listed.
Letter Agreement	shall mean the Letter Agreement dated January 24, 2025 executed amongst SIS, Singpai, SMC and GFG.
Liabilities	shall mean any liability (whether known or unknown, whether asserted or unasserted, whether absolute or contingent, whether accrued, whether liquidated or unliquidated and whether due or to become due.
Losses	shall mean all direct and actual losses, costs imposed in any proceeding, expenses, damages, claims, injury, liabilities (including those arising out of or based upon or in relation to any judgment, award, settlement and reasonable attorneys’ fees). It is clarified that Losses shall include any actual losses on account of the violation of any of the representations, warranties, covenants and / or obligations of SIS and/or the Company under any of the Transaction Documents which results in an increase in the value of Liabilities and /or a reduction in the value of assets of the Company.
Memorandum	shall mean the memorandum of association of the Company, as amended from time to time.
Non-Compete and Co-operation Agreement	shall mean the non-compete and co-operation agreement signed by and between SIS, Prosecur and others dated February 10, 2012.
Original Director	shall have the meaning ascribed to it in Article 66(i) below.
Person	shall mean any natural person, limited or unlimited liability company, corporation (including any non-profit corporation), partnership (whether registered, unregistered, general, limited or unlimited), sole proprietorship, unincorporated association, joint venture, joint stock company, Hindu undivided family, estate, trust, firm, union, association, Governmental Authority or other enterprise, association, organization or entity whether or not required to be incorporated or registered under Law or any agency or political subdivision thereof or any other entity that may be treated as a person under applicable Law.

Prosegur		shall mean Prosegur Compañia de Seguridad S.A., a company incorporated and organized under the laws of Spain, having its head office at Madrid, calle Pajaritos, 24, and where the context admits, include its successors, permitted assigns and Affiliates holding Shares and for abundant clarity reference to Prosegur shall mean and include Singpai.
Prosegur Director	Nominee	shall have the meaning ascribed to it in Article 66 (i)(a) below.
Proxy		Includes Attorney duly constituted under a Power-of-Attorney.
Related Party or Related Parties in relation to the Company		shall mean any: (i) Company under the same management (as defined under Section 370 (1B) of the Act) as the Company; (ii) Prosegur or any Affiliate of Prosegur; (iii) SIS or any Affiliate of SIS; (iv) Person having control or significant influence over the Company as defined in Accounting Standard 18 issued by the Institute of Chartered Accountants of India; (v) party connected or interested in the Company as contemplated in Sections 295 to 301 (both inclusive) of the Act; and (vi) directors or officers or shareholders of the Persons referred to above, and any Relatives of any such directors or shareholders.
Relative		shall have the same meaning ascribed to it in the Act.
Section		means the relevant section of the Act: and shall, in case of any modification or reenactment of the Act shall be deemed to refer to any corresponding provision of the Act as so modified or reenacted.
Second Addendum		shall mean the second addendum to the Joint Venture Agreement dated January 29, 2016, executed between SIS and Singpai.
Shared Agreement	Services	shall mean the shared services agreement signed by and between SIS and the Company on February 10, 2012.
Shares(s)		shall mean any shares(s) in the Company, whether they be Equity Shares, preference shares or otherwise, presently existing or which may be authorised and issued at any point in the future.
Share Capital		shall mean the total issued and paid-up share capital of the Company.
Shareholder(s) / Members		means the shareholder(s) of the Company, from time to time.
Shareholders Meeting		shall mean the meeting of the Shareholders of the Company, including any Annual General Meetings or Extraordinary General Meetings, as such terms are understood under the Act.
Singpai		shall mean “Singpai Pte. Ltd., a company and organized under the laws of Singapore, having its office at 80, Robinson Road, #02-00, Singapore (068898).
SIS		shall mean SIS Limited (formerly known as Security and Intelligence Services (India) Limited), a public limited company incorporated under the Indian Companies Act, 1956, having its registered office at “Annapoorna”, Telephone Exchange Road, Kurji, Patna- 800010, Bihar, India and where the context admits, includes its successors and permitted assigns.
SIS Nominee Director		shall have the meaning ascribed to it in Article 60(2)(i)(a) below and shall include such Directors appointed by SIS to the Board on incorporation of the Company.
SMC		shall mean SMC Integrated Facility Management Solution Limited, a company incorporated under the laws of India, having its registered office situated at Annapoorna Bhawan, Telephone Exchange Road, Kurji, Patna – 800 010 India.
Stock Exchanges		shall mean BSE Limited and the National Stock Exchange of India Limited or such other stock exchange as the Board of Directors may deem fit.

Subsidiaries	shall have the meaning assigned to it in the Act.
Technology License Agreement	shall mean the technology license agreement entered into by and between Prosegur and the Company dated February 10, 2012.
Territory	shall mean the territory of the Republic of India.
The Register	shall mean the register of members, including any foreign register which the Company may maintain pursuant to the Act and includes register of beneficial owners.
The Registrar	means the Registrar of Companies, Bihar at Patna.
Third Addendum	shall mean the third addendum to the Joint Venture Agreement dated April 5, 2024, executed amongst Singpai, SMC and GFG.
Third Party Investor	shall mean a reputed third party nominated by Prosegur in terms of the Joint Venture Agreement, provided such Person shall be a legal entity of good standing and shall not be a Competitor of the Company or SIS or Prosegur, as applicable, and who is eligible to hold the Shares under applicable Law.
Trademarks	shall mean the trademarks, service marks, trade names, service names, brand names, brand marks, internet domain names, identifying symbols, logos, emblems, signs and/or insignia of the Company.
Transfer (including with co-relative meaning, the terms “Transferred”, “Transferor”, “Transferee” and “Transferability”)	shall mean to transfer, sell, give, assign, encumber, pledge, hypothecate, mortgage, alienate, create or transfer a security interest in or lien on, place or transfer any interest in trust (voting or otherwise), grant a security interest (including voting, rights to receive dividends or otherwise) in, amalgamate, merge or suffer to exist, exchange or gift by operation of applicable Law or in any other way, create any Encumbrance on any Shares or any right, title or interest therein or otherwise dispose off in any manner whatsoever, voluntarily or involuntarily, including without limitation, any attachment, assignment for the benefit of creditors against the Company or appointment of a custodian, liquidator or receiver of any of its properties, business or undertaking, but shall not include transfer by way of testamentary or intestate successions.
Transaction Documents	shall mean: (i) the Joint Venture Agreement (ii) the Business Transfer Agreement; (iii) the Co-Brand Agreement; (iv) the Technology License Agreement; (v) the Non-Compete and Co-operation Agreement; (vi) the Shared Services Agreement; (vii) the Employee Agreements; and (viii) any other documents and/or agreements that may be executed pursuant to and/or simultaneously with the Joint Venture Agreement, from time to time.

INTERPRETATION

Unless the context of these Articles otherwise requires:

- (i) Term(s) and phrase(s) not specifically defined in these Articles shall bear the same meaning as assigned to the same in the Act.
- (ii) Words imparting the singular number only shall include the plural, and the converse shall also apply.
- (iii) Words imparting individuals shall include corporations.
- (iv) words or expressions contained in these Articles not otherwise defined shall bear the same meaning as ascribed to such terms in the Act;
- (v) words using the singular or plural number also include the plural or singular number, respectively; and
- (vi) reference to the word “include” shall be construed without limitation.
- (vii) The term “Article” refers to the specified Article of these Articles.
- (viii) The terms “hereof”, “herein”, “hereby”, “hereto” and derivative or similar words refer to the entire Articles or articles of these Articles, as the case may be.
- (ix) Terms defined elsewhere in these Articles and not covered in Article 2 shall, unless inconsistent with the context or

meaning thereof, bear the same meaning as ascribed to them throughout these Articles.

- (x) If any provision in Article 1 is a substantive provision conferring rights or imposing obligations on any Shareholder, effect shall be given to it as if it were a substantive provision in the body of these Articles.
- (xi) Reference to any legislation or Law or to any provision thereof shall include references to any such Law as it may, after the date hereof, from time to time, be amended, supplemented or re-enacted, and any reference to a statutory provision shall include any subordinate legislation made from time to time under that provision.
- (xii) Notwithstanding anything to the contrary, any time limits specified in any provision of these Articles, within which any Person is required to perform any obligations or complete any activity, shall be extended by such period as may be required to comply with any requirement of applicable Law including those Law relating to foreign investment, provided, that, the Person that is required to comply with such applicable Law shall act in good faith and take all necessary steps to ensure compliance with such applicable Law within the minimum time possible.
- (xiii) The words “directly or indirectly” mean directly or indirectly through one or more Affiliates or intermediary Persons or through contractual or other legal arrangements, and “direct or indirect” have the correlative meanings.
- (xiv) When any number of days is prescribed, the same shall be reckoned exclusively of the first and inclusively of the last day unless the last day does not fall on a Business Day, in which case the last day shall be the next succeeding day which is a Business Day.
- (xv) The descriptive headings in these Articles are inserted solely for convenience of reference and are not intended as complete or accurate descriptions of content thereof and shall not be used to interpret the provisions of these Articles and shall not affect the construction of these Articles.
- (xvi) Any reference in these Articles to “par value” or “face value” or “nominal value” in relation to any Share shall mean the value expressed on the face of the certificate representing such Share irrespective of the actual price paid for that Share by its holder.
- (xvii) Time is of the essence in the performance of the Shareholders’ respective obligations. If any time period specified herein is extended, such extended time shall also be of the essence.
- (xviii) The phrases “the Shareholders shall” or “the Board shall” shall be construed to mean that the Shareholders shall exercise their voting rights and other rights pursuant to these Articles to cause the Company to perform or comply with the herein stated acts or obligations.
- (xix) Any reference to “writing” includes printing, typing, lithography, and other means of reproducing words in permanent visible form.

II. SHARE CAPITAL AND VARIATION OF RIGHTS

- 1. (i) Subject to the provisions of the Act and these Articles, the shares 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 or (subject to the compliance with the Act at a discount and at such time as they may from time to time think fit and with sanction of the Company in the General Meeting to give to any person or persons the option or right to call for any shares either at par or premium during such time and for such consideration as the Directors think fit, and may issue and allot shares in the capital of the Company on payment in full or part of any property sold and transferred or for any services rendered to the Company in the conduct of its business and any shares which may so be allotted may be issued as fully paid up shares and if so issued, shall be deemed to be fully paid shares Further, provided that the option or right to call of shares shall not be given to any person except with the sanction of the Company in General Meeting.
- (ii) **Further Issue of Shares**
 - (1) Where at any time it is proposed to increase the subscribed capital of the Company by allotment of further shares, then such further shares shall be offered to:
 - A. the persons who on 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 those shares at that date in the manner prescribed under Section 62 of the Act and/or other Applicable Law, as applicable, by sending a letter of offer subject to the conditions mentioned in (i) to (iii) below.

- i. The letter of offer aforesaid shall be made by notice specifying the number of shares offered and limiting a time not being less than fifteen days (or such lesser number of days as may be prescribed under the Act or the rules made thereunder, or other Applicable Law) and not exceeding thirty (30) days from the date of the offer, within which the offer if not accepted, shall be deemed to have been declined;

Provided that the notice shall be dispatched through registered post or speed post or through electronic mode or courier or any other mode having proof of delivery to all the existing shareholders at least three days before the opening of the issue;

- ii. The offer aforesaid shall be deemed to include a right exercisable by the person concerned to renounce the shares offered to him or any of them in favour of any other person and the notice referred to in (i) above shall contain a statement of this right;
- iii. After the expiry of time specified in the notice aforesaid or on receipt of earlier intimation from the person to whom such notice is given that the person declines to accept the shares offered, the Board of Directors may dispose of them in such manner which is most beneficial and not disadvantageous to the members and the Company.

B. to employees under any scheme of employees' stock option subject to Special Resolution passed by the shareholders of the Company and subject to the applicable rules and such other conditions, as may be prescribed under Applicable Law; or

C. to any persons, if authorized by a Special Resolution, whether or not those persons include the persons referred to in Article 1(ii) (1)(A) or Article 1(ii) (1)(B) above either for cash or for a consideration other than cash, subject to such conditions as may be prescribed under the Act and the rules made thereunder and any other Applicable Law.

(2) Nothing contained in Article 1(ii) 1(A)(iii) shall be deemed:

- (a) To extend the time within which the offer should be accepted; or
- (b) To authorise any person to exercise the right of renunciation for a second time on the ground that the person in whose favour the renunciation was first made has declined to take the shares comprised in the renunciation.

(3) Nothing in this Article shall apply to the increase of the subscribed capital of the Company caused by the exercise of an option as a term attached to the debentures issued or loans raised by the Company to convert such debentures or loans into shares in the Company or to subscribe for shares of the Company.

Provided that the terms of the issue of such debentures or loan containing such an option have been approved before the issue of such debentures or the raising of loan by a Special Resolution passed by the Members of the Company in a general meeting.

(4) Notwithstanding anything contained in (3) above, where any debentures have been issued, or loan has been obtained from any Governmental Authority by the Company, and if that Governmental Authority considers it necessary in the public interest so to do, it may, by order, direct that such debentures or loans or any part thereof shall be converted into shares in the Company on such terms and conditions as appear to the Governmental Authority to be reasonable in the circumstances of the case even if terms of the issue of such conversion:

Provided that where the terms and conditions of such conversion are not acceptable to the Company, it may, within sixty (60) days from the date of communication of such order, appeal to the Tribunal which shall after hearing that Company and Governmental Authority pass such order as it deems fit.

- (5) A further issue of Shares may be made in any manner whatsoever as the Board may determine including by way of preferential offer or private placement, subject to and in accordance with the Act and the Rules.
 - (6) The provisions contained in this Article shall be subject to the Provisions of Section 42 and Section 62 of the Act, other applicable provisions of the Act and the Rules and to the extent applicable, any SEBI regulations or guidelines.
 2.
 - (i) Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after incorporation, in case of subscribers to the memorandum or after allotment or within one month after the application for the registration of transfer or transmission or within such other period as the conditions of issue shall be provided -
 - (a) one or more certificates in marketable lots for all his shares of each class or denomination registered in his name without payment of any charges; or
 - (b) several certificates, each for one or more of his shares, upon payment of twenty rupees for each certificate after the first.
 - (ii) The Company shall complete and have ready for delivery such certificates within three months from the date of allotment, unless the conditions of issue thereof otherwise provide, or within two months of the receipt of application of registration of transfer, transmission, sub-division, consolidation or renewal of any of its shares as the case may be, Pucca Transfer Receipts in denominations corresponding to the market units of trading autographically signed by a responsible official of the Company and bearing an endorsement that the transfer has been duly approved by the Board of Directors or that no such approval is necessary;
 - (iii) Every certificate shall specify the number of shares and distinctive numbers of shares in respect of which it is issued and amount paid-up thereon and shall be in such form as the Board of Directors may prescribe and approve.
 - (iv) In respect of any share or shares held jointly by several persons, the Company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.
 - (v) Dematerialization of shares:
 - (a) Notwithstanding anything contained in these Articles, the Company shall be entitled to dematerialise its shares, debentures and other securities and to offer any shares, debentures or other securities proposed to be issued by it for subscription in a dematerialized form and on the same being done, the Company shall further be entitled to maintain a Register of Members/ Debenture holders/ other security holders with the details of members/debenture holders/ other securities both in materialized and dematerialized form in any medium as permitted by the Act.
 - (b) Every person subscribing to or holding securities of the Company shall have the option to receive security certificates or to hold the securities in electronic form with a Depository. If a person opts to hold his security with a Depository, the Company shall intimate such Depository the details of allotment of the security, and on receipt of the information, the Depository shall enter in its records the name of the allottee as the Beneficial Owner of the Security.
 - (c) Save as herein otherwise provided, the Company shall be entitled to treat the person whose name appears as the beneficial owner of the shares, debentures and other securities in the records of the Depository as the absolute owner thereof as regards receipt of dividends or bonus on shares, interest/premium on debentures and other securities and repayment thereof or for service of notices and all or any other matters connected with the Company and accordingly the Company shall not (except as ordered by the Court of competent jurisdiction or as by law required and except as aforesaid) be bound to recognise any benami trust or equity or equitable, contingent or other claim to or interest in such shares, debentures or other securities as the case may be, on the part of any other person whether or not it shall have express or implied notice thereof.
 - (d) In the case of transfer of shares, debentures or other securities where the Company has not issued any

certificates and where such shares, debentures or other securities are being held in an electronic and fungible form, the provisions of the Depositories Act, shall apply.

Provided that in respect of the shares and securities held by the depository on behalf of a beneficial owner, provisions of Section 9 and any other applicable section as amended of the Depositories Act shall apply so far as applicable.

- (e) Every Depository shall furnish to the Company, information about the transfer of securities in the name of the Beneficial Owner at such intervals and in such manner as may be specified by the bye-laws of the Depository and the Company on that behalf.
- (f) Except as specifically provided in these Articles, the provisions relating to joint holders of shares, calls, lien on shares, forfeiture of shares and transfer and transmission of shares shall be applicable to shares held in electronic form so far as they apply to shares in physical form subject however to the provisions of the Depositories Act.

- 3.
 - (i) If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to the Company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the Company and on the execution of such indemnity as the Company deem adequate, a new certificate in lieu thereof shall be given to the party entitled to such lost or destroyed certificate. Every certificate under this Article shall be issued without payment of fees, if the Directors so decide, or on payment of such fees (not exceeding Rs 2/- for each certificate) as the Directors shall prescribe.
 - (ii) No fee shall be charged for issue of new certificates in replacement of those which are old, defaced or worn out or where there is no further space on the back thereof for endorsement of transfer.
 - (iii) Provided that notwithstanding what is stated above, the Directors shall comply with such rules or regulation or requirements of any stock exchange or the rules made under the Act or the rules made under Securities Contracts (Regulation) Act, 1956 or any other act or rules applicable in this behalf.
 - (iv) The provisions of (ii) and (iii) above shall *mutatis mutandis* apply to debentures of the Company.
 - (v) Any debentures, debenture stock, bonds or other debt securities may be issued at a discount, premium or otherwise and may be issued on condition that they shall be convertible into shares of any denomination and with any privileges and conditions as to redemption, surrender, drawing, allotment of shares, attending (but not voting) at the General Meeting, appointment of Directors and otherwise. Debentures, debenture- stock, bonds or other debt securities with a right of conversion into or allotment of shares shall be issued only with the consent of the Company in the General Meeting by a Special Resolution and subject to the provisions of the Act and Applicable Laws.
- 4. Except as required by law, no person shall be recognised by the Company as holding any share upon any trust, and the Company shall not be bound by, or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or (except only as by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.
- 5.
 - (i) The Company may exercise the powers of paying commissions conferred by sub-section (6) of Section 40 of the Act, provided that the rate per cent. or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by that section and rules made thereunder.
 - (ii) The rate or amount of the commission shall not exceed the rate or amount prescribed in rules made under sub-section (6) of Section 40 of the Act.
 - (iii) The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in one way and partly in the other.
- 6.
 - (i) If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of Section 48 of the Act, and whether or not the Company is being wound up, be varied with the consent in

writing of the holders of three-fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class.

- (ii) To every such separate meeting, the provisions of these regulations relating to general meetings shall *mutatis mutandis* apply, but so that the necessary quorum shall be at least two persons holding at least one-third of the issued shares of the class in question.

- 7. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking *pari passu* therewith
- 8. Subject to the provisions of Section 55 of the Act, any preference shares may, with the sanction of an ordinary resolution, be issued on the terms that they are to be redeemed on such terms and in such manner as the Company before the issue of the shares may, by special resolution, determine.

Lien

- 9. (i) The Company shall have a first and paramount lien—
 - (a) on all shares (not being fully paid shares) standing registered in the name of each member (whether solely or jointly with others) and upon proceeds of sale thereof, for all monies called (whether presently payable by him or not) or payable at a fixed time in respect of such shares/debentures and no equitable interest in any share shall be created except upon the footing and condition that this Article will have full effect and such lien shall extend to all dividends and bonuses from time to time declared in respect of such shares/debentures; :
 - (b) Unless otherwise agreed the registration of a transfer of shares/debentures shall operate as a waiver of the Company's lien if any, on such shares/debentures.

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 Article.

Every fully paid shares shall be free from all lien and that in the case of partly paid shares the Company's lien shall be restricted to moneys called or payable at fixed time in respect of such shares.

- (ii) The Company's lien, if any, on a share shall extend to all dividends payable and bonuses declared from time to time in respect of such shares.
- 10. The Company may sell, in such manner as the Board thinks fit, any shares on which the Company has a lien:
Provided that no sale shall be made—
 - (i) unless a sum in respect of which the lien exists is presently payable; or
 - (ii) until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency.
 - 11. (i) To give effect to any such sale, the Board of Directors may authorise some person to transfer the shares sold to the purchaser thereof.
 - (ii) The purchaser shall be registered as the holder of the shares comprised in any such transfer.
 - (iii) The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.
 - 12. (i) The proceeds of the sale shall be received by the Company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable.

- (ii) The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the shares before the sale, be paid to the person entitled to the shares at the date of the sale.

Calls on shares

- 13. (i) The Board may, from time to time, make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times:

Provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call.

- (ii) Each member shall, subject to receiving at least fourteen days' notice specifying the time or times and place of payment, pay to the Company, at the time or times and place so specified, the amount called on his shares.
- (iii) A call may be revoked or postponed at the discretion of the Board.

- 14. A call shall be deemed to have been made at the time when the resolution of the Board authorising the call was passed and may be required to be paid in installments.

- 15. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.

- 16. (i) If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at ten per cent. per annum or at such lower rate, if any, as the Board may determine.

- (ii) The Board shall be at liberty to waive payment of any such interest wholly or in part.

- 17. (i) Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these regulations, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.

- (ii) In case of non-payment of such sum, all the relevant provisions of these regulations as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.

Payment in anticipation of call may carry interest

- 18. (1) The Board—

- (i) may, if it thinks fit, receive from any member willing to advance the same, all or any part of the monies uncalled and unpaid upon any shares held by him; and
- (ii) upon all or any of the monies so advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate not exceeding, unless the Company in general meeting shall otherwise direct, twelve per cent. per annum, as may be agreed upon between the Board and the member paying the sum in advance.

- (2) The Directors may, if they think fit, subject to the provisions of Section 50 of the Act, agree to and receive from any member willing to advance the same whole or any part of the moneys due upon the securities held by him beyond the sums actually called for, and upon the amount so paid or satisfied in advance, or so much thereof as from time to time exceeds the amount of the calls then made upon the securities in respect of which such advance has been made, the Company may pay interest at such rate, as the Directors decide upon provided that money paid in advance of calls shall not confer a right to participate in profits or Dividend. The Directors may at any time repay the amount so advanced. The members shall not be entitled to any voting rights in respect of the moneys so paid by him until the same would but for such payment, become presently payable.

The provisions of these Articles shall *mutatis mutandis* apply to the calls on debentures of the Company.

Transfer of shares

19. A common form of transfer shall be used.
20. (i) The instrument of transfer shall be in writing and all provisions of the Act and statutory modification thereof for the time being shall be duly complied with in respect of all transfer of shares and registration thereof.
- (ii) The instrument of transfer of any share in the Company shall be executed by or on behalf of both the transferor and transferee.
- (iii) The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.
21. (1) The Board may, subject to the right of appeal conferred by Section 58 of the Act decline to register—
- (i) the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or
- (ii) any transfer of shares on which the Company has a lien.
- Provided however that the Company will not decline to register or acknowledge any transfer of shares on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Company on any account whatsoever.
- (2) The Board may decline to recognise any instrument of transfer unless—
- (i) the instrument of transfer is in the form as prescribed in rules made under sub-section (1) of Section 56 of the Act;
- (ii) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and
- (iii) the instrument of transfer is in respect of only one class of shares.
- (3) On giving not less than seven days' previous notice in accordance with Section 91 of the Act and rules made thereunder, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine:
- Provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty-five days in the aggregate in any year.
- (4) No fee shall be charged for registration of transfer, transmission, probate, succession of certificate and letters of administration, certificate of death or marriage, power of attorney or similar other document.

Refusal to register transfer

22. (1) Subject to the Sections 58 and 59 of the Act, these Articles and other applicable provisions of the Act or any other Law for the time being in force, the Board may refuse whether in pursuance of any power of the company under these Articles or otherwise to register the transfer of, or the transmission by operation of law of the right to, any shares or interest of a Member in or debentures of the Company.
- (2) The Company shall within one month from the date on which the instrument of transfer, or the intimation of such transmission, as the case may be, was delivered to Company, send notice of the refusal to the transferee and the transferor or to the person giving intimation of such transmission, as the case may be, giving reasons for such refusal. Provided that the registration of a transfer shall not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Company on any account

whatsoever except where the Company has a lien on shares.

Transmission of shares

23. (i) On the death of a member, the survivor or survivors where the member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only persons recognised by the Company as having any title to his interest in the shares.
- (ii) Nothing in Article 23(i) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.
24. (i) Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either—
- (a) to be registered himself as holder of the share; or
- (b) to make such transfer of the share as the deceased or insolvent member could have made.
- (ii) The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.
25. (i) If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects.
- (ii) If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.
- (iii) All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.
26. A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company:
- Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the share, until the requirements of the notice have been complied with.
27. The provisions with regard to transfer of shares in demat mode shall be in accordance with relevant laws as applicable to the Company from time.

Forfeiture of shares

28. If a member fails to pay any call, or installment of a call, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or installment remains unpaid, serve a notice on him requiring payment of so much of the call or installment as is unpaid, together with any interest which may have accrued.
29. The notice aforesaid shall—
- (i) name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made; and
- (ii) state that, in the event of non-payment on or before the day so named, the shares in respect of which the call

was made shall be liable to be forfeited.

30. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may, at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect.
31. (i) A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit.
- (ii) At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.
32. (i) A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay to the Company all monies which, at the date of forfeiture, were presently payable by him to the Company in respect of the shares.
- (ii) The liability of such person shall cease if and when the Company shall have received payment in full of all such monies in respect of the shares.
33. (i) A duly verified declaration in writing that the Declarant is a director, the manager or the secretary, of the Company, and that a share in the Company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share.
- (ii) The Company may receive the consideration, if any, given for the share on any sale or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of.
- (iii) The transferee shall thereupon be registered as the holder of the share.
- (iv) The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.
34. The provisions of these regulations as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

Alteration of capital

35. The Company may, from time to time, by ordinary resolution increase the share capital by such sum, to be divided into shares of such amount, as may be specified in the resolution.
36. Subject to the provisions of Section 61 of the Act, the Company may, by ordinary resolution,—
- (i) consolidate and divide all or any of its share capital into shares of larger amounts than its existing shares;
- (ii) convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination;
- (iii) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum;
- (iv) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.
37. Where shares are converted into stock,—
- (i) the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same regulations under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit:

Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose.

- (ii) the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the Company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the Company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.
- (iii) such of the regulations of the Company as are applicable to paid-up shares shall apply to stock and the words “share” and “shareholder” in those regulations shall include “stock” and “stock-holder” respectively.

38. The Company may, by special resolution, reduce in any manner and with, and subject to, any incident authorised and consent required by law,—

- (i) its share capital;
- (ii) any capital redemption reserve account; or
- (iii) any share premium account.

Capitalization of Profit

39. (i) The Company in general meeting may, upon the recommendation of the Board, resolve—

- (a) that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the Company’s reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution;
- (b) that such sum be accordingly set free for distribution in the manner specified in Article 39(ii) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.

(ii) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in Article 39 (iii), either in or towards—

- (a) paying up any amounts for the time being unpaid on any shares held by such members respectively;
- (b) paying up in full, unissued shares of the Company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions aforesaid;
- (c) partly in the way specified in Article 39(ii)(a) and partly in that specified in Article 39(ii)(b);
- (d) A securities premium account and a capital redemption reserve account may, for the purposes of this regulation, be applied in the paying up of unissued shares to be issued to members of the Company as fully paid bonus shares;

(iii) The board shall give effect to the resolution passed by the Company in pursuance of this regulation

40. (i) Whenever such a resolution as aforesaid shall have been passed, the Board shall—

- (a) make all appropriations and applications of the undivided profits resolved to be capitalized thereby, and all allotments and issues of fully paid shares if any; and
- (b) generally do all acts and things required to give effect thereto.

(ii) The Board shall have power—

- (a) to make such provisions, by the issue of fractional certificates or by payment in cash or otherwise as

it thinks fit, for the case of shares becoming distributable infractions; and

- (b) to authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the Company providing for the allotment to them respectively, credited as fully paid-up, of any further shares to which they may be entitled upon such capitalization, or as the case may require, for the payment by the Company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalized, of the amount or any part of the amounts remaining unpaid on their existing shares;
- (iii) Any agreement made under such authority shall be effective and binding on such members.
- (iv) Any amount paid-up in advance of calls on any share may carry interest but shall not in respect thereof confer a right to dividend or to participate in profits.

Buy-back of shares

41. Notwithstanding anything contained in these Articles but subject to the provisions of Sections 68 to 70 and any other applicable provision of the Act or any other law for the time being in force, the Company may purchase its own shares or other specified securities.

General meetings

42. All general meetings other than annual general meeting shall be called extra-ordinary general meeting.
43. (i) The Board may, whenever it thinks fit, call an extraordinary general meeting.
- (ii) If at any time Directors capable of acting who are sufficient in number to form a quorum are not within India, any director or any two members of the Company may call an extraordinary general meeting in the same manner, as nearly as possible, as that in which such a meeting may be called by the Board.

Proceedings at general meetings

44. (i) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.
- (ii) Save as otherwise provided herein, the quorum for the general meetings shall be as provided in Section 103 of the Act.
45. The chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the Company.
46. If there is no such Chairperson, or if he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as chairperson of the meeting, the Directors present shall elect one of their members to be Chairperson of the meeting.
47. If at any meeting no director is willing to act as Chairperson or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their members to be Chairperson of the meeting.
48. In case the Chairman appointed as above is interested in any agenda of the meeting, he can ask any other director who is not interested in such agenda to chair for transacting such business at the meeting.

Adjournment of meeting

49. (i) The Chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place.
- (ii) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

- (iii) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
- (iv) Save as aforesaid, and as provided in Section 103 of the Act, it shall not be necessary to give any notice of an adjournment of the business to be transacted at an adjourned meeting.

Voting rights

50. Subject to any rights or restrictions for the time being attached to any class or classes of shares, —
- (i) on a show of hands, every member present in person shall have one vote; and
 - (ii) on a poll, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the Company.
51. A member may exercise his vote at a meeting by electronic means in accordance with Section 108 of the Act and shall vote only once.
52. (i) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.
- (ii) For this purpose, seniority shall be determined by the order in which the names stand in the register of members.
53. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy.
54. Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.
55. No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the Company have been paid.
56. (1) (i) No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.
- (ii) Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.
- (2) Each Shareholder undertakes as follows:
- (i) to exercise all voting rights and powers of control available to it in relation to the Company so as to give full effect to the terms and conditions of these Articles;
 - (ii) to the extent legally permissible, to procure that the Directors nominated by it and its other representatives will support and implement all reasonable proposals put forward at the Board and other meetings of the Company for the proper development and conduct of the Business as contemplated in these Articles and to procure that all its Affiliates shall refrain from acting in a manner which will hinder or prevent the Company from carrying on the Business in a proper and reasonable manner; and
 - (iii) generally to use its best endeavours to promote the Business and the interests of the Company.

Proxy

57. The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or

a notarized copy of that power or authority, shall be deposited at the registered office of the Company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.

58. An instrument appointing a proxy shall be in the form as prescribed in the rules made under Section 105 of the Act.
59. A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given:

Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the Company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.

Board of Directors

60. (1) **Role:** Business, operations and affairs will be managed and administered by the Board and any other committees as constituted by the Board.
- (2) (i) The Board of Directors shall be comprised of no more than 8 (eight) Directors in the following manner:
- (a) **Nominee Directors:** Subject to receipt of Shareholders' approval post the listing of Equity Shares of the Company on the Stock Exchanges that SIS and Singpai shall each have the right to nominate 2 (two) Directors each, subject to each of their shareholding exceeding 15% (Fifteen Percent) of the Equity Share Capital. Notwithstanding the above, (i) in the event that either SIS or Singpai's shareholding (as the case maybe) falls below 15% (fifteen percent) of the Equity Share Capital but remains in excess of 5% (five percent) of the Equity Share Capital, then SIS and/or Singpai's entitlement (as the case may be) to nominate Directors to the Board will be reduced to 1 (one) Director; and (ii) in the event SIS or Singpai's (as the case maybe) shareholding falls below 5% (five percent) of the Equity Share Capital, then SIS or Singpai's (as the case may be) entitlement to nominate Directors to the Board shall fall away. The Directors nominated by SIS shall be referred to as "**SIS Nominee Directors**". The Directors nominated by Singpai are referred to as "**Prosegur Nominee Directors**". Each Shareholder shall cause the Company to take such action as is necessary (including exercising its voting rights at the Shareholders' Meeting) to ensure that the individuals proposed for nomination as Directors pursuant to this Article 60 are appointed as Directors of the Company. The right to propose nomination of the SIS Nominee Director(s) and/or the Prosegur Nominee Directors conferred on SIS and Singpai, respectively, shall include the right at any time to propose replacements of such Director(s). No Director shall be required to hold any Shares to qualify to act as a Director.
- (b) **Independent Directors:** The remaining 4 (four) Directors shall be Independent Directors who shall be appointed on the Board in accordance with applicable Law.
- (c) The Shareholders may decide to increase or decrease the size of the Board at any time in accordance with the terms of these Articles and applicable Law.
- (ii) Subject to provisions of the Act and the terms of these Articles, the office of all the directors other than independent directors and nominee Directors appointed in terms of Article 60(2) (i) shall be subject to retirement by rotation and the retirement of such number of Directors out of total Directors and reappointment of them in every annual general meeting shall be made in accordance with the provisions of the Act
- (iii) The First Directors of the Company upon incorporation are:
1. Mr. Ravindra Kishore Sinha;
 2. Mr. Rituraj Kishore Sinha

61. (i) The remuneration of the Directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day.
- (ii) In addition to the remuneration payable to them in pursuance of the Act, the Directors may be paid all travelling, hotel and other expenses properly incurred by them.
- (a) in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the Company; or
- (b) in connection with the business of the Company.
62. (1) The Company may exercise the powers conferred on it by Section 88 of the Act with regard to the keeping of a foreign register; and the Board may (subject to the provisions of that Section) make and vary such regulations as it may think fit respecting the keeping of any such register.
- (2) All cheques, promissory notes, drafts, *hundis*, bills of exchange and other negotiable instruments, and all receipts for monies paid to the Company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by such person and in such manner as the Board shall from time to time by resolution determine.
63. Every Director present at any meeting of the Board or of a committee thereof shall sign his name in a book to be kept for that purpose.
64. (1) Subject to the provisions of Section 149 and Section 161 of the Act, the Board shall have power at any time, and from time to time, to appoint a person as an additional director, provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the Articles.
- (2) Subject to any other provisions of the law, such person shall hold office only up to the date of the next annual general meeting of the Company but shall be eligible for appointment by the Company as a director at that meeting subject to the provisions of the Act.
65. **Managing Director:** The Board of Director may from time to time appoint one or more of their body to the office of Managing Director. The appointment of managing director shall be on such terms and conditions and such remuneration whether by way of salary or participation in one way and partly in another as determine by the Board.
66. **Alternate Director.**
- (a) Each Director, other than an Alternate Director (an “**Original Director**”) shall be entitled to nominate and the Board shall, if so requested by the Original Director, appoint any individual to act as his alternate (“**Alternate Director**”) in place of the Original Director, subject to the relevant provisions of the Act. Further, the Original Director shall also have a right to withdraw the nominated Alternate Director and nominate another in his/her place.
- (b) The Alternate Director shall be entitled to receive notices of all Board meetings and to attend, constitute the quorum and vote at such meetings in place of the Original Director and generally to perform all functions of the Original Director in the absence of the Original Director.
- (c) The Shareholders shall take all such actions, including exercising their respective votes in relation to the Equity Shares controlled by them, as may be required to cause any Alternate Director nominated pursuant to Article 66 (i) to be duly elected or appointed. Upon the appointment of the Alternate Director, the Company shall ensure compliance with the applicable provisions of the Act and the rules framed there under, including by filing necessary forms with the jurisdictional Registrar of Companies.

Proceedings of the Board

67. (i) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.

- (ii) A Director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board.
- 68.
- (i) Save as otherwise expressly provided in the Act or in Article 69 below, questions arising at any meeting of the Board shall be decided by a simple majority of votes i.e. the affirmative vote greater than 50% (fifty percent) of the Directors present at a meeting duly called and for which requisite quorum is present as required under these Articles. At any duly convened Board meeting, each Director may exercise one (1) vote.
 - (ii) In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote.
 - (iii) **Resolutions By Circulation:** Subject to compliance with the relevant requirements of applicable Law, the Board may act by written resolution, circulated to all the Directors of the Company, and signed by a majority of all the Directors, including at least 1 (one) SIS Nominee Director and 1 (one) Prosegur Nominee Director (provided that such written resolution has been circulated in draft form, together with the relevant papers, if any, to all the Directors). Subject to the provisions of these Articles, a written resolution circulated to all the Directors or members of committees of the Board passed in accordance with the terms hereof shall be as valid and effective as a resolution duly passed at a meeting of the Board or committee of the Board, called and held in accordance with these Articles.
- 69.
- (1) The continuing Directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing Directors or Director may act for the purpose of increasing the number of Directors to that fixed for the quorum, or of summoning a general meeting of the Company, but for no other purpose.
 - (2) **Quorum for Board Meeting:** Notwithstanding anything stated herein or elsewhere, the appointment, replacement and composition of the Board and any committee thereof, quorum requirements and conduct of any meeting shall be in compliance with applicable Law. Notwithstanding the foregoing, the quorum for a meeting of the Board of Directors shall be two-third of its total strength or 6 (six) Directors, whichever is higher, and the participation of the Directors by video conferencing or by other audio visual means shall also be counted for the purposes of quorum under this Article.
70. The Shareholders shall take necessary actions to appoint Mr. Rituraj Sinha as the chairman of the Board so long as SIS holds at least 10% (ten Percent) of the Equity Share Capital.
- 71.
- (i) The Board may, subject to the provisions of the Act, delegate any of its powers to committees consisting of such member or members of its body as it thinks fit.
 - (ii) Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board
- 72.
- (i) A committee may elect a Chairperson of its meetings.
 - (ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.
- 73.
- (i) A committee may meet and adjourn as it thinks fit.
 - (ii) Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and in case of an equality of votes, the Chairperson shall have a second or casting vote.
74. All acts done in any meeting of the Board or of a committee thereof or by any person acting as a director, shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such directors or of any person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such director or such person had been duly appointed and was qualified to be a director.
75. Save as otherwise expressly provided in the Act, a resolution in writing, signed by all the members of the Board or of a committee thereof, for the time being, entitled to receive notice of a meeting of the Board or committee, shall be valid and effective as if it had been passed at a meeting of the Board or committee, duly convened and held.

76. (i) The Board shall constitute committees as required under applicable law and as required to aid and assist the Board and management in the effective management of the company.
- (ii) All committees shall be constituted with the unanimous approval of all Board members. The constitution, term and terms of reference of all the committees may be amended only with the unanimous consent of all board members.
77. (1) **Indemnity For Directors:** To the maximum extent permitted under applicable Law, the Company shall indemnify, hold harmless and defend the Directors from and against, any and all Losses suffered or sustained by the Directors by reason of or arising out of:
- (i) their activities on behalf of the Company or otherwise in furtherance of the interests of the Company;
- (ii) their status as managers, officers, or directors, including nominee directors or Alternate Directors; and/or
- (iii) they being construed or deemed as an “officer in charge” under any applicable Laws.
- (2) The Company shall not indemnify a Director where the actions or omissions forming the basis of the Losses were performed or not performed or omitted to be performed fraudulently or as a result of the willful misconduct of the Director or as a result of the willful breach of these Articles, the Joint Venture Agreement, or any other applicable Law.
- (3) **Directors’ Insurance:** For the purposes of this Article, the Company shall maintain adequate and customary director’s liability insurance for the Directors which shall be at least of a value of Rs. 30,000,000/- (Rupees Thirty Million).
78. Until commencement of listing and trading of the Equity Shares of the Company on the Stock Exchanges pursuant to the initial public offering, except as required to comply with applicable Law or as required for fulfilment of the obligations under these Articles, the Company shall not take, or cause to be taken, whether by way of a resolution passed by the Board (for avoidance of doubt, including by way of circulation), and/or the Shareholders, any variations, changes and/or amendments to the roles, duties, responsibilities, functions, composition, terms of reference and/or cessation or disbanding of any committee of the Board of Directors of the Company or any other committee of the Company, except without the unanimous consent of the Board of Directors, and that any such corporate action taken in breach of this Article 78 shall be null and void.

Shareholders’ Meeting

79. Notwithstanding anything stated herein or elsewhere, it is agreed that the quorum requirements and conduct of any Shareholders’ meeting shall be in compliance with applicable Laws

Dividends and Reserve

80. The Company in general meeting may declare dividends to be paid to members according to their respective rights, but no dividend shall exceed the amount recommended by the Board.
81. Subject to the provisions of Section 123 of the Act, the Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the Company.
82. (i) The Board may, before recommending any dividend, set aside out of the profits of the Company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the Company may be properly applied, including provision for meeting contingencies or for equalising dividends; and pending such application, may, at the like discretion, either be employed in the business of the Company or be invested in such investments (other than shares of the Company) as the Board may, from time to time, think fit.
- (ii) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.
83. (i) Subject to the rights of persons, if any entitled to shares with special rights as to dividends, all dividends

shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the Company, dividends may be declared and paid according to the amounts of the shares.

- (ii) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share.
 - (iii) All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.
- 84.** The Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the Company on account of calls or otherwise in relation to the shares of the Company.
- 85.** (i) Any dividend, interest or other monies payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct.
- (ii) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.
- 86.** Any one of two or more joint holders of a share may give effective receipts for any dividends, bonuses or other monies payable in respect of such share.
- 87.** Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act.
- 88.** (1) No dividend shall bear interest against the Company.
- Provided however that no amount outstanding as unclaimed dividends shall be forfeited unless the claim becomes barred by law.
- (2) Where the Company has declared a dividend but which has not been paid or claimed within 30 days from the date of declaration, transfer the total amount of dividend which remains unpaid or unclaimed within the said period of 30 days, to the unpaid dividend account of the Company, opened by Company in that behalf in any scheduled bank.
- (3) 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 to the Fund known as Investor Education and Protection Fund established under Section 205C of the Act.
- (4) No unclaimed or unpaid dividend shall be forfeited by the Bank.

Accounts

- 89.** (i) The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the Company, or any of them, shall be open to the inspection of members not being directors.
- (ii) No member (not being a director) shall have any right of inspecting any account or book or document of the Company except as conferred by law or authorised by the Board or by the Company in general meeting.

Winding up

- 90.** Subject to the provisions of Chapter XX of the Act and rules made thereunder—
- (i) If the Company shall be wound up, the liquidator may, with the sanction of a special resolution of the Company and any other sanction required by the Act, divide amongst the members, in specie or kind, the

whole or any part of the assets of the Company, whether they shall consist of property of the same kind or not.

- (ii) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.
- (iii) 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

91. Each Shareholder shall indemnify, defend and hold harmless the other Shareholders, its Affiliates, its nominee Directors on the Board (including for the avoidance of doubt, any Alternate Directors appointed by such nominee Director), managers, officers, employees and the Company, from and against all Losses brought against or suffered by such Shareholder in a manner and subject to such terms and conditions as may have been agreed in writing by the Shareholders in the Transaction Documents.

Future Financing

92. **Future Financing.** Subject to applicable Laws, no Shareholders shall be obliged to provide any further financing (whether by way of debt or equity). The Board of Directors shall, while considering any financing requirement of the Company, explore all possibilities and shall use commercially reasonable efforts for making available such funding to the Company in the following order of preference:

- (i) as a first option, use commercially reasonable efforts to arrange funding for the Company, in the nature of prudent borrowings from banks, financial institutions and/ or any other lenders, on the basis of the independent financial strength of the Company;
- (ii) in the event the option mentioned under Article 92 (i) is not available, the Board of Directors shall, subject to applicable Law, approach SIS or Prosegur for loans to be given to the Company by the concerned Shareholder on Arm's Length Basis and on terms and conditions mutually agreed between SIS or Prosegur and the Board of Directors, including without limitation, terms relating to payment of interest and security. In particular, any potential possibility of capitalization of such loans into Equity Share Capital shall be governed by applicable Law;
- (iii) in the event the options mentioned under Article 92(i) and Article 92(ii) above are not available, the Shareholders shall consider, subject to provisions of applicable Law, to provide funds by way of additional contribution of capital in proportion to their shareholding, *vide* a rights issuance on such terms and conditions as may be agreed by the Board; and
- (iv) in the event the options mentioned under Articles 92(i) to 92 (iii) above are not available, the Board of Directors shall decide the manner in which the Company will raise the necessary funds, which may include without limitation raising further capital.

93. It is hereby clarified that all funding transactions between the Company and the Shareholders and Related Parties shall at all times be on Arm's Length Basis.

94. **No Requirement to Encumber:** The Company shall make best efforts to obtain debt financing on a non-recourse basis to the Shareholders. Neither Shareholder shall be required to Encumber their Shares or to provide any guarantee or other support for the benefit of the Company to any third party, including but not limited to the lenders, whether as a guarantor or in any other capacity whatsoever, unless otherwise agreed by the Shareholders. Any determination of the Shareholders with respect to whether to participate for the benefit of the Company in any such guarantee, bond, indemnity or financing arrangement shall be made at their sole discretion and on such terms as may be mutually determined by the Shareholders. If and to the extent that the Shareholders agree to participate then, unless the Shareholders agree otherwise, any liability or obligation to be assumed by them in relation to any such guarantee, bond or financing arrangement shall be borne pro rata in proportion to the Shares held by each Shareholder and shall be: (i) several and not joint; or (ii) joint and several, as may be mutually agreed by the Shareholders. If a Shareholder participates for the benefit of the Company in any guarantee, bond or financing

arrangement without the agreement of the other Shareholders and incurs any liability under such guarantee, bond or financing arrangement, that Shareholder shall not be entitled to any contribution from the other Shareholders in respect of such liability.

Obligations of Shareholders

95. In consideration of the mutual obligations of the Shareholders herein contained, and except as the Shareholders may otherwise agree in writing or save as otherwise provided or contemplated in these Articles, each of the Shareholders shall exercise their powers in relation to the Company so as to ensure that:
- (i) the Company carries on its Business and conducts its affairs in a proper and efficient manner and for its own benefit;
 - (ii) the Company and the Directors appointed by the Shareholders, will comply strictly and expeditiously with the provisions of these Articles;
 - (iii) the Business shall be carried on, in accordance with the Business Plan, applicable Law and these Articles;
 - (iv) the Company shall cause to be kept full and proper accounting records relating to the Business, undertaking and affairs of the Company, which records shall be made available at all reasonable times for inspection by the Directors by prior appointment during office hours;
 - (v) the Company shall prepare annual accounts, in each case in accordance with Ind AS and IFRS and in compliance with all applicable legislations in respect of each accounting reference period, and shall procure that such accounts are audited as soon as practicable and shall supply copies of the same both in draft and final form, to each of the Shareholders immediately upon their issue;
 - (vi) the Company shall do all that the Auditors of the Company may reasonably require by way of keeping records and accounts and provide the Auditors with all such information and explanations as they may reasonably require and otherwise assist the Auditors in all reasonable ways; and
 - (vii) the Business of the Company is maintained, improved and extended and the reputation and interests of the Company are advanced.

Related Matters

96. **OTHER RELATED MATTERS:** In relation of any new projects undertaken by the Company or any of its Subsidiaries, if a dispute arises between the Shareholders in connection with the assumption of the payback calculation, the Shareholders shall attempt to resolve such disputes by mutual negotiations within a reasonable time, failing which, the Shareholders shall refer such dispute to be resolved by a third party expert, which shall be one of the Big Four Accounting Firms (“**Expert**”). The Expert shall be mutually appointed by the Shareholders and shall have expertise in the areas of security and cash management services.
97. **EXPERT:** The appointment of the Expert shall not be unreasonably delayed or conditioned by either Shareholder. The determination of the Expert with respect to the payback calculation shall be final and binding upon the Shareholders. The Expert’s scope of review and decision shall be strictly limited to the reasons given by a Shareholder in rejecting the other Shareholder’s submissions and shall not consider any other reasons beyond the alleged reasons given by the Shareholder. The Shareholder shall give a reasoned opinion in writing. The fees and expenses of such Expert shall be paid by the Company.

BUSINESS AND OPERATIONS OF THE COMPANY

98. **Business Objective:** All the Business and affairs of the Company shall be carried out in accordance with the strictest standards of business ethics and codes of conduct. All dealings with the Company and the Shareholders or any Affiliates of any the Shareholders shall be as mutually agreed between the Shareholders and no Shareholder shall claim or be entitled to any preferential treatment in relation thereto by reason of the relationship of such Persons under these Articles or any shareholding in connection with the Company.
99. **Accounting Principles:** The Shareholders shall cause the Company to adopt Ind AS and IFRS in relation to its Financial Statements.

- 100. Auditors:** The Company shall, in accordance with these Articles and the Act, appoint the Auditors of the Company.
- 101. Annual Operating Plan:** The Board or any Board Committee designated in this regard, shall develop (or cause to be developed) an annual operating plan for each Financial Year which shall, cover such matters such as the annual budget and other matters as may be determined by the Board (“**Annual Operating Plan**”). Each such Annual Operating Plan shall be prepared in conformity with the Business Plan and in accordance with Ind AS and IFRS and shall be submitted to the Board for review and approval before the commencement of each concerned Financial Year. The Shareholders will cause the Company and the Board and other Board Committees to take all requisite steps for the implementation of the Annual Operating Plan from time to time.
- 102. Books of Accounts, Inspection and Special Audit Rights:** The Shareholders shall procure that the Company maintains proper Books and Records in order to provide Financial Statements drawn up in compliance with all applicable Law. All books of accounts, statutory records and Financial Statements shall be maintained in the English language. The books, records and accounts of the Company shall be maintained in accordance with Ind AS and IFRS. The method of accounting and the accounting policies of the Company shall be consistently applied. The Shareholders shall procure that the Company shall make and keep Books and Records, in detail, that accurately and fairly reflect all of the transactions and disposition of its assets. The Books and Records shall include, monthly-unaudited financial statements (including a balance sheet and statements of income and cash flows) prepared in accordance with Ind AS and IFRS. The Books and Records of the Company shall be up-to-date and shall comprise of complete and accurate records of all information required to be recorded therein. Each Shareholder shall have full and complete access to the Books and Records and facilities of the Company, as may be required in accordance with applicable Law, at the concerned Shareholder’s sole cost and expense during normal business hours.
- 103. Appointment of key personnel & delegation of powers.** Notwithstanding anything stated herein or elsewhere, the appointment and replacement of the Key Personnel shall be in compliance with applicable Law.
- 104. Distribution Policy**The Board shall adopt a dividend distribution policy for distributing the available profits to the Shareholders, on a *pari passu* basis, in proportion to their respective shareholding in the Company, having regard to applicable Law, taxation, banking covenants and the terms of any financing agreements under which the Company has borrowed funds.
- 105. Debt Policy.** The Company: (i) will not assume or take debt in such a manner that the net debt exceeds 2.5 x (two and a half times) the EBITDA of the Company; and (ii) ensure that the debt/equity ratio shall not exceed 2/1 at any point of time: in compliance with the Business Plan.
- 106. Non-Compete and Cooperation.** SIS and Prosegur agree to duly comply with their respective obligations as set out in the Non-compete and Co-operation Agreement.
- 107. Non-Circumvent.** SIS and Prosegur each agree that it shall not knowingly, directly or indirectly, cause, influence, facilitate, assist, instigate, induce or encourage any actual or prospective client, customer, supplier, licensor or any other Person who has a business relationship with the other in the Territory to:
- (i) terminate or change any such actual or prospective relationship in a manner which would adversely affect the other;
 - (ii) reduce or refrain from doing business with the other;
 - (iii) divert, appropriate or take away attempt to divert, appropriate or take away any client, customer, supplier, or licensor of the other; and/or
 - (iv) interfere with, disrupt, alter and damage or attempt to interfere with, disrupt, alter and damage, in any manner whatsoever, the relationship between the other and its clients, customers, suppliers, licensors or whosoever having a business relationship with the other.
- 108. Non-Solicitation of Employees.**
- (i) For the period prescribed under the Joint Venture Agreement, SIS and Prosegur shall not, either directly or indirectly: (i) solicit, induce, encourage or attempt to solicit, induce or encourage any of the other’s personnel for employment, unless prior written permission is obtained from the others; or (ii) independently contract the services of any officers, directors, employees, agents or sub-contractors of the other under any

circumstances whatsoever, without the prior written consent of the other.

- (ii) SIS and Prosegur shall not, either directly or indirectly:
 - (a) solicit, induce, encourage or attempt to solicit, induce or encourage any of the personnel of the Company to apply for or accept employment with Prosegur/SIS and/or any of its Affiliates, unless prior written permission is obtained from the other; and
 - (b) hire any person who is a key employee of the Company to work for Prosegur/SIS and/or any of its Affiliates, unless prior written permission is obtained from Prosegur/SIS, as the case may be.

109. Dispute Resolution.

- (i) The Shareholders shall act in good faith and use commercially reasonable efforts to promptly resolve any claim, dispute, controversy or disagreement (each a “**Dispute**”) between the two or more Shareholders arising out of or relating to or in connection with these Articles or the Transaction Documents (if applicable).
- (ii) Upon the written request of any disputing Shareholder (a “**Request**”), the disputing Shareholders shall commence good faith negotiations with the goal of resolving the Dispute on a mutually satisfactory basis. If the Dispute has not been resolved to the satisfaction of the disputing Shareholders within 15 (fifteen) Business Days after the date on which the Request is delivered, the Dispute shall immediately be referred to senior officers nominated by each disputing Shareholder. The senior officers of each disputing Shareholder shall meet immediately, and in no case later than 15 (thirty) Business Days after the date on which the Dispute is referred, together with a mutually selected mediator, attempt in good faith to negotiate a resolution of the Dispute. If the disputing Shareholders are unable to resolve the Dispute within 45 (forty five) Business Days after the date on which the Request is delivered, then either disputing Shareholder may submit the Dispute to arbitration as the exclusive means of resolving such Dispute in accordance with the procedures set forth in Article 109(iii) below.
- (iii) In the event that a Dispute cannot be resolved by negotiation amongst the disputing Shareholders as per Article 109(ii) above, then such Dispute shall be referred to binding arbitration in accordance the ICC Arbitration Rules, which rules are deemed to be incorporated by reference in this Article 109 (“**Arbitration Rules**”).
- (iv) The arbitral tribunal (“**Arbitration Tribunal**”) shall be composed of 3 (three) arbitrators. Each disputing Shareholder shall appoint 1 (one) of the 3 (three) arbitrators. The third arbitrator, who shall act as chairman of the Arbitration Tribunal, shall be chosen by the 2 (two) arbitrators appointed by the disputing Shareholders respectively.
- (v) The arbitration shall commence within 90 (ninety) Business Days of the date of reference of the Dispute to arbitration.
- (vi) The disputing Shareholders agree to facilitate the arbitration by:
 - a) cooperating in good faith to expedite (to the maximum extent practicable) the conduct of the arbitration;
 - b) making available to one another and to the Arbitration Tribunal for inspection and extraction all documents, books, records, and personnel under their control;
 - c) conducting the arbitration hearings, to the extent feasible, on successive days; and
 - d) using their best efforts to observe the time periods established by the rules of the Arbitration Tribunal for the submission of evidence and briefs.
- (vii) Other discovery may be ordered by the Arbitration Tribunal to the extent that the Arbitration Tribunal deems additional discovery relevant and appropriate, and any dispute regarding discovery, relevance or scope thereof, shall be determined by the Arbitration Tribunal, which determination shall be conclusive.

- (viii) The place of arbitration and the seat of arbitral proceedings shall be Singapore.
- (ix) All arbitration proceedings shall be conducted in the English language.
- (x) The final award rendered in English, shall be rendered no later than 30 (thirty) Business Days following the closure of the hearings. The arbitration award shall be reasoned and in writing. The same shall be final and binding on the disputing Shareholders and shall be enforceable in any competent court of Law, and the disputing Shareholders agree to be bound thereby and to act accordingly.
- (xi) The costs and expenses of the arbitration, including, without limitation, the fees of the Arbitration Tribunal, shall be borne equally by each Shareholder to the Dispute and each disputing Shareholder shall pay its own fees, disbursements and other charges of its counsel.
- (xii) Nothing set out hereinabove shall preclude either disputing Shareholder from seeking interim or permanent equitable or injunctive relief, or both, from the courts having jurisdiction to grant the same.
- (xiii) In case a foreign Shareholder is a party to a Dispute, it is hereby expressly agreed that Part I of the Indian Arbitration and Conciliation Act, 1996 shall not apply to any arbitration proceedings under these Articles and the Transaction Documents (if applicable), including without limitation to any award passed in such arbitration proceedings or to the enforcement of any award passed in such arbitration proceeding.

PART B

Notwithstanding anything to the contrary contained in Part A of these Articles, provisions of Part B of these Articles shall be deleted in their entirety, upon commencement of listing and trading of the Equity Shares of the Company on the Stock Exchanges.

1. DEFINITIONS

1.1 In Part B of these Articles, unless the context otherwise requires, the following words and expressions shall bear the meanings ascribed to them below:

- 1.1.1 **“Acceptance Letter”** shall have the meaning ascribed to it in Article 9.2 below;
- 1.1.2 **“Acceptance Period”** shall have the meaning ascribed to it in Article 9.2 below;
- 1.1.3 **“Business Plan”** shall mean the business plan of the Company, which shall include, but not be limited to, all elements related to revenue targets, gross margin targets, approved operating expenditure, manpower, working capital assumptions and outlining the strategic direction of the Company to include, among others, capital expenditure plans, any financing, products, business lines, territories, debt and investments;
- 1.1.4 **“Dividend Distribution Policy”** shall have the meaning ascribed to it in Article 13.1 below;
- 1.1.5 **“Issue Right Holders”** shall have the meaning ascribed to it in Article 5.3 below;
- 1.1.6 **“Offered Shares”** shall have the meaning ascribed to it in Article 9 below;
- 1.1.7 **“Offeree”** shall have the meaning ascribed to it in Article 9 below;
- 1.1.8 **“Offer Price”** shall have the meaning ascribed to it in Article 9.1 below;
- 1.1.9 **“Original Shareholder”** shall have the meaning ascribed to it in Article 8.1 below;
- 1.1.10 **“Party”** shall mean SIS, Singpai, SMC and GFG, as well as any other party that signs the Deed of Adherence, individually, and the term **“Parties”** shall mean SIS, Singpai, SMC and GFG, as well as any other party that signs the Deed of Adherence collectively;
- 1.1.11 **“Proposed Transferee”** shall have the meaning ascribed to it in Article 11.1 below;
- 1.1.12 **“Right of First Refusal”** shall have the meaning ascribed to it in Article 9 below;
- 1.1.13 **“Rights Issue”** shall have the meaning ascribed to it in Article 5.3 below;
- 1.1.14 **“Sell-Off Period”** shall have the meaning ascribed to it in Article 9.5 below;
- 1.1.15 **“Selling Shareholder”** shall have the meaning ascribed to it in Article 11.1 below;
- 1.1.16 **“Selling Shareholder Shares”** shall have the meaning ascribed to it in Article 11.1 below;
- 1.1.17 **“SIS Protective Matters”** shall have the meaning ascribed to it in Article 4 below;
- 1.1.18 **“Tag Along Party”** shall have the meaning ascribed to it in Article 11.1 below;
- 1.1.19 **“Tag Along Period”** shall have the meaning ascribed to it in Article 11.1 below;
- 1.1.20 **“Tag Along Right”** shall have the meaning ascribed to it in Article 11.1 below;
- 1.1.21 **“Tag Along Shares”** shall have the meaning ascribed to it in Article 11.1 below;
- 1.1.22 **“Transfer Notice”** shall have the meaning ascribed to it in Article 9.1 below; and

1.1.23 “**Transferee Affiliate**” shall have the meaning ascribed to it in Article 8.1 below.

2. INTERPRETATION

2.1 Unless the context of these Articles otherwise requires;

2.1.1 words or expressions contained in these Articles not otherwise defined shall bear the same meaning as ascribed to such terms in the Act;

2.1.2 words using the singular or plural number also include the plural or singular number, respectively; and

2.1.3 reference to the word “include” shall be construed without limitation.

2.2 The term “Article” refers to the specified Article of these Articles.

2.3 The terms “hereof”, “herein”, “hereby”, “hereto” and derivative or similar words refer to the entire Articles or articles of these Articles, as the case may be.

2.4 Terms defined elsewhere in these Articles and not covered in Article 2 shall, unless inconsistent with the context or meaning thereof, bear the same meaning as ascribed to them throughout these Articles.

2.5 If any provision in Article 1 is a substantive provision conferring rights or imposing obligations on any Party, effect shall be given to it as if it were a substantive provision in the body of these Articles.

2.6 Reference to any legislation or Law or to any provision thereof shall include references to any such Law as it may, after the date hereof, from time to time, be amended, supplemented or re-enacted, and any reference to a statutory provision shall include any subordinate legislation made from time to time under that provision.

2.7 Notwithstanding anything to the contrary, any time limits specified in any provision of these Articles, within which any Party is required to perform any obligations or complete any activity, shall be extended by such period as may be required to comply with any requirement of applicable Law including those Law relating to foreign investment, provided, that, the Party that is required to comply with such applicable Law shall act in good faith and take all necessary steps to ensure compliance with such applicable Law within the minimum time possible.

2.8 The words “directly or indirectly” mean directly or indirectly through one or more Affiliates or intermediary Persons or through contractual or other legal arrangements, and “direct or indirect” have the correlative meanings.

2.9 When any number of days is prescribed, same shall be reckoned exclusively of the first and inclusively of the last day unless the last day does not fall on a Business Day, in which case the last day shall be the next succeeding day which is a Business Day.

2.10 The descriptive headings in these Articles are inserted solely for convenience of reference and are not intended as complete or accurate descriptions of content thereof and shall not be used to interpret the provisions of these Articles and shall not affect the construction of these Articles.

2.11 Any reference in these Articles to “par value” or “face value” or “nominal value” in relation to any Share shall mean the value expressed on the face of the certificate representing such Share irrespective of the actual price paid for that Share by its holder.

2.12 Time is of the essence in the performance of the Parties’ respective obligations. If any time period specified herein is extended, such extended time shall also be of the essence.

2.13 The phrases “the Parties shall” or “the Board shall” shall be construed to mean that the Parties shall exercise their voting rights and other rights pursuant to these Articles to cause the Company to perform or comply with the herein stated acts or obligations.

2.14 Any reference to “writing” includes printing, typing, lithography, and other means of reproducing words in permanent visible form.

SIS Protective Matters

3. It is clarified that, save as agreed herein, none of the SIS Protective Matters shall be taken up for discussion and voted on at a Board meeting unless a SIS Nominee Director is present throughout at such a meeting.
4. **SIS PROTECTIVE MATTERS:** Notwithstanding any other provisions of these Articles, the Parties agree that, so long as SIS holds at least 15% (fifteen) percent of the Equity Share Capital, any decisions/action with respect to the following matters (each an “**SIS Protective Matter**”) in respect of the Company shall require the positive affirmative vote of at least 1 (one) SIS Nominee Directors at a Board meeting or SIS representative/nominated member at any meeting of any Board Committee and the positive affirmative vote of SIS representative at any Shareholders’ Meeting where such item is considered (such consent to be given or withheld at the sole discretion of SIS, acting in its sole interest and without regard to any fiduciary obligations), it being clarified that any decisions/actions with respect to any SIS Protective Matters shall require the approval of Prosegur subject always to Prosegur’s shareholding in the Company exceeding 15% (fifteen percent) of the Equity Share Capital:
 - 4.1 An increase or decrease in the authorized, subscribed or paid-up Equity Share Capital of the Company;
 - 4.2 Issuance or allotment of any Share or other securities (including debt securities) affecting the structure of the shareholdings of the Parties or implying potential dilution of any of them in any manner whatsoever, excluding any options which could be expressly agreed between the Parties;
 - 4.3 Any alteration or amendment to the Memorandum and/or Articles of Association except to the extent required to comply with the applicable Law or to give effect to any amendment mandatorily required by applicable Law;
 - 4.4 Entering into or terminating any transactions between the Company and any of the Shareholders or any Affiliates of the Shareholders and any other Related Parties;
 - 4.5 Any change in the scope of Business of the Company except as envisaged in the Business Plan;
 - 4.6 Change of Auditors of the Company;
 - 4.7 Granting of any liens and Encumbrances and/or guarantees affecting the Equity Shares by Singpai;
 - 4.8 Granting of any liens and Encumbrances and/or guarantees affecting the assets of the Company in favour of a third party except for the purpose of securing borrowings of the Company and/or its Subsidiaries, if any, in the ordinary course of business and as per the approved Business Plan;
 - 4.9 Making of a public offering of the Shares of the Company including the size and timing of the issue, price of the Shares and appointment of the investment bankers, legal advisors and any and all other intermediaries in connection with such a public offering, except as may be expressly agreed by the Parties in writing;
 - 4.10 Transferring the whole or any material part of the undertakings or assets of the Company; and undertaking any merger, amalgamation consolidation, de-merger or similar arrangements, as well as winding-up of the Company;
 - 4.11 Majority or substantial acquisitions of other businesses, including the incorporation of Subsidiaries, formation of material partnerships, entering into joint ventures alliance, and material or substantial acquisitions (whether by way of purchase of shares, asset purchase or otherwise), creation or investment in Subsidiaries;
 - 4.12 Financial investment except as contemplated by the approved Business Plan;
 - 4.13 Making any change in the Territory of the Business except as contemplated by the approved Business Plan;
 - 4.14 Making loans, advances, or providing guarantees or security or deposit of money by the Company except as contemplated by the approved Business Plan;
 - 4.15 Selling, Encumbering, Transferring, alienating or otherwise disposing off any of the Company’s Intellectual Property, or interests therein or contract to do so, except as contemplated by the Business Plan;
 - 4.16 Any decision to: (1) merge, demerge, amalgamate or consolidate the Company or any Subsidiary of the Company

with any other entity; (2) undertake any scheme of amalgamation, merger, demerger, arrangement with respect to the business or assets of the Company; or (3) dissolve, liquidate, reorganize or restructure the Company or any Subsidiary of the Company;

- 4.17 Altering the number of Directors on the Board other than as specifically provided for in these Articles;
- 4.18 Establishment or amendments to any kind of remuneration of Directors;
- 4.19 Material modification of accounting practices and policies including changing of the accounting reference date or Financial Year;
- 4.20 Any change to the registered office or the name of the Company; and
- 4.21 Cause the Company to: (1) commence any case, proceeding or other action: (A) under any bankruptcy, insolvency or similar law seeking to have an order of relief entered with respect to it or seeking to adjudicate it as bankrupt or insolvent, or seeking reorganization, arrangement, adjustment, winding up, liquidation, dissolution, composition or other relief with respect to it or its debts; or (B) seeking appointment of a receiver, trustee, custodian or other similar official for it or all or any substantial part of its property; or (2) make a general assignment for the benefit of its third party creditors; or (3) admit in writing its inability to pay its debts when they become due.

Shareholding Matters

5. RIGHT TO MAINTAIN CAPITAL:

- 5.1 Each Shareholder shall have a pro-rata right to participate in all further issuances of Dilution Instruments by the Company. The issue of further Dilution Instruments by the Company shall be regulated in accordance with the provisions of this Article 5.
- 5.2 **Process:** The Board shall, subject to the provisions of these Articles (including SIS Protective Matters), have the power to decide to increase the Share Capital of the Company and to make capital calls on a proportionate or rights basis upon the Shareholders in a manner consistent with these Articles and the Act. It is clarified that there will be no issue of Dilution Instruments unless consented to by the Parties.
- 5.3 **Rights Issue:** Pursuant to any such decision by the Board to increase the Share Capital, the Company shall give to each of the Shareholders (hereinafter “**Issue Right Holders**”), prompt notice of any proposed issuance of Dilution Instruments by the Company to afford the Issue Right Holders the right to participate in any such proposed issuance and allotment being undertaken by the Company by making an offer to them on a pro rata basis (“**Rights Issue**”) pursuant to this Article 5 and in compliance with applicable Law.
- 5.4 **Participation:** Each of the Issue Right Holders may, at its option, participate in such offering, wholly or in part, or waive the exercise of its right in respect of that particular offering. Each Issue Right Holder shall communicate its decision in this regard by written notice to the Company given within 30 (thirty) Business Days of receipt of the offer from the Company.
- 5.5 Notwithstanding the generality of the above, each of the Issue Right Holders shall, during such Rights Issue, be entitled to subscribe to such number of Dilution Instruments, as is required to maintain its respective shareholding in the Company at the same percentage as it exists prior to the Rights Issue, on terms no less favourable than those on which the Rights Issue is to be made.
- 5.6 **Time:** The allotment of Dilution Instruments pursuant to this Article 5 shall be completed within a period of 120 (One hundred and twenty) Business Days of the resolution of the Board authorizing such Rights Issue. Any Rights Issue after such period will again have to follow the process set out in this Article 5.
- 5.7 The Parties shall ensure that all further issues of Dilution Instruments will only be to such Persons who agree with and embrace the main objects of the Company and agree to be bound by the terms of these Articles by execution of the Deed of Adherence.

Share Transfers

6. **FREE TRANSFERABILITY OF SHARES:** The Shares of the Company shall be freely transferable subject always to these Articles.
7. **SHARE TRANSFERS:** SIS and Prosegur shall not, either directly or indirectly, Transfer any Shares held by them in the Company or any legal or beneficial interest therein, except as provided in this Part III of the Articles and in strict compliance with the terms hereof, unless otherwise agreed in writing by the other Party.
8. **PERMITTED SHARE TRANSFERS:**
- 8.1 Notwithstanding anything contained in these Articles, any Shareholder (“**Original Shareholder**”) may Transfer, only for efficiencies in taxation or for internal restructuring, all or any part of its Shares in the Company to an entity (“**Transferee Affiliate**”), provided 100% (one hundred percent) of the Shares of such Transferee Affiliate is directly or indirectly, beneficially held by such Original Shareholder, or such Transferee Affiliate belongs to the same Group as the Original Shareholder unless prohibited under applicable Law, provided that:
- 8.1.1 The Original Shareholder desiring to Transfer its Shares shall, prior to any such Transfer, notify the other Shareholder and shall guarantee, jointly and severally with the Transferee Affiliate, to the other Shareholders that any such Transferee Affiliate shall comply with the provisions of the Transaction Documents and these Articles and notwithstanding anything to the contrary, such Original Shareholder and the Transferee Affiliate shall remain jointly and severally liable to the other Shareholders in respect of all obligations (including without limitation any indemnity obligation) of the Original Shareholder under these Articles and the Transaction Documents;
- 8.1.2 The Transferee Affiliate executes a Deed of Adherence;
- 8.1.3 These Articles shall apply as if the Original Shareholder and the Transferee Affiliate are one party;
- 8.1.4 The Original Shareholder and the Transferee Affiliate shall, prior to any Transfer, undertake to the other Shareholders that the Shares so transferred to the Transferee Affiliate shall be re-transferred to the Original Shareholder, if: (i) the Transferee Affiliate desires to Transfer the Shares held by it; and (ii) when the Transferee Affiliate ceases to be an Affiliate of the Original Shareholder;
- 8.1.5 The Original Shareholder shall continue to remain jointly and severally liable along with the Transferee Affiliate and shall also be the primary obligor and guarantor of all obligations of the Transferee Affiliate and performance of its obligations hereunder, in terms of the Transaction Documents and these Articles; and
- 8.1.6 The Transferee Affiliate of Singpai or Prosegur for the purposes of this Part III of the Articles shall not be a Person resident in India.
9. **RIGHT OF FIRST REFUSAL:** If Prosegur (“**Transferor**”) wishes to directly or indirectly Transfer all or part of its Shares (“**Offered Shares**”) held by it/them to any Third Party Investor (not being its Affiliates) who has made a bona fide offer for the Offered Shares (“**Transferee**”), then the Transferor will be under an obligation to first offer all of its legal and beneficial interest in the Offered Shares to the other Shareholders (“**Offeree**”), in accordance with this Article 9 (“**Right of First Refusal**”) and the following procedures shall be complied with:
- 9.1 The Transferor shall notify the Offeree in writing (“**Transfer Notice**”) of its intention to Transfer the Offered Shares, and the Transfer Notice shall set out: (i) number of the Offered Shares, (ii) the identity of the prospective Transferee, (iii) price per Share offered by the Transferee for acquiring the Offered Shares (“**Offer Price**”) and details of any other terms that are material to such proposed Transfer. A Transfer Notice shall be deemed to be an offer by the Transferor to the Transferee to acquire the Offered Shares;
- 9.2 Within a period of 30 (thirty) days from receipt of the Transfer Notice by the Offeree (“**Acceptance Period**”), the Offeree may notify the Transferor by way of a letter of acceptance (“**Acceptance Letter**”) that it wishes to

purchase the Offered Shares of the Transferor, either by itself or by its nominee, provided that failure to notify the Transferor within the Acceptance Period by way of an Acceptance Letter shall be deemed to be the consent of the Offeree to the Transfer by the Transferor to the Transferee of the Offered Shares set forth in the Transfer Notice;

- 9.3 In the event that the Offeree agrees to purchase the Offered Shares of the Transferor by informing the Transferor by way of an Acceptance Letter, the Transfer of the Offered Shares by the Transferor to Offeree shall be completed within 90 (ninety) days of receipt of Acceptance Letter by the Transferor or within 90 (ninety) days from the receipt of all necessary Governmental Approvals, as may be required to effect the transaction, on the same terms and conditions set out in the Transfer Notice;
- 9.4 A Transfer Notice once made shall be irrevocable;
- 9.5 If the Offeree has not served any Acceptance Letter or declines to purchase the Offered Shares within the period specified in Article 9.2, the Transferor and the Transferee shall complete the Transfer of the Offered Shares at terms and conditions, including the Offer Price, not more favourable than those offered to the Offeree, within a period of 120 (one hundred twenty) days from the earlier of: (i) the Offeree declining to purchase the Offered Shares pursuant to Article 9.2; or (ii) the Acceptance Period ("**Sell-Off Period**"). Provided, the aforementioned Sell- Off Period shall stand extended till such time as all necessary Governmental Approvals is received and the sale and purchase of the Offered Shares shall then be completed within 120 (one hundred twenty) days from the date of receipt of all necessary Governmental Approvals; and
- 9.6 If the Transferor and the Transferee fail to complete the Transfer of the Offered Shares within the Sell-off Period as specified in Article 9.5, the Transferor shall once again comply with the provisions of this Article 9 for any subsequent sale of its Shares.
- 10. CALL AND PUT OPTIONS:** Subject always to compliance of applicable Law, the Company and the Shareholders shall give effect to and comply with any call or put options in respect of the Shares of the Company or any other agreement in relation to call or put options or any other form of share transfers, in the manner and subject to such terms and conditions as may have been agreed between SIS and Prosegur in writing.
- 11. TAG-ALONG RIGHTS:**
- 11.1 The Parties hereby agree that any Transfer of Shares (other than any transfer of Shares or equity interest by the holding/parent company of Singpai pursuant to a global or group restructuring) ("**Selling Shareholder Shares**") exceeding 10% (ten percent) of the Equity Share Capital by either Singpai or SIS ("**Selling Shareholder**") to any third party ("**Proposed Transferee**") in compliance with these Articles, including this Article 11.1 shall entitle the other (the "**Tag Along Party**") to Transfer a proportionate number of Shares (the "**Tag Along Shares**") in the Company to the said third party transferee, within 60 (sixty) days of receipt of the offer notice by the Tag Along Party ("**Tag Along Period**") simultaneously and on the same terms as that of Singpai (the "**Tag Along Right**"). The Selling Shareholder hereby agrees to undertake all acts and deeds to give effect to the aforesaid right.
- 11.2 The Parties agree and acknowledge that in any such tag along sale, the Tag Along Party shall not be required to provide any warranties (other than customary title warranties on the Tag Along Shares) and indemnities, and that all required warranties and indemnities relating to the operations of the business and/or the Company shall be provided by the Company.
- 11.3 In the event the Tag Along Party does not exercise its Tag Along Right, within the Tag Along Period, such Tag Along Right shall lapse in respect of the Selling Shareholder Shares, and such Selling Shareholder shall be free to Transfer the Selling Shareholder Shares to the Proposed Transferee.
- 11.4 If the Selling Shareholder Shares (and the Tag Along Shares, if applicable) are acquired by the Proposed Transferee, such Proposed Transferee shall prior to acquiring the Selling Shareholder Shares (and the Tag Along Shares, if applicable) duly execute a Deed of Adherence and deliver it to the Company. It is clarified that the Shares that are Transferred to the Proposed Transferee shall be subject to the transfer restrictions under this Article 11.

Business Plans and Distribution Policy

- 12. BUSINESS PLANS:** The Business activities and investments in the Company shall be carried out in accordance with the Business Plan approved by the Board in accordance with the terms of these Articles. The Business Plan shall be prepared by the Board on an annual basis. The Business Plan will not be static and will be suitably modified

and updated to reflect market dynamics and be changed as agreed. Any change in an approved Business Plan will be presented before the Board for further approval in the manner provided herein. The Company shall use best efforts to adopt a Business Plan within 30 (thirty) days from the commencement of each Financial Year. The Company shall take all requisite steps for the implementation of the Business Plan from time to time.

13. DISTRIBUTION POLICY

- 13.1 The Company shall formulate a suitable dividend distribution policy for the Company. Such dividend distribution policy shall be tabled before and adopted by the Board ("**Dividend Distribution Policy**"). The Dividend Distribution Policy shall set out the minimum threshold of dividend to be paid to the Shareholders from the distributable profits, on an annual basis, as well as the rate thereof, provided any prior losses have been set off, statutory reserves have been set aside and other conditions provided by the Act and by applicable Law have been complied with.
- 13.2 Each Party shall use their voting rights at a Shareholders' Meeting to approve the Dividend Distribution Policy as recommended by the Board in keeping with the aforesaid principles.
- 13.3 Subject to agreement between the Parties, the Company may undertake distribution by way of a reduction of capital, buyback or any other manner. Such agreement shall be made in accordance with applicable Law, taxation, banking covenants and the terms of any financing agreements under which the Company has borrowed funds.

14. MISCELLANEOUS

- 14.1 **Future Financing:** Article 108 of Part A of these Articles shall be subject to SIS Protective Matters.
- 14.2 **Decisions of the Board:** Except for in matters in relation to the SIS Protective Matters and matters stipulated and regulated in Article 4 above, all matters shall be decided by a simple majority i.e. the affirmative vote greater than 50% (fifty percent) of the Directors present at a meeting duly called and for which requisite quorum is present as required under these Articles.
- 14.3 **Resolutions by Circulation:** If any circular resolution proposed to be passed by the Board pertains to any of the SIS Protective Matters, such circular resolution shall be valid and effective only if it has received the consent of at least 1 (one) SIS Nominee Director and is approved by at least 1 (one) Prosegur Nominee Director.

SECTION IX: OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The copies of the following documents and contracts which have been executed, entered into or to be entered into by our Company (not being contracts entered into in the ordinary course of business carried on by our Company) which are, or may be deemed material, will be attached to the copy of the Red Herring Prospectus to be filed with the RoC (except for such documents and contracts executed after the filing of the Red Herring Prospectus). Copies of the contracts and also the documents for inspection referred to hereunder, may be inspected at our Registered and Corporate Office, from 10.00 a.m. to 5.00 p.m. on Working Days and will also be available on the website of our Company at www.sisprosecur.com, from the date of the Red Herring Prospectus until the Bid/Offer Closing Date (except for such documents or agreements executed after 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 with the provisions contained in the Companies Act and other applicable law.

A. Material Contracts for the Offer

1. Offer Agreement dated March 27, 2025 entered into among our Company, the Selling Shareholders and the BRLM.
2. Registrar Agreement dated March 27, 2025 entered into among our Company, the Selling Shareholders and the Registrar to the Offer.
3. Cash Escrow and Sponsor Bank Agreement dated [●] entered into among our Company, the Selling Shareholders, the BRLM, the Syndicate Members, the Banker to the Offer and the Registrar to the Offer.
4. Syndicate Agreement dated [●] entered into among our Company, the Selling Shareholders, the BRLM and the Syndicate Members.
5. Share Escrow Agreement dated [●] entered into among our Company, the Selling Shareholders and the Share Escrow Agent.
6. Underwriting Agreement dated [●] entered into among our Company, the Selling Shareholders and the Underwriters.

B. Material Documents

1. Certified copies of the Memorandum of Association and Articles of Association of our Company, each as amended from time to time.
2. Certificate of incorporation dated September 27, 2011, issued to our Company by the Registrar of Companies, Bihar and Jharkhand at Patna.
3. Fresh certificate of incorporation dated November 28, 2024, consequent upon conversion into a public limited company issued to our Company by the Registrar of Companies, Central Processing Centre.
4. Resolution of our Board dated November 19, 2024, authorizing the Offer and other related matters.
5. Resolution of our Shareholders dated November 20, 2024, approving the Fresh Issue and other related matters.
6. Resolution of our Board and IPO Committee dated March 25, 2025, and March 27, 2025 respectively, approving the Draft Red Herring Prospectus.
7. Consent letters from the SIS and SMC for participation in the Offer for Sale dated December 21, 2024.
8. Business Transfer Agreement between Scientific Security Management Services Private Limited, SIS Prosecur Holdings Private Limited and our Company dated October 19, 2016.

9. Joint venture agreement between SIS and Prosegur dated May 25, 2011 (“**JV Agreement**”) as modified by the first addendum between SIS and Singpai dated February 10, 2012 (“**First Addendum**”); second addendum between SIS and Singpai dated January 29, 2016 (“**Second Addendum**”); third addendum between SIS, Singpai, SMC and Gujarat Fusion Glass LLP dated April 5, 2024 (“**Third Addendum**”) (collectively, “**JV Agreement and the Addendums**”) read with the fourth amendment cum waiver agreement between SIS, Singpai, SMC and Gujarat Fusion Glass LLP dated January 24, 2025 (“**Amendment cum Waiver Agreement**”) and the letter agreement between SIS, Singpai, SMC and Gujarat Fusion Glass LLP dated January 24, 2025 (“**Letter Agreement**”).
10. Shareholder rights agreement between SIS and Singpai dated February 24, 2025 (“**Shareholder Rights Agreement**”)
11. Technology License Agreement between Prosegur and our Company dated February 9, 2012.
12. Shared Services Agreement between SIS and our Company dated December 12, 2011.
13. Co-Brand Agreement between Prosegur, SIS and our Company dated February 9, 2012.
14. Copies of the annual reports of our Company as of and for the Financial Years ended March 31, 2024, March 31, 2023, and March 31, 2022.
15. The examination report dated March 25, 2025, issued by the Auditors on the Restated Consolidated Financial Information, included in this Draft Red Herring Prospectus.
16. The statement of special tax benefits available to our Company and its Shareholders dated March 27, 2025, issued by the Auditor.
17. The statement of special tax benefits available to our Material Subsidiary and its Shareholders dated March 27, 2025, issued by the Independent Chartered Accountant.
18. Resolution of Audit Committee dated March 25, 2025, approving the key performance indicators of the Company.
19. Report titled “*Report on Cash Logistic Services Industry in India*” dated March 2025, issued by CRISIL and consent dated March 27, 2025, issued by CRISIL with respect to the report.
20. Consents of our Directors, Selling Shareholders, the BRLM, the Legal Advisors to our Company as to Indian Law, Legal Advisors to the Company as to International Law, the Registrar to the Offer, the Bankers to our Company, the Company Secretary and Compliance Officer, the Syndicate Members and the Banker to the Offer in their respective capacities.
21. Consent of the Statutory Auditor, to include their name as required under the Companies Act, 2013 in this Draft Red Herring Prospectus and as an “expert” as defined under Section 2(38) of the Companies Act, 2013 in respect of the examination report dated March 25, 2025 of the Statutory Auditor on the Restated Consolidated Financial Information included in this Draft Red Herring Prospectus, and the statement of possible special tax benefits to our Company and its Shareholders dated March 27, 2025.
22. Consent from Independent Chartered Accountant to include their name as the Chartered Accountants as required under Section 26(1) of the Companies Act, 2013 read with the SEBI ICDR Regulations and as an “expert” as defined under Section 2(38) of the Companies Act, 2013 and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.
23. Consent from Erstwhile Statutory Auditor to include their name as required under the Companies Act, 2013 in this Draft Red Herring Prospectus and as an “expert” as defined under Section 2(38) read with section 2(65) of the Companies Act, 2013, in respect of the certificate for loan utilisation of the Company issued by them, included in this Draft Red Herring Prospectus.
24. Consent from Sudhir Vishnupant Hulyalkar, to include their name as the independent practicing company secretary as required under Section 26(1) of the Companies Act, 2013 read with the SEBI ICDR Regulations

and as an “expert” as defined under Section 2(38) of the Companies Act, 2013 and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.

25. Certificate dated March 27, 2025, issued by the Independent Chartered Accountant certifying the key performance indicators of the Company.
26. Tripartite agreement dated December 04, 2015, among our Company, NSDL and the Registrar to the Offer.
27. Tripartite agreement dated December 18, 2024, among our Company, CDSL and the Registrar to the Offer.
28. Due diligence certificate dated March 27, 2025, addressed to SEBI from the BRLM.
29. In-principle listing approvals dated [●] and [●] issued by the BSE and the NSE, respectively.
30. Final observation letter bearing number [●] dated [●] addressed to the BRLM from the SEBI.

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, or regulations, or guidelines issued by the Government of India and the rules, regulations and guidelines issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, or the rules made or regulations or guidelines issued thereunder, as the case may be. I further certify that all statements, disclosures and undertakings in this Draft Red Herring Prospectus are true and correct.

SIGNED BY RITURAJ KISHORE SINHA

Chairman and Non-Executive (nominee) Director

Place: Singapore

Date: March 27, 2025

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, or regulations, or guidelines issued by the Government of India and the rules, regulations and guidelines issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, or the rules made or regulations or guidelines issued thereunder, as the case may be. I further certify that all statements, disclosures and undertakings in this Draft Red Herring Prospectus are true and correct.

SIGNED BY DEVESH DESAI

Non-Executive (nominee) Director

Place: Bangalore

Date: March 27, 2025

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, or regulations, or guidelines issued by the Government of India and the rules, regulations and guidelines issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, or the rules made or regulations or guidelines issued thereunder, as the case may be. I further certify that all statements, disclosures and undertakings in this Draft Red Herring Prospectus are true and correct.

SIGNED BY BHUPESH CHHAJER

Non-Executive (nominee) Director

Place: Mumbai

Date: March 27, 2025

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, or regulations, or guidelines issued by the Government of India and the rules, regulations and guidelines issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, or the rules made or regulations or guidelines issued thereunder, as the case may be. I further certify that all statements, disclosures and undertakings in this Draft Red Herring Prospectus are true and correct.

SIGNED BY AJAYKUMAR RAMNAYAN VISHWAKARMA

Non-Executive (nominee) Director

Place: Mumbai

Date: March 27, 2025

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, or regulations, or guidelines issued by the Government of India and the rules, regulations and guidelines issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, or the rules made or regulations or guidelines issued thereunder, as the case may be. I further certify that all statements, disclosures and undertakings in this Draft Red Herring Prospectus are true and correct.

SIGNED BY AISHWARYA MALHI

Independent Director

Place: Gurgaon

Date: March 27, 2025

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, or regulations, or guidelines issued by the Government of India and the rules, regulations and guidelines issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, or the rules made or regulations or guidelines issued thereunder, as the case may be. I further certify that all statements, disclosures and undertakings in this Draft Red Herring Prospectus are true and correct.

SIGNED BY MOHIT AGGARWAL

Independent Director

Place: Delhi

Date: March 27, 2025

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, or regulations, or guidelines issued by the Government of India and the rules, regulations and guidelines issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, or the rules made or regulations or guidelines issued thereunder, as the case may be. I further certify that all statements, disclosures and undertakings in this Draft Red Herring Prospectus are true and correct.

SIGNED BY TIRUMALAI CUNNAVAKAUM ANANDANPILLAI RANGANATHAN

Independent Director

Place: New Delhi

Date: March 27, 2025

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, or regulations, or guidelines issued by the Government of India and the rules, regulations and guidelines issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, or the rules made or regulations or guidelines issued thereunder, as the case may be. I further certify that all statements, disclosures and undertakings in this Draft Red Herring Prospectus are true and correct.

SIGNED BY RAVINDRA PANDEY

Independent Director

Place: Mumbai

Date: March 27, 2025

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, or regulations, or guidelines issued by the Government of India and the rules, regulations and guidelines issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, or the rules made or regulations or guidelines issued thereunder, as the case may be. I further certify that all statements, disclosures and undertakings in this Draft Red Herring Prospectus are true and correct.

SIGNED BY PALAK BALWANT JAIN

Chief Financial Officer,
SIS Cash Services Limited

Place: New Delhi

Date: March 27, 2025

DECLARATION

We, SIS Limited, acting as a Selling Shareholder, hereby confirm that all statements, disclosures and undertakings specifically made or confirmed by us in this Draft Red Herring Prospectus about or in relation to us, as a Selling Shareholder and our portion of the Offered Shares, are true and correct. We assume no responsibility, as a Selling Shareholder, for any other statements, disclosures and undertakings including statements, disclosures or undertakings made or confirmed by or relating to the Company or any other Selling Shareholder(s) or any other person(s) in this Draft Red Herring Prospectus.

SIGNED ON BEHALF OF SIS LIMITED

Pushpalatha K
Company Secretary

Place: Bangalore

Date: March 27, 2025

DECLARATION

We, SMC Integrated Facility Management Solutions Limited, acting as a Selling Shareholder, hereby confirm that all statements, disclosures and undertakings specifically made or confirmed by us in this Draft Red Herring Prospectus about or in relation to us, as a Selling Shareholder and our portion of the Offered Shares, are true and correct. We assume no responsibility, as a Selling Shareholder, for any other statements, disclosures and undertakings including statements, disclosures or undertakings made or confirmed by or relating to the Company or any other Selling Shareholder(s) or any other person(s) in this Draft Red Herring Prospectus.

SIGNED ON BEHALF OF SMC INTEGRATED FACILITY MANAGEMENT SOLUTIONS LIMITED

Brajesh Kumar
Director

Place: New Delhi

Date: March 27, 2025